

No. of Company 286550

C.A. 28a. [No. 41.]

The Companies Act, 1929.



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

Declaration of Compliance

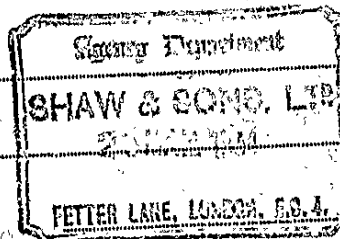
with the requirements of the Companies Act, 1929, on application for Registration
of a Company, pursuant to Section 15 (2).

(See page 2 of this Form.)

Name of Company Metal Constructions Limited.

REGISTERED
5 APR 1934

Presented by



I, Charles Henry Nathan,

of Kennard Park View Terrace, Barbours Park

Worcester

Do solemnly and sincerely declare that I am a person named in the Articles of Association as * a director of Metal Constructions

Limited

(23-14)

And that all the requirements of the Companies Act, 1929, 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 the City of Worcester

C. H. Nathan

the 26th day of March

One thousand nine hundred and thirty four

before me,

Francis G. Hyde

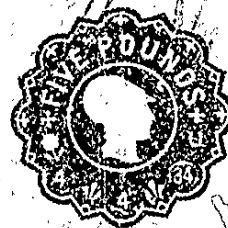
A Commissioner for Oaths

† or Justice
of the Peace.

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

No. of Company 286550

Form C.A. 24.



Metal Constructions

LIMITED.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)

REGISTERED
5 APR 1934

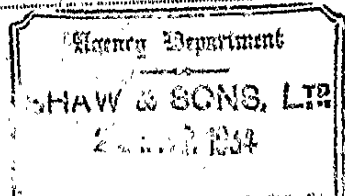
This Statement is to be filed with the Memorandum of Association when the Company is registered.

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for registration by,



The Nominal Share Capital

of *Metal Constructions*

LIMITED,

is £1,000 divided into ^{300 Pref Shares}_{700 Ord} shares of £1

each.

Signature

A. M. M.

Description

Director

Date

March 26th 1934

226550

1. / 3



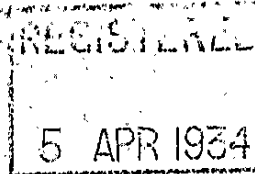
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

METAL CONSTRUCTIONS LIMITED.

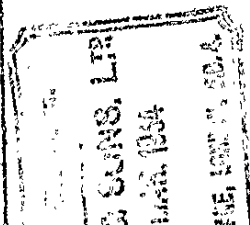


1. The name of the Company is "METAL CONSTRUCTIONS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(1) (a) To acquire and carry on in particular the business of Constructors in Metal heretofore carried on by John Willetts Langstone trading as Constructors Co. at 12 St. Johns, Worcester, and for that purpose to enter into an agreement with the said John Willetts Langstone in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.

(b) To carry on business as ironmasters, ironfounders, ironworkers, steel-makers, blast furnace proprietors, brassfounders and metal makers, refiners and workers generally, dock and wharf proprietors, colliery proprietors, ore importers and workers; sand-blast workers, mechanical engineers, motor engineers, electrical engineers, oil fuel engineers, constructional engineers, marine engineers, civil engineers, consulting engineers, millwrights, wheelwrights, cement and asbestos manufacturers, wood and timber merchants, joiners, brick and tile manufacturers, galvanisers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors, and oil merchants and contractors generally.

(c) To carry on business as manufacturers and repairers of, and dealers in, girders, forgings, castings, guns, projectiles, plates, boilers, engines, stoves, screws, nails, machinery, presses, implements, gears, tools, motor cars, motor lorries, omnibuses, coaches, tram-cars, locomotives, railway carriages and trucks, and other vehicles; aeroplanes, seaplanes, airships and other aircraft, ironmongery and hardware and wireless goods.



796

- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes

or other negotiable instruments.

- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

(20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

(21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.

(22) To distribute any of the property of the Company among its Members in specie.

(23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000, divided into 300 Cumulative Preference Shares of £1 each and 700 Ordinary Shares of £1 each. Such Preference Shares shall confer a right to a fixed Cumulative Preferential Dividend of 5 per cent. per annum and also a Capital Preference in winding up but these rights may be modified in the manner mentioned in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

WE, the several persons whose Names and Addresses 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.

No. of Shares
taken by each
Subscriber.

John Willcote Langstone one
97 Madeline Rd,
Worcester.
Mining Engineer.

Charles Henry Nathan.
Kenmare, Park View Terrace, Barbours.
Worcester. One.
Gentleman of no occupation

Dated this twenty-sixth day of March

1934

Witness to the above Signatures:-

C. V. Rowe

35, Foregate Street.
Worcester

Incorporated Accountant.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



ARTICLES OF ASSOCIATION

of

METAL CONSTRUCTIONS LIMITED.



REGISTERED

PRELIMINARY.

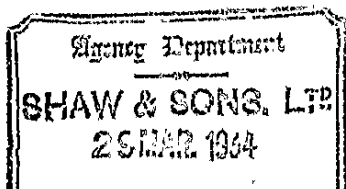
5 APR 1934

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:-

- (a) The Company restricts the right to transfer its Shares, both present and future.
- (b) The Company limits the number of its Members (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 that employment, and have continued after determination of that employment, to be Members of the Company), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

3. The Directors of the Company shall at their first Board Meeting after the incorporation of the Company, take into consideration the draft Agreement referred to in the Memorandum of Association, a copy of which has been signed for identification by two of the subscribers of the Company's Memorandum of Association, and shall, if they approve the terms of such Agreement, enter on behalf of the Company into an Agreement in the terms of the said



draft, but with such modifications (if any) as the Directors may deem necessary or desirable for giving the Company the full benefit of such Agreement. No Member of the Company (either present or future) shall make any objection to the said Agreement, and all Members of the Company, present and future, shall be deemed to have assented to all the terms thereof. No promoter or Director shall be liable to account to the Company for any profit or benefit derived by him under the said Agreement.

INTERPRETATION OF ARTICLES.

4. In these Articles, unless the context otherwise requires:-

"Articles" means Articles of Association of the Company as originally framed or as altered by Special Resolution.

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing and lithography.

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

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

6. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

COMMISSION

7. The Directors may pay 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 a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

LIEN ON SHARES.

8. Articles 7, 8, 9 and 10 of Table A shall apply, except that in Article 7 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.

CALLS ON SHARES.

9. Articles 11 to 16, inclusive, of Table A shall apply.

TRANSFER AND TRANSMISSION OF SHARES.

10. (a) No Shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with sub-clause (b) hereof.

(b) If any Member desires to sell or transfer his Shares or any of them, he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The said transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz:- The sum so estimated by the selling Member shall, if approved by the Directors be the fair value, but in the absence of such approval in order to prevent disputes arising, the fair value shall be the Auditors' valuation of the current worth of the Company's Shares to be made by him in writing at the request of the Directors.

(c) When the fair value of the said Shares has been fixed under the provisions of Sub-clause (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he

is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given notice to purchase the same, and as far as may be pro rata according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

- (d) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.

- (e) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

FORM AND EFFECT OF TRANSFER.

11. Articles 17 to 22, inclusive, of Table A shall apply, except that in Article 19 of Table A the words "not being fully paid Shares" shall be omitted.

12. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

FORFEITURE OF SHARES.

13. Articles 23 to 29, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

14. Articles 34 to 38, inclusive, of Table A shall apply.

GENERAL MEETINGS.

15. Articles 39, 40 and 41 of Table A shall apply, except that in Article 39 thereof the words "prescribed by the Company in General Meeting" shall be omitted and the words "determined by the Directors" shall be inserted and substituted therefor.

NOTICE OF GENERAL MEETINGS.

16. Articles 42 and 43 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

17. 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 in Article 46 of Table A is otherwise provided two Members personally present and holding or representing by proxy not less than one-twentieth of the issued Share Capital of the Company, shall be a quorum.

18. Articles 44, 46, 47, 48, 49, 51, 52 and 53, of Table A shall also apply.

RESOLUTIONS AT GENERAL MEETINGS.

19. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

DEMAND OF A POLL.

20. Any one or more Members present in person or by proxy entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid up Capital of the Company, shall be entitled to demand a poll.

VOTES OF MEMBERS.

21. (a) Articles 54 to 62, inclusive, of Table A shall apply, except that in Article 59 of Table A the words "A proxy need not be a Member of the Company" shall be omitted.

