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Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.



Cert No. FS 31059
Personnel & Training



AWARDED FOR EXCELLENCE



INVESTOR IN PEOPLE

CHP/4/102/77/1

The Registrar of Companies, an Executive Agency of the Department of Trade and Industry

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).

REGISTERED
23 SEP 1935

Name of
Company

British Aero Components Limited.

HOOPER & SON,
(Founded 1790)

Company Registration Agents and Law Stationers,

41, SNOW HILL, LONDON, E.C.1.

ated by Law Stationers

Solicitors. Coventry.
HOOPER & SON,
41, SNOW HILL,
LONDON, E.C.1.

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

I, Sydney Lindsay Jones
of 38 Bayley Lane, Liverpool

Do solemnly and sincerely declare that I am ⁽¹⁾ a Shareholder
in the Supreme Court engaged in the formation

of British Aero Comports

Limited, 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 Liverpool in the
County of Liverpool

the 14th day of September
one thousand nine hundred and thirty five
before me.

Harriet Watson

(2) A Commissioner for Oaths.

(1) "A Shareholder in the 'Court' for the 'Supreme Court' and 'Enrolled Law Agent'."
engaged in the formation of the 'Aero Comports' Limited as mentioned in the Articles of Association
of the 'British Aero Comports' Limited.

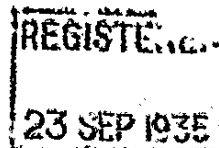
No. of Certificate

Form No. 25.



British Aero Components
COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the
Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance
Act 1920. (Note.—The Stamp Duty on the Nominal Capital is One Pound for every
£100 or fraction of £100.)



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

HOOPER & SON,
(Founded 1790)

Company Registration Agents and Law Stationers,
41, SNOW HILL, LONDON, E.C.1.

Presented for registration by

Lawtonham

Sheikhs. Cawley



The NOMINAL CAPITAL of the *British Aero Components* ~~Company~~

Company, Limited,

is £/00, 0.0, divided into 100 shares of £1 0.0

each.

Signature

Description

Secretary for Vaux

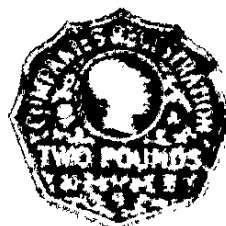
Date

14th September 1935

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



6.11.35 / 3



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association
of
**British Aero Components
Limited**

REGISTERED
23 SEP 1935

1. The name of the Company is "BRITISH AERO COMPONENTS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (a) To carry on in the United Kingdom and elsewhere the business or businesses of manufacturing, selling and dealing in all kinds of parts of and accessories for aeroplanes, airships, motor vehicles, motor cycles, ships and motor boats, engines and machinery of all kinds, and pumps, general and motor engineers, manufacturers of and dealers in machinery, toolmakers, metal foundries, metal workers, machinists, metallurgists and electrical engineers, and any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
 - (b) To purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property and rights so acquired.
 - (c) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (d) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property available for the purposes of the Company.
- (e) To enter into partnership or into any arrangement for sharing profits, or to amalgamate with any person or company, carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit this Company. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (f) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To sell the undertaking of the Company or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares partly or fully paid up, debentures, debenture stock or securities of any other company, whether actually incorporated and existing, or proposed to be formed or promoted by the purchaser or otherwise.
- (h) To promote, finance or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (i) To raise or borrow or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future including its uncalled capital.
- (j) To make and execute any deed, indenture, agreement, appointment, or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company, or which may be incidental thereto or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities.
- (k) To pay all preliminary expenses of the Company, and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any 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.

- (l) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (m) To lend money to such persons and on such terms as may seem expedient.
- (n) To give any guarantee or indemnity as may seem expedient.
- (o) To sell, improve, manage, develop, lease, mortgage, dispose of, run on account or otherwise deal with all or any part of the property of the Company.
- (p) To distribute by way of dividend or otherwise any of the property of the Company in specie.
- (q) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (r) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch places of business in any colony or dependency, or in any foreign country or place.
- (s) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations.
- (t) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects.
- (u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The capital of the Company is £100, divided into 100 Ordinary Shares of One Pound each.