(b) No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he had been appointed to act at that Meeting as proxy for a Corporation.

CORPORATIONS ACTING BY REPRESENTATIVES.

22. Article 63 of Table A shall apply.

DIRECTORS.

23. (a) The number of the Directors of the Company shall not be more than five.

(b) The first Directors of the Company shall be John Willetts Langstone and Charles Henry Nathan.

(c) Subject to the provisions of Article 28 the said John Willetts Langstone so long as he continues to be the beneficial owner of 10 Shares in the Company, and the said Charles Henry Nathan so long as he continues to be the beneficial owner of 10 Shares in the Company, shall remain Directors of the Company - not subject to retirement or removal under the provisions of Articles 73 to 77 and Article 80 of Table A - until they shall die or elect to retire.

DIRECTORS QUALIFICATION AND REMUNERATION.

24. (a) The qualification of a Director shall be the holding of at least 10 Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment.

(b) The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be treated as accruing from day to day. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

POWERS AND DUTIES OF DIRECTORS.

25. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

26. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the

purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

THE SEAL.

27. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and in the presence of two Directors and of the Secretary or such other person as the Directors may appoint for the purpose; and those two Directors and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATIONS OF DIRECTORS.

28. The office of Director shall be vacated if the Director:-

- (a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors; or
- (c) Becomes prohibited from being a Director by reason of any order made under Sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Be convicted of an indictable offence; or
- (f) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

29. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

30. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of

his interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. Save as hereinafter provided no Director so interested, concerned or participating or entitled so to participate as aforesaid shall vote in respect of any such contract or arrangement, and if he does so vote, his vote shall not be taken into account. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. Provided that the restriction in this Article as to voting shall not apply to the Agreement referred to in Article 3 nor to any agreement for indemnifying a Director against past, present or future liabilities assumed by him for the benefit of or on behalf of the Company, nor to the allotment of Shares or Debentures to a Director.

ROTATION OF DIRECTORS.

31. Articles 73 to 80, inclusive, of Table A shall apply unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

32. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

33. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

34. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

DIVIDENDS AND RESERVE.

35. Articles 89 to 96, inclusive, of Table A shall apply.

ACCOUNTS.

36. Articles 97 to 100, inclusive, of Table A shall apply.

37. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors Report shall, not less than seven days before the date of the Meeting, be kept at the Registered Office of the Company for

inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

AUDIT.

38. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

NOTICES.

39. Articles 103, 105, 106 and 107 of Table A shall apply.

40. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

41. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

WINDING UP.

42. On a winding up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding up shall be applied (1) in paying back to the Members of the Company the amount of their paid up Capital in the order (if any) prescribed by the Company's Memorandum and Articles and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the Capital held by them respectively. If the assets shall be insufficient to repay the paid up Capital in full the loss shall be borne by the Members in proportion to the nominal Capital held by them respectively.

43. If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidator with the like sanction, shall think fit. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Willetts Langstone.
97 Malvern Rd,
Worcester.
Mining Engineer.

Charles Henry Nathan,
Kenmare, Park View Terrace, Barboursmead, Worcester.
Gentleman. of no occupation.

Dated this *twenty-sixth* day of *March* 1934.

Witness to the above Signatures:-

A. V. Rowe
35, Foregate Street.
Worcester.
Incorporated Accountant.

DUPLICATE FOR THE FILE.

No. 286550



Certificate of Incorporation

I Hereby Certify,

That

METAL CONSTRUCTIONS LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this fifth day of April One
Thousand Nine Hundred and thirty-four.

Greenwood
Registrar of Companies

Certificate
received by }

Date 5. 4. 1934



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

Notice of the Situation

of Registered Office or of any Change therein.

Pursuant to Section 92.
(See page 2 of this Form.)

Name
of
Company

Metal Constructions Limited

REGISTERED

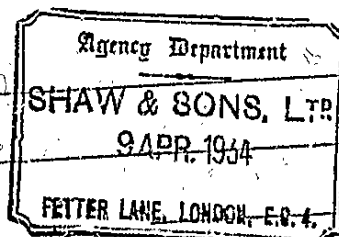
9 APR 1934

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by



160

Notice of the Situation

of the Registered Office of the Metal Constructions Limited

COMPANY,

or of any change therein.

To the REGISTRAR OF COMPANIES.

Metal Constructions Limited

Company,

hereby gives you notice, in accordance with Section 92 of The Companies Act, 1929,

that the Registered Office of the Company is situated at 12, St Johns

in the City of Worcester.

(Signature)

C. H. Nathan

(State whether Director, Manager, or Secretary)

Director

Dated

Twenty sixth

day of

March

1934



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

Particulars of Contract relating to Shares

Pursuant to Section 42 (2).

Name of
Company

Metal Constructions Ltd.

REGISTERED
15 JUN 1934

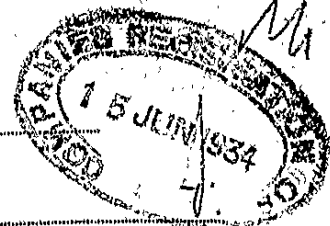
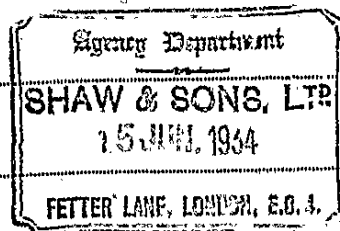
The particulars must be stamped with the same duty as would have been payable if the
Contract had been reduced to writing.

SHAW & SONS LTD.,

COMPANIES' PUBLISHERS, PRINTERS, AND STATIONERS,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by



Particulars of Contract

relating to Shares allotted as fully or partly paid up otherwise than in cash

by Metal Constructions

Limited.

(1) The number of shares allotted as fully or partly paid up otherwise than in cash

339

(2) The nominal amount of each such share

£ 1

(3) The amount to be considered as paid up on each such share otherwise than in cash

£ 1

(4) If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in part 5, state the nature of such consideration, and the number of shares so allotted.

None

(5) If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of the manner in which the purchase price is to be satisfied.

(1) Brief description of property.

Fixed Plant	214 - -
Loose Plant	125 - -
Goodwill - Benefit of Lease.	1 - -

(2) Purchase Price

£ 340 - -

(a) Total amount considered as paid on 339 shares allotted otherwise than in cash.

£ 339

(b) Cash

£ 1 - -

(d) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired).

None

Total purchase price

£ 340 - -

This margin to be reserved for binding.



The full particulars, in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:—

	£	s.	d.
Legal Estates in Freehold Property and Fixed Plant and Machinery and other Fixtures thereon (a)			
Legal Estates in Leasehold Property (a).....			
Fixed Plant and Machinery on Leasehold Property (including Tenants', Trade, and other Fixtures).....	214	-	-
Equitable Interests in Freehold or Leasehold Property (a).....			
Loose Plant and Machinery, Stock-in-Trade, and other Chattels (b)	125	-	-
Goodwill and Benefit of Contracts <i>from</i>	1	-	-
Patents, Designs, Trade Marks, Licences, Copyrights, &c.....			
Book and other Debts.....			
Cash in Hand and at Bank on Current Account, Bills, Notes, &c.....			
Cash on Deposit at Bank or elsewhere.....			
Shares, Debentures and other investments.....			
Other property, viz.....			
	£ 340	-	-
	340	-	-

(Signature) C. H. Nathan

(State whether Director or Manager, or Secretary) Director

Dated the 13th day of June 1934

(a) Where such properties are sold subject to mortgage, the gross value should be shown.

(b) Where such properties are sold subject to mortgage, the net value should be shown.

No. of Company 286552

Form C.A. 26.
[4.]

The Companies Act, 1929.



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

Notice of the Situation

of Registered Office or of any Change therein

Pursuant to Section 92.
(See page 2 of this Form.)

Name
of
Company

Metal Constructions Ltd



SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by

C. N. ROWE,

INCORPORATED ACCOUNTANT,

35, FOREGATE STREET,

TEL 459.

WORCESTER.



Notice of the Situation

of the Registered Office of the Metal constructions
ltd.

COMPANY,

or of any change therein.

To the REGISTRAR OF COMPANIES.

Metal constructions ltd

Company,

hereby gives you notice, in accordance with Section 92 of The Companies Act, 1929,

that the Registered Office of the Company is situated at Brickfields

Road, Astwood, Worcester

(Signature)

J. H. Langston

(State whether Director, Manager, or Secretary)

Director

Dated

28th

day of

September

1937

THE COMPANIES ACT, 1929.