6. The Company has power from time to time to increase or reduce its capital, and to issue any shares in the new capital as Ordinary, Preferred or Deferred shares, and to attach to any class or classes of such shares any preferences, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares, or to subject the same to any restrictions, limitations or conditions, and to vary the regulations of the Company as far as necessary to give effect to the same, and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>John Arthur Johnson</i> <i>Artisan & Park Hill</i> <i>Coventry</i> <i>Mechanical Engineer</i>	One
<i>William Nathaniel Lindley</i> <i>Crombe Deer Park</i> <i>in Coventry</i> Solicitor	One
<i>Albert Henry Jones and</i> <i>Whitcomb</i> <i>Nobell Townson</i> <i>of Coventry</i> <i>Solicitors</i>	One

Dated the 14th day of September 1935.

Witness to the above Signatures—

Sydney Lindley Senior
 Solicitor with
R. Rotherham
 Solicitors. Coventry



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Articles of Association

of

British Aero Components Limited

REGISTERED
23 SEP 1935

PRELIMINARY.

1. Subject as hereinafter provided the regulations in Table "A" in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "the Act") shall apply to the Company.

2. The Company is registered as a Private Company within the meaning of Section 26 of the Act, and accordingly:—

- (a) The right to transfer Shares is restricted in manner hereinafter provided.
- (b) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
- (c) Any invitation to the public to subscribe for any Shares or debentures of the Company is prohibited.

CAPITAL AND SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

4. The following provisions shall have effect and shall be added after Clause 6 of Table "A", viz:—

The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any



Shares in the Company, or procuring or agreeing to procure subscription (whether absolute or conditional) for any Shares in the Company, but so that the amount or rate of commission shall not exceed 10 per cent. of the price at which the Shares are issued. A such commission may be paid in cash or Shares. The Company shall deliver to the Registrar of Companies a statement as required by Section 43 of the Act and shall otherwise comply with that Section and with Sections 44 and 102 and (where necessary) with Section 42.

5. The Company shall not be bound to recognise or take notice of any interest or claim of any kind in or to any Share, other than the ownership of the registered holder for the time being, and the Company shall be entitled to treat such ownership as absolute, notwithstanding notice to the contrary.

6. The Directors may refuse to register any transfers of a share (a) where the Company has a lien on the share; (b) where it is not proved to their satisfaction that the proposed transferee is a responsible person; (c) where the Directors are of opinion that the proposed transferee is not a desirable person to admit to Membership. Provided that paragraphs (b) and (c) of this clause shall not apply where the proposed transferee is already a member.

LIEN.

7. The Company shall have a lien on every Share whether fully paid or not, and whether registered in the name of one or more Members and accordingly in Clause 7 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES.

8. In Clause 11 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal amount of the Share or be payable at less than one month from the last call" shall be omitted.

CONVERSION OF SHARES INTO STOCK.

9. Clauses 30 to 33 inclusive of Table "A" shall not apply.

GENERAL MEETINGS.

10. Two Members personally present shall form a quorum and accordingly in Clause 45 of Table "A" the word "two" shall be substituted for the word "three".

11. One Member may demand a poll and Clause 50 of Table "A" shall be deemed to be altered and modified accordingly.

12. Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of Members of the Company holding three-fourths of the issued Shares of the Company shall be as valid and effectual as an Ordinary Resolution duly passed at a General Meeting of the Company, subject to the Companies Act 1949.

DIRECTORS.