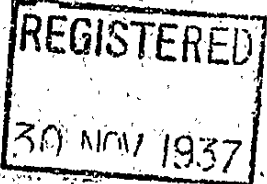
Copy

SPECIAL RESOLUTION

- of -

METAL CONSTRUCTIONS LIMITED.

Passed the 23rd day of November 1937.

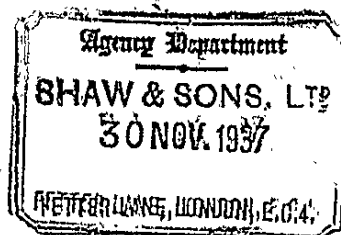


At an Extraordinary General Meeting of METAL CONSTRUCTIONS LIMITED duly convened and held at the Auditor's Office (Mr. C.N.Rowe, Incorporated Accountant, 35, Foregate Street, Worcester) on the 23rd day of November, 1937 the following SPECIAL RESOLUTION was duly passed:-

"That the Share Capital of the Company be increased from £1,000 divided into 300 Cumulative Preference Shares of £1 each and 700 Ordinary Shares of £1 each to £4,000 by the creation of 3,000 new Ordinary Shares of £1 each. Such new Ordinary Shares shall rank in all respects pari passu with the existing Ordinary Shares of the Company."

W. Hampton

CHAIRMAN.

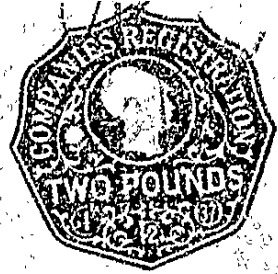


121210-111

We Certify that this Document has
been type litho printed by us
Dated this 27 day of Nov, 1937
For SHAW & SONS, Ltd.

Shent
Fetter Lane, London, E.C.4.

The Companies Act, 1929.



Notice of Increase in Nominal Capital.

Pursuant to Section 52.

REGISTERED
30 NOV 1937

Name of
Company

Metal constructions Limited

SHAW & SONS
LIMITED,

Companies' Publishers, Printers, and Stationers,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by

C. N. ROWE,

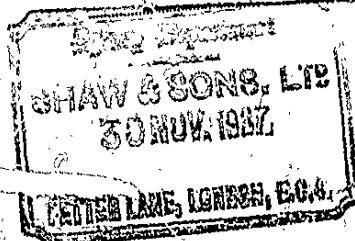
INCORPORATED ACCOUNTANT,

35, FOREGATE STREET,

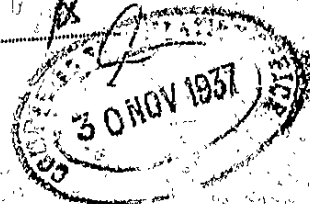
TEL. 659.

WORCESTER.

S2138 (11)



679



To the REGISTRAR OF COMPANIES.

Metal constructions Limited

Company,

hereby gives you notice pursuant to Section 52 of the Companies Act, 1929,
that by (a) Special Resolution of the Company dated the
23rd day of November 1937 the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 3,000 beyond the registered Capital of £ 1,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
<u>3,000</u>	<u>Ordinary</u>	<u>One Pound</u>

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

To rank pari-passu with the existing
Ordinary Shares of the Company.

~~of the new Shares are Preference Shares, and are (b) [not]~~
~~redeemable.~~

(Signature) W. H. Langstone

(State whether Director, or Manager or Secretary) Managing Director

Dated the Twenty-third day of November 1937

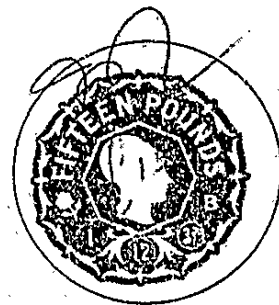
- (a) "Ordinary," "Extraordinary" or "Special."
(b) Delete the word "not" if the Shares are redeemable.

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

No. of Company *286550*

Form C.A. 55. (26a).

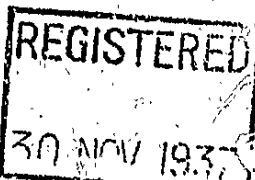
COMPANY LIMITED BY SHARES.



Statement of Increase of the Nominal Share Capital
OF

Metal constructions

LIMITED,



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

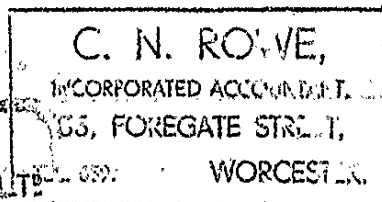
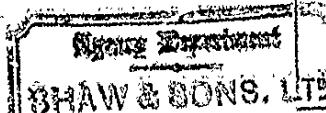
This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 52 of The Companies Act, 1929. If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable.

SHAW & SONS
LIMITED,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for filing by



The Nominal Share Capital

OF

Metal constructions LIMITED,

has been increased by the addition thereto of the sum of *Three*

Thousand Pounds, divided into *3,000 Ordinary* Shares

of *One Pound* each, beyond the Registered Share Capital of

One Thousand Pounds divided into 300 Cumulative Preference
Shares of £1 each and 700 Ordinary Shares of £1 each

*Signature

J. H. Langston

Managing

Description *Director*

Dated the *Twenty-third* day of *November* 19 *37*.

*This Statement must be signed by the Manager or by the Secretary of the Company

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

286550/25

044



THE COMPANIES ACT, 1929.

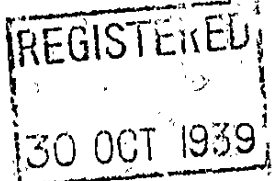
Copy

ORDINARY RESOLUTION

- of -

METAL CONSTRUCTIONS LIMITED.

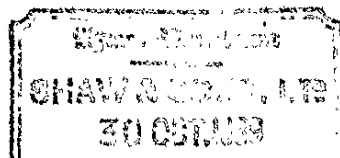
Passed the 17th day of October 1939.



At an Extraordinary General Meeting of the above-named Company duly convened and held at the Registered Office, Brickfields Road, Worcester, on Tuesday the 17th day of October 1939 at 3.0 p.m. It was resolved that in accordance with the provisions of Clause 34 of Table A, which is adopted in Clause 14 of the Company's Articles that:-

"The Share Capital of the Company be increased from £ ,000 divided into 300 Cumulative Preference Shares of £1 each and 3,700 Ordinary Shares of £1 each, to £8,000 by the creation of 4,000 new Ordinary Shares of £1 each. Such new Ordinary Shares shall rank in all respects pari passu with the existing Ordinary Shares of the Company".

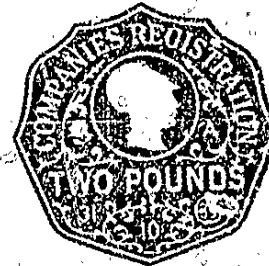
John Langford
CHAIRMAN.



No. of Company 186550 / 96 Case and 112 18

Form C.A. 50.
[10].

The Companies Act, 1929.



Notice of Increase in Nominal Capital.

Pursuant to Section 52.

REGISTERED
30 OCT 1939

Name of
Company

METAL CONSTRUCTIONS LIMITED.

SHAW & SONS
LIMITED,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by

C. N. Rowe,

Incorporated Accountant,
ester.

30 OCT 1939

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

METAL CONSTRUCTIONS LIMITED

Company,

hereby gives you notice pursuant to Section 52 of the Companies Act, 1929, that by (a) an Ordinary Resolution of the Company dated the 17th day of October 1939 the nominal Capital of the Company has been increased by the addition thereto of the sum of £4,000 beyond the registered Capital of £4,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
4,000	Ordinary	£1

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

The new Ordinary Shares are to rank in all respects pari passu with the existing Ordinary Shares of the Company.

~~of the new Shares are Preference Shares, and are (b) [not] redeemable.~~

(Signature)

R. N. Rowe

(State whether Director, or Manager or Secretary) *Director & Secretary*

Dated the *Twenty-seventh* day of *October* 19*39*

(a) "Ordinary," "Extraordinary" or "Special."

(b) Delete the word "not" if the Shares are redeemable.

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

151
COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Share Capital OF

METAL CONSTRUCTIONS

REGISTERED
30 OCT 1933

LIMITED,

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

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 52 of The Companies Act, 1929: If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable.

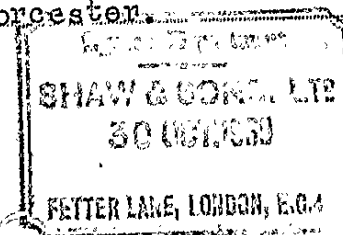
**SHAW & SONS
LIMITED,**

Companies' Publishers, Printers, and Stationers,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for filing by

C. H. Rowe,
Incorporated Accountant,
Worcester.

S2466(U)



123

The Nominal Share Capital

OF

METAL CONSTRUCTIONS

LIMITED,

has been increased by the addition thereto of the sum of Four thousand
Pounds, divided into Four thousand ^{Ordinary} / Shares
of One Pound each, beyond the Registered Share Capital of
Four thousand Pounds.

*Signature

A. N. Rowe

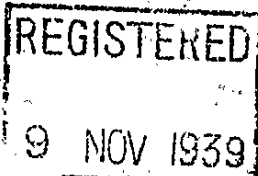
Description *Director & Secretary*

Dated the *Twenty seventh* day of *October* 19 *39*.

*This Statement must be signed by the Manager or by the Secretary of the Company.

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

286550
28



THE COMPANIES ACT, 1929.



Copy

SPECIAL RESOLUTION

- of -

METAL CONSTRUCTIONS LIMITED.

Passed the 17th day of October 1939.

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Registered Office, Brickfields Road, Worcester, on Tuesday the 17th day of October 1939 the following SPECIAL RESOLUTION was duly passed:-

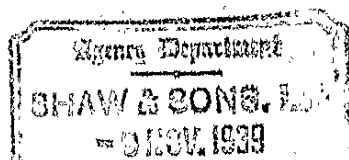
That the Articles of Association be altered in manner following:-

The following Article shall be inserted after Article 35.

35 (a) The Company in General Meeting may from time to time by way of capitalising the undivided profits of the Company or any part thereof, whether standing to the credit of the Reserve Fund or not, declare a bonus on its Shares, and may authorise the Directors to satisfy such bonus by the distribution of paid-up Shares of the Company, on the footing that the same be not paid in Cash but be applied as additional Share Capital free of Income Tax and the Directors may, if they think fit, give effect to such Resolution, and where any difficulty arises in regard to the distribution by reason of fractions, they may make such provision as they think expedient for the issue of fractional certificates or for sale and distribution of the proceeds of such fractions in order to adjust the rights of all parties. Where requisite, a proper contract shall be filed in accordance with Section 42 of the Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the bonus, and such appointment shall be effective.

John Langford
CHAIRMAN.

108



We Certify that this Document has
been type litho printed by us
Dated this 9th day of Nov. 1939
For SHAW & SONS, Ltd.

A. Rees
Fetter Lane, London, E.C. 4.

286550
34

C445



THE COMPANIES ACT, 1929.

COPY

ORDINARY RESOLUTION

OF

METAL CONSTRUCTIONS LIMITED

Passed the 29th day of March, 1941.

REGISTERED
7 APR 1941

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office, BRICKFIELDS ROAD, WORCESTER, on Saturday, the 29th day of March, 1941, at 11-0 a.m. It was resolved that in accordance with the provisions of Clause 34 of Table A, which is adopted in Clause 14 of the Company's Articles that:--

"The Share Capital of the Company be increased from £8000 divided into 300 Cumulative Preference Shares of £1 each and 7700 Ordinary Shares of £1 each, to £8500 by the creation of 500 new Cumulative Preference Shares of £1 each. Such new Cumulative Preference Shares shall rank in all respects *pari passu* with the existing Cumulative Preference Shares of the Company."

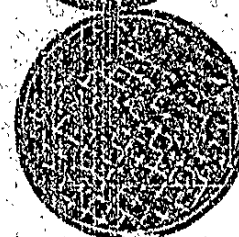
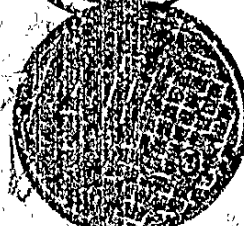
J. W. Langford
Chairman.

COMPANIES REGISTRATION
7 - APR 1941

No. of Company 286550

35

THE COMPANIES ACT, 1929.



Notice of Increase in Nominal Capital. *Pursuant to Section 52.*

Name of Company { Metal Constructions Limited.

REGISTERED
7 APR 1941

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

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
London Wall, London, E.C.2, Birchin Lane, London, E.C.3,
Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham, 3.

Presented by W. Claude Walters F.B.A.A.,
48, Foregate Street. Worcester.

TO THE REGISTRAR OF COMPANIES.

Metal Constructions

_____ Limited, hereby give you notice, pursuant to
section 52 of The Companies Act, 1929, that by (a) _____ Ordinary

Resolution of the Company dated the 29th day of

March, 1941, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 500

beyond the Registered Capital of £ 8000

The additional Capital is divided as follows:—

Number of Shares

500

Class of Shares

Cumulative Preference

Nominal amount
of each share

£1

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

follows:—

The new Cumulative Preference Shares shall rank in all respects *pari passu* with the existing Cumulative Preference Shares of the Company.

The Preference Shares are not redeemable.

Signature W. Lawrence Warner

Signature _____
(State whether Director or Manager or Secretary.)

Dated the 3rd day of April 1941

(a) "Ordinary," "Extraordinary," or "Special."
"Voting Rights," "Dividends," etc.

(b) e.g., "Voting Rights," "Dividends," etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate 286550

36.

8



[C.A. 39]
4-7-39.

12.00
12.00

Metal Constructions

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).

REGISTERED
7 APR 1941

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 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

16/4

12

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
London Wall, London, E.C.2, Parliament Street, London, S.W.
and 8, Newhall Street, Birmingham, 3.

Presented by W. Claude Walters F.B.A.A.,



The NOMINAL CAPITAL of Metal Constructions

Limited.

has by a Resolution of the Company dated 29th March, 1941

been increased by the addition thereto of the sum of £ 500, divided into

500 Cumulative Preference shares of £ one each beyond the Registered Capital of

Eight Thousand Pounds divided into 300 Cumulative Preference Shares

of £1 each and 7700 Ordinary Shares of £1 each.

Signature W. Beames. Walters.

Description Secretary

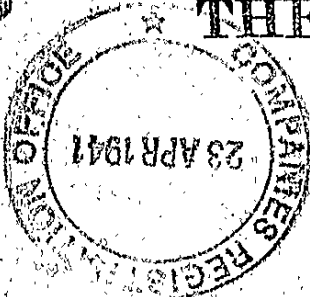
Date 3rd April 1941

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

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

No. of Company } 286550. / 4A

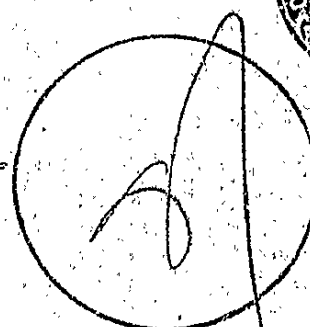
[C.A.12.]



THE COMPANIES ACT, 1929.

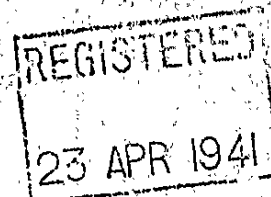


A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.



PARTICULARS OF DIRECTORS OR MANAGERS AND OF ANY CHANGES THEREIN.

Pursuant to Section 144.



Name
of
Company

Metal Construction

Limited.



PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
London Wall, London, E.C.2, Parliament Street, London, S.W.1;
8, Newhall Street, Birmingham, 3.

Presented by

H. Claude Walters

48 Foregate Street Worcester.

(b) The Present Christian name or names and Surname.	Any former Christian name or names or Surname.	Nationality.	Nationality of Origin (if other than the present Nationality).
John Willett Langstone	—	British	—
Albert Edward Wilkes.	—	British	—
Francis Henry Hayward	—	British	—
Albert Frederick Downes.	—	British	—

(a) "Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions or instructions the Directors of a Company are accustomed to act.

(b) In the case of a Corporation, its corporate name and registered or principal office should be shown.

(c) In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or of some one of those directorships must be entered.

AND OF ANY CHANGES THEREIN.

Usual Residential Address.	Other business Occupation or Directorships, if any. If none, state so (c).	Chas. as (d).
11 Woodland Road	Engineer	
Bilford Road, Worcester		
105 Spetchley Road	Engineer	
Worcester		
54 Bonmeadow Lane		Appointed 18 th April 1941
Worcester	Works Manager	
36 Fidda Road		
Worcester	Chief Draughtsman	Appointed 18 th April 1941

Signature W. Blomso. Walker

Secretary.