13. Articles 65, 69, 72 and 82 of Table "A" shall not apply.

14. The number of Directors shall not be less than three but not exceeding Five.

15. So long as it is the holder, either by itself or by its successors, of not less than fifty-one per cent. of the issued share capital of the Company, the British Piston Ring Company Limited may, from time to time and at any time, and within the limits of Article 14, appoint any number of persons to be Directors of the Company, and may define limit or restrict their powers, and may at any time remove any Director so appointed, and may at any time convene a General Meeting of the Company. Every such appointment or removal shall be under the Seal of the British Piston Ring Company Limited, and shall take effect immediately upon the Document effecting such appointment or removal being left at the Registered Office of the Company. The Directors so appointed shall not be liable to retire by rotation, and Articles 73 and 74 of Table "A" shall be modified accordingly.

16. The remuneration of Directors shall be determined by the Company in General Meeting. The Directors shall be entitled to be repaid by the Company all travelling, hotel and other expenses incurred by them when engaged upon the business of the Company including travelling and hotel expenses incurred in connection with attending at and going to and from meetings of Directors.

17. The office of a Director shall be vacated if the Director

- (a) becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Act; or
- (b) becomes of unsound mind; or
- (c) resigns his office by notice in writing to the Company; or
- (d) is removed under Article 15; or
- (e) is directly or indirectly interested in any contract with the Company or participates in the profits of any contract with the Company.

Provided, however, that no Director shall be disqualified by his office directly or indirectly from dealing or contracting with or supplying goods to the Company either as a Contractor, Vendor, Purchaser, or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be voided nor shall a Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but such contract must be disclosed by him at the meeting of Directors at which the question of entering into the contract is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract then at the next meeting of the Directors held after he became 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. A general notice that a Director 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 sufficient declaration of interest in relation to any contract so made. A Director may vote on any question arising in respect of any contract or dealing with the Company in which he is or may be interested.

18. A Director of this Company may be or become a Director of any company promoted by this Company or in which it is interested as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefit received as Director or member of such Company.

19. A Director may hold any position or office of profit under the Company in addition to his Directorship except that of auditor, and the terms and conditions of his employment may be fixed by the Board.

20. The Directors may from time to time as their discretion may or borrow or secure the payment of any sum or sums of money or any debt due or other liability payable from or by the Company (whether the same shall exceed the nominal or issued capital of the Company or not) in such manner and upon such terms and conditions as they shall think fit and if secured by debentures the same shall or may be charged upon all or any part of the undertaking, property, goodwill, business and assets of the Company both present and future.

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

22. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors, or a sole Director, or of all the Members of a Committee, or a sole Member of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee.

23. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend and (a) for the time being standing to the credit of any reserve fund or reserve account of the Company including premiums received on the issue of any shares, debentures or debenture stock of the Company or (b) being undivided net profits in the hands of the Company be capitalised and that such sum be appropriated as capital to and amongst the Shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend and in such manner as the resolution may direct and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares in the capital of the Company on behalf of the Shareholders and appropriate such shares and distribute the same credited as fully paid up amongst the Shareholders in the proportions aforesaid in satisfaction of their shares and interests in the said capitalised sum or shall apply such sum or any part thereof on behalf of the Shareholders in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued shares held by the Shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution the Directors may settle the same as they think expedient and in particular they may issue fractional certificates, fix the value for distribution of any fully paid up shares, make cash payments to any Shareholders on the footing of the value so fixed in order to adjust rights and vest any such shares in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of the shares to be distributed as aforesaid shall be filed in accordance with Section 42 of the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

ACCOUNTS

24. Clause 101 of Table "A" shall not apply.

NOTICES

25. Clause 104 of Table "A" shall not apply. Notices shall be deemed to have been served on Members who have no registered address in the United Kingdom and who have not notified an address within the United Kingdom for the giving of notices to them, by depositing the same at the Company's Registered Office.

WINDING UP

26. If the Company shall be wound up (whether the liquidation is ~~voluntary~~ voluntary under supervision or by the Court) the liquidator may with the authority of an Extraordinary Resolution divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fit upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members and the liquidator may with the like authority vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority shall think fit and the liquidation of the Company may be closed and the Company dissolved but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

SALE

27. The power of sale of a liquidator shall include a power with the sanction of a Special Resolution to sell wholly or partially for the debentures, debenture stock or other obligations of another company either then already constituted or to be constituted for the purpose of carrying out the sale.