(State whether Director or Manager or Secretary).

2) A complete list of the Directors or Managers shown as existing in the last particulars delivered should always be given. A note of the changes since the last List should be made in this column, e.g., by placing against a new director's name the words "in place of" and by writing against any former director's name the words "dead," "resigned," or as the case may be.

286550/H1

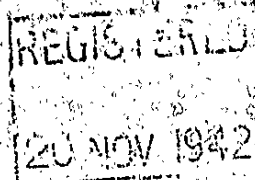
THE COMPANIES ACT, 1929.

COPY



SPECIAL RESOLUTION
OF
METAL CONSTRUCTIONS LIMITED

Passed the 4th day of November, 1942.



At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office, BRICKFIELDS ROAD, WORCESTER, on Wednesday the 4th day of November, 1942, at 3-0 p.m. It was resolved:—

“ That Article 23 (c) shall be altered to read as follows:—

Subject to the provisions of Article 28, John Willetts Langstone, so long as he continues to be the beneficial owner of 10 shares in the Company, and Albert Edward Wilkes, so long as he continues to be the beneficial owner of 10 in the Company, shall remain Directors of the Company—subject to retirement or removal under the provisions of Articles 73 to 77 and Article 80 of Table A—until they shall die or elect to retire.”

J. W. Langstone
Chairman.

150
THE COMPANIES ACT, 1948.

Copy.

SPECIAL RESOLUTION

of

METAL CONSTRUCTIONS LIMITED

passed the 24th day of January 1951.



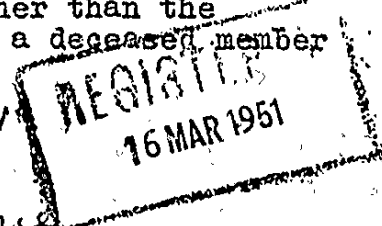
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office, Brickfields Road, Worcester, on Wednesday, the 24th day of January 1951 at 11.0 in the forenoon. It was resolved:-

"That Article 10 (a) shall be altered to read as follows:-

No Shares in the Company shall be transferred to a person not a Member of the Company or the personal representative, widow or child of a deceased Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with sub-clause (b) hereof."

"That Article 11 shall be altered as follows:-

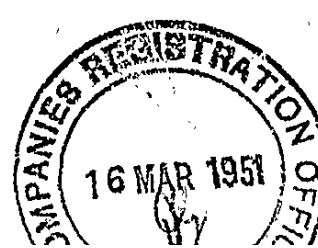
"Article 19 of Table A shall be deemed to have added after the word "person" the following words "(other than the personal representative, widow or child of a deceased member of the Company.)"



CHAIRMAN.

W. Claude Walters
36, Graham Road
Bristol

1569





COMPANY LIMITED BY SHARES.

Special Resolutions OF METAL CONSTRUCTIONS LIMITED.

Passed 22nd day of July 1953.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office situate at Brickfields Road, Worcester, on Wednesday, the 22nd day of July 1953, the following SPECIAL RESOLUTIONS were duly passed:—

RESOLUTIONS.

(A) That the 800 5% Cumulative Preference Shares of £1 each be converted into Ordinary Shares and that the rights appertaining to the said 5% Cumulative Preference Shares shall be extinguished and that such shares shall in future be called Ordinary Shares and shall rank in all respects *pari passu* with the existing Ordinary Shares in the Company.

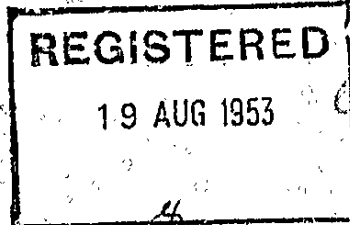
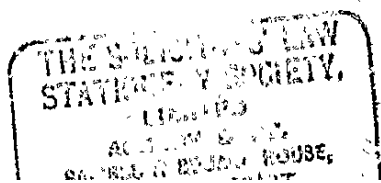
(B) That the capital of the Company be and it is hereby increased to £50,000 by the creation of 41,500 new Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares of the Company.

(C) That the Articles of Association of the Company be and they are hereby amended as follows:—

1. That the following new Articles be inserted after Article 35 and numbered 35 (a) and 35 (b):—

CAPITALISATION OF PROFITS.

35. (a) The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the dividends on any



✓

shares carrying a fixed preferential dividend (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid or partly in one way and partly in the other. Provided that the Share Premium Account and a Capital Redemption Reserve Fund may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.

35. (b) Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors 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, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

2. That the following new Article be inserted after Article 23 and numbered 23 (a):—

ADVISERS TO THE BOARD.

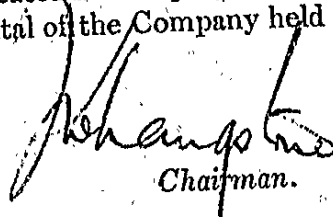
23. (a) The Directors of the Company shall have power to co-opt and add to the Board or to any committee thereof in an advisory capacity any person or persons either for any particular purpose or generally and for such terms and

at such remuneration, whether by way of salary or commission or bonus on profits or otherwise as they may think fit. Such co-opted members shall attend only such meetings of the Board as the Chairman may decide and shall act in an advisory capacity only, and shall not be entitled to vote on matters before the Board and shall not be regarded as Directors for any purpose and shall be removable at any time by resolution of the Board or by the Company in General Meeting.

3. That the following new Article be inserted after Article 25 and numbered 25 (a):—

25. (a) The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have been Directors of and holding any salaried office or employment under the Company or who are or have been employed by or in the service of the Company, and to wives, widows, children and other relatives and dependents of any such person, and may set up, establish, support and maintain pension, superannuation or other funds or schemes for the benefit of such persons, and any such Director shall be entitled to receive and retain any such benefit and may vote as a Director in respect of the exercise of any of the powers conferred by this Article, notwithstanding that he is interested therein.

(b) That it is desirable to capitalise the sum of £17,275 (being the reserve of £1,677 19s. 0d. in respect of E.P.T. Post-War Refund, £9,478 1s. 0d., part of the amount standing to the credit of Profit and Loss Account, the sum of £1,000, amount standing to the credit of General Reserve Fund, and the sum of £5,119, being the increased value of the freehold properties belonging to the Company) by the distribution among the members of paid up shares of the Company, and accordingly that the Directors be and they are hereby authorised and directed to apply the same in payment up in full at par of 17,275 Ordinary Shares of £1 each in the capital of the Company and to appropriate and distribute the same to and amongst the members or their approved nominees in accordance with the provisions of an Agreement dated the day of 1958 and expressed to be made between the Company of the one part and John Willetts Langstone on behalf of himself and all other holders of the fully paid up Ordinary Shares in the capital of the Company of the other part, and that the shares so distributed shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by the members and not as income.


Chairman.

n. of Company

286550/62

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.
Pursuant to Section 63.Name
of
Company

METAL CONSTRUCTIONS

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

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

REGISTERED

19 AUG 1953

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED.

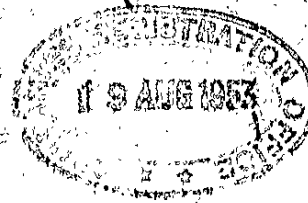
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

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

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

72, COLMORE ROW, BIRMINGHAM 3; 109, THE HEADROW, LEEDS 1;
12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

 LIMITED
 AGENTS
 SAMUELSON & CO.
 FLEET STREET, E.C.4.


C659

TO THE REGISTRAR OF COMPANIES.

Metal Constructions Limited, hereby gives you notice pursuant to

section 63 of The Companies Act, 1948, that by (a) Special

Resolution of the Company dated the 22nd day of

July, 1953, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 41,500

beyond the Registered Capital of £ 8,500

The additional Capital is divided as follows:

Number of Shares

Class of Shares

Nominal amount
of each share

41,500

Ordinary

£1.

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

The new Ordinary Shares will rank in all respects
pari passu with the existing Ordinary Shares of the
Company.

Signature [Signature]
(State whether Director or Secretary.)

Dated the 12th day of August 1953

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

Number of
Company

286550/63

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

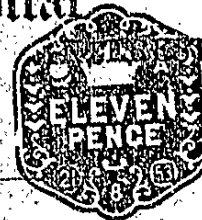
COMPANY LIMITED BY SHARE



Statement of Increase of the Nominal Capital

OF

METAL CONSTRUCTIONS



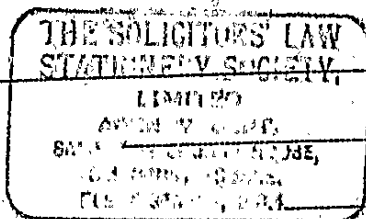
LIMITED

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

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

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

Presented by



REGISTERED

19 AUG 1953

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

METAL CONSTRUCTIONS

Limited

has by a Resolution of the Company dated

22nd July

1953

been increased by

the addition thereto of the sum of £41,500,

divided into:—

41,500 Ordinary Shares of £1 each

Shares of _____ each

beyond the registered Capital of £8,500.

Signature

J. Langton

(State whether Director or Secretary)

Director

Dated the

12th

day of

August 1953

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

64
W
The Companies Act 1948.

COMPANY LIMITED BY SHARES



Extraordinary Resolution

OF

METAL CONSTRUCTIONS LIMITED.

Passed the 22nd day of July 1953.

AT a SEPARATE GENERAL MEETING of the holders of the 5% Cumulative Preference Shares in the capital of the Company, held at the Registered Office, at Brickfields Road, Worcester, on Wednesday, the 22nd day of July 1953, the following RESOLUTION was passed as an EXTRAORDINARY RESOLUTION:—

RESOLUTION.

That this Separate General Meeting of the holders of 5% Cumulative Preference Shares in the capital of the Company hereby sanctions the passing as Special Resolutions of the Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for the 22nd day of July 1953 (a copy of which Notice accompanied the Notice convening this Meeting) and hereby consents to the conversion of the said 5% Cumulative Preference Shares into Ordinary Shares and to the extinguishment of their preferential rights, such converted Ordinary Shares to rank *pari passu* with the existing Ordinary Shares in the Company.

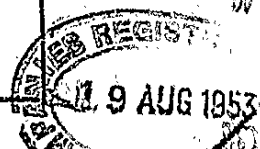
R. Langstone
Chairman.

REGISTERED

19 AUG 1953

S.L.S.S./Bm-8179S

THE SOLICITORS' LAW
STATIONERY SOCIETY,
LIMITED
AGENCY D.P.T.
SALISBURY SQUARE HOUSE,
SALISBURY SQUARE,



286530/68

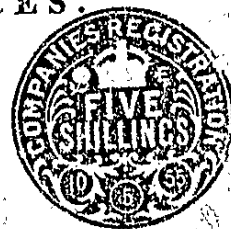
The Companies Act 1948.

COMPANY LIMITED BY SHARES.

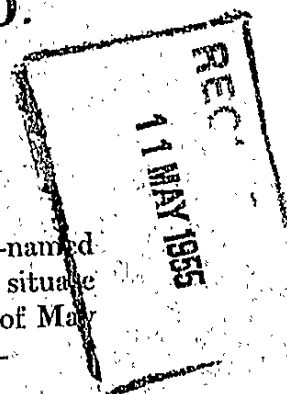
Special Resolution

OF

METAL CONSTRUCTIONS LIMITED.



Passed 4th day of May 1955.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office situate at Brickfields Road, Worcester, on Wednesday, the 4th day of May 1955, the following SPECIAL RESOLUTION was duly passed:—

RESOLUTION.

That the Articles of Association of the Company be altered in manner following; that is to say:—

(i) By deleting paragraphs (a) and (b) of Article 23 and substituting therefor the following new paragraphs:—

“(a) The number of the Directors of the Company shall not be more than fourteen, of whom not more than eight shall be Full Directors and not more than six shall be Non-member Directors.

(b) The following provisions shall apply to Non-member Directors:—

(i) A Non-member Director shall not be required to hold any share qualification and neither paragraph (a) of Article 24 nor paragraph (a) of Article 28 shall apply to him.

(ii) A Non-member Director shall have the same right as a Full Director to receive notice of and attend and speak at Meetings of Directors, but shall not be entitled to vote thereat or be reckoned as part of a quorum.

(iii) A Non-member Director shall not be eligible as Chairman of any Meeting of Directors or shareholders.

(iv) Subject as aforesaid all references to Directors in these Articles or in the regulation of Table A incorporated in these Articles shall, unless having regard to the foregoing provisions, the context otherwise requires, be deemed to include the Non-member Directors.”

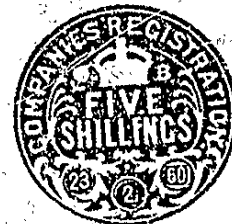
And in Article 33 the words: “by all the Full Directors”

COMPANY LIMITED BY SHARES.

Ordinary Resolutions

OF

Metal Constructions Limited.



Passed the 12th day of February 1960.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held BRICKFIELD'S ROAD, WORCESTER on the 12th day of February 1960, the following RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS:—

RESOLUTIONS.

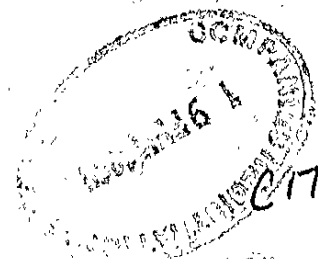
1. That the Share Capital of the Company be increased from £50,000 divided into 50,000 Ordinary Shares of £1 each to £60,000 by the creation of 10,000 new Ordinary Shares of £1 each. Such new Ordinary Shares shall rank in all respects *pari passu* with the existing Ordinary Shares of the Company.

2. That in pursuance of the power contained in the Articles of Association of the Company the sum of £18,467 being part of the undivided profits of the Company be and is hereby capitalised (free of Tax) in making payment in full at par of 18,467 unissued Ordinary Shares of £1 each in the capital of the Company to be distributed credited as fully paid amongst the holders of Ordinary Shares in the capital of the Company at the date hereof in the proportions in which such profits would have been divisible amongst them to the nearest whole share had the same been applied in paying dividends instead of being capitalised and that the new Ordinary Shares of £1 each so distributed as aforesaid be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such Shareholder and not as income.

W. Langton
Chairman.

5655

over



No. of Company : 286550

THE COMPANIES ACT, 1948

Company Limited by Shares

SPECIAL RESOLUTION

(Passed the 27th day of January, 1971)

- of -

METAL CONSTRUCTIONS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held at Brickfields Road, Worcester on the 27th day of January, 1971, the following resolution was duly passed as a Special Resolution :-

THAT Article 23(C) be altered to read as follows :-

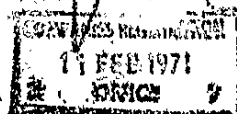
"Subject to the provisions of Article 28 John Willetts Langstone so long as he continues to be the beneficial owner of Ten Shares in the Company Albert Edward Wilkes so long as he continues to be the beneficial owner of Ten Shares in the Company and Francis Henry Hayward so long as he continues to be the beneficial owner of Ten Shares in the Company shall remain directors of the Company - not subject to retirement or removal under the provisions of Articles 73 to 77 and Article 80 of Table A - until they shall die or elect to retire."

A.B. Wilkes.
Vice-Chairman.

WE CERTIFY that this document has been produced by the Rank Xerox Office Copier Process.

Harcourt & Willis
30 Gordon St.
London W.C.C.

Wragge & Co.



B #

Merevale House 27 Sansome Walk Worcester WR1 1NU
Telephone Worcester (0905) 26215 and 26571

$C = \begin{bmatrix} 1 & 0 & 0 & 0 \\ 0 & 1 & 0 & 0 \\ 0 & 0 & 1 & 0 \\ 0 & 0 & 0 & 1 \end{bmatrix}$
 $D = \begin{bmatrix} 1 & 0 & 0 & 0 \\ 0 & 1 & 0 & 0 \\ 0 & 0 & 1 & 0 \\ 0 & 0 & 0 & 1 \end{bmatrix}$
 $A = \begin{bmatrix} 1 & 0 & 0 & 0 \\ 0 & 1 & 0 & 0 \\ 0 & 0 & 1 & 0 \\ 0 & 0 & 0 & 1 \end{bmatrix}$

18th November, 1982.

Harold Wadley



METAL CONSTRUCTIONS LIMITED

(Registered No. 286,550) / 129

At a meeting of the shareholders of Metal Constructions Limited duly convened and held at the offices of Messrs. Wragge & Co., Bank House, Cherry Street, Birmingham B2 5JY on Friday the 19th November 1982 at 11.10 am, the following resolutions were passed, as to the resolutions numbered 1, 4 and 5 as ordinary resolutions and, as to the resolutions numbered 2, 3 and 6 as special resolutions :

1. That the directors be and hereby are authorized to issue relevant securities (which expression shall in this resolution be construed in accordance with section 14 of the Companies Act 1980); provided that any relevant securities to be so issued shall be in the form of ordinary shares in the Company.