INDEMNITY

28. To the extent permitted by law every Director Manager Secretary and other officer or servant of the Company and the Auditors thereof shall be indemnified by the Company against all liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence default breach of duty or breach of trust which he may be guilty in relation to the Company. A Director shall be entitled to the benefit of Section 30 of the Trustee Act 1925 on the footing that he is a Trustee within that Section.

Names, Addresses and Descriptions of Subscribers.

William Anthony Gubert
Mechanical Engineer. Coventry

William Nathaniel Lindley
Coombe Deer Park
nr Coventry
Solicitor

Albert Henry Jansard, "Houlston"
Notall & Jansard & Co
Coventry
Solicitors

Dated this 14th day of September, 1935

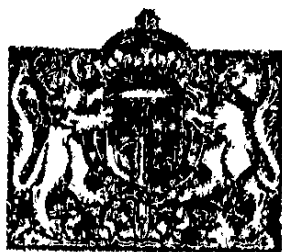
Witness to the above Signatures:—

Spencer Lindley Jones
Solicitor with
R. Rotherham & Co
Solicitors Coventry

REPLACES FOR REL. FILE

No.

305253



Certificate of Incorporation

I Hereby Certify,

BRITISH AMRO COMPONENTS LIMITED

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

Given under my hand at London this twenty-third day of September One Thousand Nine Hundred and thirty-five.

W. C. ...
Registrar of Companies

Certified to be received by

N. B. ...

HODGKINSON & CO.
41, BROAD STREET
LONDON, E.C.1.

23-9-35

305253

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



Special Resolution

of

British Aero Components Limited

Passed 28th February, 1936.

REGISTERED

16/3/36

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Company's Registered Office at Brico Works, Holbrook Lane in the City of Coventry on Friday, the 28th day of February 1936, the following Special Resolutions were duly passed:—

RESOLUTIONS.

1. That the Capital of the Company be increased to £15,000 by the creation of 14,900 Ordinary Shares of £1 each.
2. That the Articles of Association of the Company be altered in manner following:—

The following Article shall be substituted for Article 3: "3. Subject to the provisions of clause 2 hereof, the shares of the company numbered one to 15,000 inclusive shall be allotted by the Directors to such persons, at such times, and upon such terms and conditions, and either at a premium or at par, as they think fit, and with full power to give to any person the call of any shares either at par or at a premium, during such time, and for such consideration, as the Directors think fit. After the issue of such Shares as aforesaid, all further Shares or Stock as authorised to be issued, shall be offered to the Members of the Company in proportion to the existing Shares or Stock held by them, and such offer shall be made by Notice specifying the number of the Shares or the amount of Stock to which the Member is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the Member to whom such Notice is given that he declines to accept the Shares or Stock offered, the Directors may allot or otherwise dispose of the same to such persons and upon such terms as they think fit".

Edmund [Signature]
Secretary.

655



No. of Certificate

223

9

gk

Form No. 26A



BRITISH AERO COMPONENTS

COMPANY LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp

Act, 1891. (NOTE.—The Stamp duty on an increase of Nominal Capital is Two

shillings for every £100 or fraction of £100—Section 41, Finance Act, 1923.

REGISTERED

16 DEC 1931

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. 6, Revenue Act, 1903.)

NOTE.—Attention is drawn to Section 62 of the Companies Act, 1929, relative

to the filing of a Notice of Increase and a printed copy of the Resolution authorising the

Increase.

Presented for registration by



K.A. ROBERTSON & CO.

38, Bailey Lane, Coventry.

The NOMINAL CAPITAL of

British Aero Components

Company, Limited,

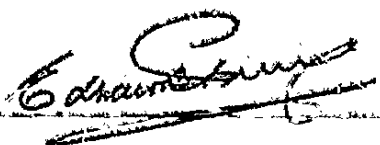
has by a Resolution of the Company dated 29th day of February, 1936,

been increased by the addition thereto of the sum of £ 11,900, divided into

11,900 shares of £ 1. 0. 0. each, beyond the Registered Capital of

£100. 0. 0.