This authority shall expire one month from the date on which this resolution is passed but may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years, and the Company be and hereby is authorized to make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired, and the directors may allot relevant securities in pursuance of any such offer or agreement.

2. That the directors be and hereby are authorized to allot equity securities (which expression shall in this resolution be construed in accordance with section 17 of the Companies Act 1980) pursuant to the authority conferred by the foregoing ordinary resolution as if section 17(1) of the Companies Act 1980 did not apply to such allotment.

This authority shall expire one month from the date on which this resolution is passed but may be previously revoked or varied by the Company in general meeting any may be renewed by the Company in general meeting for a further period not exceeding five years, and the Company be and hereby is authorized to make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this power has expired, and the directors may allot equity securities in pursuance of any such offer or agreement.

3. That the articles of association be and hereby are altered by the deletion of article 10 containing pre-emption rights.
4. That, upon the recommendation of the directors, it is desirable to capitalize the sum of £554.22, being part of the amount standing to the credit of the Company's reserves, and accordingly that such sum be set free for distribution among the holders of ordinary shares in the Company on the register of members immediately before the passing of this resolution in the proportions in which they held such shares respectively at such time on condition that the same be not paid in cash but be applied in paying up in full at par 55,422 unissued ordinary shares of one penny each in the Company to be allotted and distributed credited as fully paid up to and amongst the holders of ordinary shares in the proportion aforesaid, and that the directors give effect to this resolution.



5. That, on the allotment of the new ordinary shares pursuant to the foregoing resolution, the rights attaching to the 55,422 previously issued ordinary shares in the Company be cancelled and each of the said shares be converted into and classified as a deferred share having attached thereto the rights and being subject to the conditions set out in the articles of association as altered by the next following resolution.
6. That the articles of association be and hereby are altered by the adoption of the following new article 6(A):

"The authorized share capital of the Company at the date of adoption of this article is £60,000 of which £55,976.22 is issued, divided into 55,422 ordinary shares of one penny each and 55,422 deferred shares of one pound each.

The respective rights and privileges attached to the ordinary shares and the deferred shares are as follows :

- (a) as regards income - the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the ordinary shares in proportion to the amounts paid up on the ordinary shares held by them respectively; the holders of the deferred shares shall not be entitled to participate in any such profits.
- (b) as regards capital - on a return of assets on liquidation or otherwise the assets of the Company available for distribution among the members shall be applied first in paying to the holders of the ordinary shares the sum £10,000 per share and secondly in repaying to the holders of the deferred shares the amount paid up on such shares; the balance of such assets shall belong to and be distributed among the holders of the ordinary shares in proportion to the amounts paid up on the ordinary shares held by them respectively.
- (c) as regards voting - the holders of the deferred shares shall have neither the right to receive notice of nor the right to speak or vote either in person or by proxy at any general meeting of the Company by virtue of their holdings of deferred shares. "

.....*Richard M. Mansell*.....
Chairman

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

METAL CONSTRUCTIONS LIMITED
(Passed 3rd December 1982)

At an Extraordinary General Meeting duly convened and held at Diglis, Worcester, WR5 3DG on Friday, the 3rd day of December 1982, the following Resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

That the form of Articles of Association attached hereto be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.

DATED 3rd December 1982

Registered Office:

Diglis
Worcester
WR5 3DG

.....*Colin W. Mandell*.....

Director & Secretary



THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

METAL CONSTRUCTIONS LIMITED

1. The name of the Company is "Metal Constructions Limited". ✓
2. The Registered Office of the Company will be situate in England ✓
3. The objects for which the Company is established are :-
 - (1) (a) To acquire and carry on in particular the business of Constructors in Metal heretofore carried on by John Willets Langstone trading as Constructions Co. at 12 St. Johns, Worcester and for that purpose to enter into an agreement with the said John Willets Langstone in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms. ✓
 - (b) To carry on business as ironmasters, ironfounders, ironworkers, steel-makers, blast furnace proprietors, brassfounders and metal makers, refiners and workers generally, dock and wharf proprietors, colliery, proprietors, ore importers and workers; sand-blast workers, mechanical engineers, motor engineers, electrical engineers, oil fuel engineers, constructional engineers, marine engineers, civil engineers, consulting engineers, millwrights, wheelwrights, cement and asbestos manufacturers, wood and timber merchants, joiners, brick and tile manufacturers, galvanisers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors, and oil merchants and contractors generally.
 - (c) To carry on business as manufacturers and repairers of, and dealers in, girders, forgings, castings, guns, projectiles, plates, boilers, engines, stoves, screws, nails, machinery, presses, implements, gears, tools, motor cars, motor lorries, omnibuses, coaches, tram-cars, locomotives, railway carriages and trucks, and



other vehicles; aeroplanes, seaplanes, airships and other aircraft, ironmongery and hardware and wireless goods.

- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company:
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares, or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and

incidental to the promotion, formation, establishment and incorporation of the Company.

- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

The liability of the Members is limited.

5. The Share Capital of the Company is £1,000, divided into 300 Cumulative Preference Shares of £1 each and 700 Ordinary Shares of £1 each. Such Preference Shares shall confer a right to a fixed Cumulative Preferential Dividend of 5 per cent. per annum and also a Capital Preference in winding up but these rights may be modified in the manner mentioned in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

The share capital of the Company was increased to £4,000, by Special Resolution passed on the 23rd day of November 1937 by the creation of 3,000 new Ordinary Shares of £1 each ranking in all respects pari passu with the existing Ordinary Shares of the Company.

The share capital of the Company was increased to £8,000 by Ordinary Resolution passed on the 17th day of October 1939 by the creation of 4,000 new Ordinary Shares of £1 each ranking in all respects pari passu with the existing Ordinary Shares of the Company.

The share capital of the Company was increased to £8,500 by Ordinary Resolution passed on the 12th day of March 1941 by the creation of 500 new Cumulative Preference Shares of £1 each ranking in all respects pari passu with the existing Cumulative Preference Shares of the Company.

By a Special Resolution passed on the 22nd day of July 1953, 800 5% Cumulative Preference Shares of £1 each were converted into Ordinary Shares and the rights appertaining to the said 5% Cumulative Preference Shares were extinguished. Such Shares in future to be called Ordinary Shares and ranking in all respects pari passu with the existing Ordinary Shares of the Company.

The share capital of the Company was increased to £50,000, by Special Resolution passed on the 22nd day of July 1953, by the creation of 41,500 new Ordinary Shares of £1 each ranking in all respects pari passu with the existing Ordinary Shares of the Company.

The Capital of the Company now comprising 50,000 Ordinary Shares of £1 each.

The Share Capital of the Company was increased to £60,000, by Ordinary Resolution passed on the 12th day of February 1960 by the creation of 10,000 new Ordinary Shares of £1 each ranking in all respects pari passu with the existing ordinary shares of the Company. ✓

By Ordinary Resolution passed on the 19th day of November 1982 the sum of £554.22 was applied in paying up in full at par 55,422 Ordinary Shares of one penny each and by a further Ordinary Resolution passed on that date the 55,422 previously issued Ordinary Shares in the company were cancelled and converted into and classified as Deferred Shares.

WE, the several persons whose Names and Addresses 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
--	---

John Willetts Langstone,
97, Malvern Rd.,
Worcester.

One.

Mining Engineer.

Charles Henry Nathan,
Kenmare,
Park View Terrace,
Barbourne, Worcester.

One.

Gentleman of no occupation.

DATED this twenty-sixth day of March 1934.

Witness to the above Signatures:-

C. N. Rowe,
35, Foregate Street,
Worcester.

Incorporated Accountant.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

METAL CONSTRUCTIONS LIMITED

(Adopted by Special Resolution passed on 3rd December 1982)

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies Act, 1948 (as modified by the Companies Acts 1980 and 1981) (hereinafter referred to as "Table A, Part I") shall apply to the Company.
2. Regulations 3,22,24,32,53,75,77,78,79,84(2),87 to 94 inclusive, 106, 116 and 136 of Table A Part I shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations of Table A, Part I subject to the modifications hereinafter expressed shall constitute the Regulations of the Company.