Signature



Description Secretary.

Date

14th March 1936

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

Price—Two pence
Form No. 40

THE COMPANIES ACT, 1929.



NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to Section 32.

REGISTERED

Name
of
Company

British Aero Components

Limited.

NOTE.—This notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by

R.A. Rotherham & Co.



Solicitors.

GOVERNMENT

TO THE REGISTRAR OF COMPANIES

British Aero Components Limited

hereby gives you notice pursuant to Sect. 52 of the Companies Act 1929 that by

(*) Special Resolution of the Company dated the 23rd

day of February 1936 the nominal Capital of the Company has

been increased by the addition thereto of the sum of £24,900.0.0. beyond

the registered Capital of £100.0.0. The additional


Capital is divided as follows:-

<u>Number of Shares.</u>	<u>Class of Share</u>	<u>Nominal Amount of each Share</u>
14,900 100	Ordinary	£1.
1500		

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 in all respects with the existing Shares of the Company.

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

(Signature) .. 

(State whether Director, or Manager or Secretary)

Secretary.

Date of the

11th

day of

March

1936.

(*) "Ordinary" or "Extraordinary" or "Special"

Margin reserved for Binding.

Number of
Company

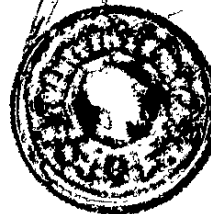
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13

Form No. 22

THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL.



RECEIVED
STAMPED
40 3/4
1933

Statement of Increase of the Nominal Capital
OF

British Aero Components
LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of
The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

RECEIVED
6 FEB 1933

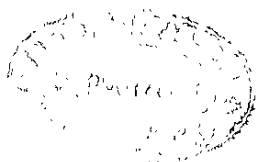
- The Statement has to be registered with the Notice of Increase in the
Nominal Capital and printed copy of the Resolution authorising the
Increase required under Section 52 of The Companies Act, 1929.

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN CASE 4 (3 LINES)

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented by



Ed. Duttonham Esq. V.
Secretary. Chairman.

161

THE NOMINAL CAPITAL

OR

British Aero Components

LIMITED,

has, by a Resolution of the Company dated the *27th* day
of *January*, 1937, been increased by the addition thereto of the
sum of *Fivethousand* Pounds,
divided into *Twelvethousand* Shares
of *One pound* each,
beyond the Registered Capital of *Fiftiethousand pounds*.

Signature



Description

Secretary

Dated the *16th* day

of *February* 19*37*

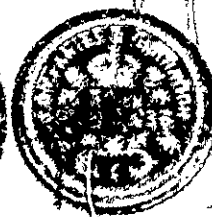
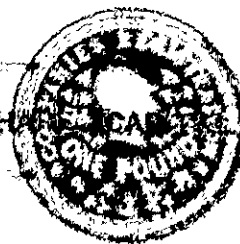
NOTE.—This margin is reserved for binding, and must not be written across.

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

Number of
Company

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL



ALL INFORMATION
OF THE
COMPANY
REGISTERED
HEREIN
IS
AVAILABLE
ON
REQUEST
TO
THE
COMPANY
SECRETARY

Notice of Increase in the Nominal Capital

OF

British Aero Components

LIMITED.

10 FEB 1931

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 1 of this Form)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 6484 (3 LINES)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

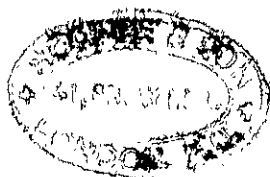
116 CHANCERY LANE, LONDON, W.C. 2,

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

Presented by

Sanctiham

Sanctiham



10

Notice of Increase in the Nominal Capital

03

British Aero Components

Limited

TO THE REGISTRAR OF COMPANIES

The above-named Company hereby gives you notice, pursuant to Section 32 of The Companies Act, 1929, that by (a) *Ordinary* Resolution of the Company dated the *29th* day of *January* 1937, the Nominal Capital of the Company has been increased by the addition thereof of the sum of £5,000. beyond the Registered Capital of £15,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b)	Nominal Amount of each Share
5000.	<i>Ordinary</i>	£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 5000 additional Shares of £1 each will rank for dividend and in all other respects pari passu with the existing Shares in the Company

Signature

Description (c)

Edmund Dwyer
Secretary

Dated the *14th* day of *February* 1937.