SHARES

3. The Share capital of the Company is £60,000 of which £55,976.22 is issued, divided into 55,422 ordinary shares of one penny each and 55,422 deferred shares of one pound each. The respective rights and privileges attached to the ordinary shares and the deferred shares are as follows:

- (a) as regards income - the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the ordinary shares in proportion to the amounts paid up on the ordinary shares

held by them respectively; the holders of the deferred shares shall not be entitled to participate in any such profits.

(b) as regards capital - on a return of assets on liquidation or otherwise the assets of the Company available for distribution among the members shall be applied first in paying to the holders of the ordinary shares the sum of £10,000 per share and secondly in repaying to the holders of the deferred shares the amount paid up on such shares; the balance of such assets shall belong to and be distributed among the holders of the ordinary shares in proportion to the amounts paid up on the ordinary shares held by them respectively.

(c) as regards voting - the holders of the deferred shares shall have neither the right to receive notice of nor the right to speak or vote either in person or by proxy at any general meeting of the Company by virtue of their holdings of deferred shares.

4. The shares shall be at the disposal of the Directors who are unconditionally authorised for the purposes of Section 14 of the Companies Act 1980 to allot any original shares for the time being unissued and any new shares from time to time to be created at any time to times during the period of five years from the date of incorporation Provided That no shares shall be issued at a discount. In accordance with Section 17 (9) of the Companies Act 1980 sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

5. Subject to the provisions of Part III of the Companies Act 1981 any shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. In Regulation 11 of Table A, Part I the words "(not being a fully paid share)" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

7. The instrument of transfer of a share shall be signed by or on behalf of the transferor and, in the case of a partly paid or nil paid share, by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

8. 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.

9.1 The Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company.

9.2 The Company shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

10. The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

11. 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. Unless and until otherwise resolved by the Company in General Meeting two members present (in the case of an individual) in person or by proxy or present (in the case of a corporation) by a duly authorised representative not being himself a member shall be a quorum.

12. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A, Part I (declaration by the Chairman as to the voting on a Resolution).

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than one. The names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.

14. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company.

15. A Director having duly declared his interest therein may vote in respect of any contract or arrangement in which he is in any way interested and be counted in the quorum present at any Meeting at which such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted.

16. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, commission or a percentage of profits or by any or all of those modes.

17. The Directors (notwithstanding that all or any of them may be personally interested) may exercise all the powers (express or implied) in the Memorandum of Association of the Company relating to the establishment and maintenance of pension, life insurance and/or superannuation schemes, policies and arrangements and of subscription and/or guarantee of money for charitable, political and/or benevolent purposes.

BORROWING POWERS

18. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and subject to Section 14 of the Companies Act 1980 to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

APPOINTMENT AND RETIREMENT OF DIRECTORS

19. In addition and without prejudice to the provisions of Section 184 of the Act a member or members holding a majority in nominal amount of the issued shares for the time being in the Company giving the holder or holders the right to attend and vote at Meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a company signed by two Directors, or one Director and the Secretary, of such company on its behalf. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company, or to the Secretary, or is produced at a Meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have for damages for breach of any contract of service between him and the Company.

20. Every Director for the time being of the Company shall hold office until his office shall be vacated by or pursuant to the Regulations of the Company.

21. The last sentence of each of Regulations 95 and 97 in Table A, Part-1 (relating to retirement by rotation) shall be deleted.

22. Any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

DIRECTORS INTERESTS

23. Any Director may continue to be or become a Director or other

officer or member of, or otherwise interested in, any other company promoted by the Company, or in which the Company may be interested as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or other officer or member of, or from his interest in, any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as Directors of such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any Resolution appointing themselves or any of them Directors or other officers of such company, or voting, or providing for payment of remuneration to the Directors or other officers of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a Director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

DISQUALIFICATION OF DIRECTORS

24. The office of a Director shall be vacated in any of the following events:-

- 24.1 If by notice in writing to the Company he resigns the office of Director
- 24.2 If he becomes bankrupt or enters into any arrangement or composition with his creditors generally
- 24.3 If he is prohibited from being a Director by an order under any statute from time to time in force
- 24.4 If he becomes of unsound mind
- 24.5 If he is removed from office by a Resolution duly passed under Section 184 of the Act
- 24.6 If he is removed from office in accordance with the provisions of Article 19 hereof

RESOLUTIONS

25. A Resolution in writing signed by all the Directors shall be as valid and effectual as a Resolution passed at a Meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors.

26. In Regulation 73A of Table A, Part I (informal Meetings) the following words shall be inserted at the end thereof:-

".....and such resolution may consist of several documents in the like form each signed by one or more of the members."

WINDING UP

27. In Regulation 135 of Table A, Part I (distribution of surplus assets)

the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories."

INDEMNITY

28. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

NOTICES ETC.

29. A notice may be given to the Company or to any officer of the Company by leaving the same at or sending it by post to the registered office of the Company. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

THE COMPANIES ACTS 1948 TO 1976

A

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

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

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use Company number

135

286550

*delete if
inappropriate

METAL CONSTRUCTIONS

Limited*

Note

Please read
notes 1 to 5
overleaf before
completing this
form

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

Day Month

3 0 0 6

†delete as
appropriate

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

Day Month Year

3 0 0 6 1 9 8 3

See note 4(c) and
complete if
appropriate

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

‡delete as
appropriate

The company is a [subsidiary] [holding company]‡ of _____
_____, company number _____
the accounting reference date of which is _____

§delete as
appropriate

Signed

P. J. M. M. M. M.

[Director] [Secretary] §Date 29.6.1983.

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

RABJOHNS,
1-3 COLLEGE YARD
WORCESTER WR1 2-B
RAFS/RCS/175A.

For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1976

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

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

3

Please do not
write in this
marginalPlease complete
legibly,
preferably in
black type, or
bold block
lettering*delete if
inappropriate

NOTE

Please read
notes 1 to 5
overleaf before
completing this
form†delete as
appropriateSee note 4 (c)
and complete if
appropriate‡delete as
appropriate§delete as
appropriate

For official use

Company number

To the Registrar of Companies

138

286550

Name of company

METAL CONSTRUCTIONS

Limited*

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

Day Month

3112

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

Day Month Year

31121983

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

The company is a [subsidiary] [holding company] ‡ of _____

_____, company number _____

the accounting reference date of which is _____

Signed Robert M. Marshall [Director] [Secretary] § Date 14.2.84

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

Rabjohns
12 and 3 College Yard
Worcester

For official use
General section

Post room



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY/SPECIAL RESOLUTION(S)

of

METAL CONSTRUCTIONS LIMITED

(Registered in England No. 286550)

At an Extraordinary General Meeting duly convened and held at
the Registered Office on the 16th August 1990 the
following Resolution was duly passed as a Special Resolution of the
Company:-

SPECIAL RESOLUTION

That the objects clause of the Memorandum of Association of the
Company be amended by the addition of the following clause as clause
3(24):

"To enter into guarantees contracts of indemnity and suretyships of
all kinds and to guarantee grant indemnities in respect of or
otherwise support or secure, whether by personal covenant or by
mortgage charge standard security lien or other security upon all
or any part of the undertaking property assets rights and revenues
present and future and uncalled capital of the Company or by
creation and/or issue at par or at a premium or discount, and with
or without consideration and with such rights, powers and
privileges and/or such other terms (including without limitation
as permanent, redeemable or repayable) as may be thought fit, of
debentures or debenture stock or securities of any other
description or by any one or more of such means or by any means
whatsoever, the liabilities and obligations of the Company and the payment of
any moneys whatsoever (including but not limited to principal,
interest and other liabilities of any borrowings or acceptance

286550
20 OCT 1990
MILNERS HOUSE

credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company (whether or not any such person firm or company has objects or engages or is intending to engage in business similar to those of the Company) including without limitation any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Act) of the Company or of the Company's holding company or which is otherwise associated in any way with the Company."

DATED

16th August

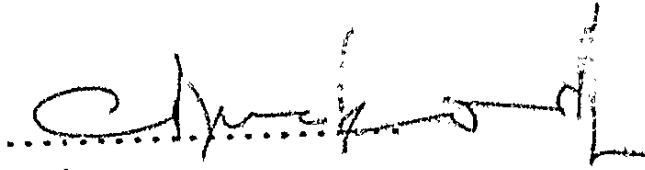
1990

Registered Office:

Diglis

Worcester

WR5 3DG


Chairman