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

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

IN 2058 / 15

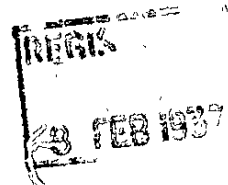
THE COMPANIES' ACT, 1929.

COMPANY LIMITED BY SHARES



Ordinary Resolution
of
British Aero Components
Limited

Passed 29th January, 1937.

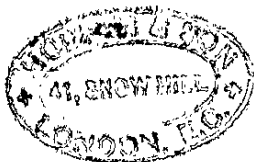


At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at its Registered Office, Holbrook Lane, Coventry, on Friday the 29th day of January, 1937, the subjoined Resolution was passed as an Ordinary Resolution.

RESOLUTION.

"That the Capital of the Company be increased to £20,000 by
"the creation of 5,000 additional shares of £1.0.0 each ranking for
"Dividend and in all other respects *pari passu* with the existing
"shares in the Company".

By Order of the Board.



Edwards
Secretary.

16-c

305253

THE COMPANIES ACT, 1929



COMPANY LIMITED BY SHARES

Ordinary Resolution
OF
**British Aero Components
Limited**

Passed 26th May, 1933.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at its Registered Office at Brico Works, Holbrook Lane, Coventry on Friday, the 20th day of May, 1933, the subjoined Resolution was passed as an Ordinary Resolution.

RESOLUTION.

"That the Capital of the Company be increased to £25,000 by the creation of 5,000 additional Ordinary Shares of £1 each ranking for Dividend and in all other respects *pari passu* with the existing Ordinary Shares of the Company".

Secretary.

Number of
Company

305258
19

Form No. 20

"THE COMPANIES ACT, 1929"

COMPANY HAVING A SHARE CAPITAL



AND
REGISTERED
IN THE
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BRITISH AERO COMPONENTS

COMPANY, LIMITED.

The rate of Companies Capital Duty is reduced from 31 per cent. to 10 per cent. on and after 28th April, 1933.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound for every £100 or fraction of £100.)

REGISTERED
25 MAY 1933

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

NOTE.—Attention is drawn to Section 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.

Presented for registration by

R.A. Rotherham & Co.

Solicitors, 38, Bailey Lane,

COVENTRY.

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

The NOMINAL CAPITAL of BRITISH AERO COMPONENTS

Company, Limited.

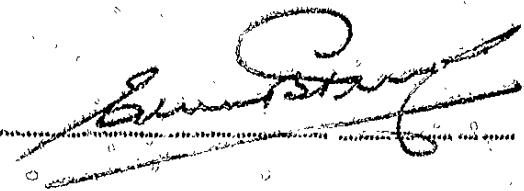
has by a Resolution of the Company dated the 20th day of May, 1938

been increased by the addition thereto of the sum of £ 5,000. 0. 0, divided into

5,000 shares of £ 1. 0. 0. each, beyond the Registered Capital of

£ 20,000. 0. 0.

Signature.....



Description..... Secretary.

Date 20th May, 1938.

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

205253

25

THE COMPANIES' ACT 1929.

COMPANY LIMITED BY SHARES

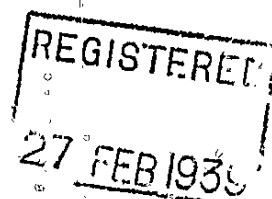


Special Resolution

of

British Aero Components Limited

Passed 17th February, 1939.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at its Registered Office at Brico Works, Holbrook Lane, Coventry, on Friday the 17th day of February 1939, the subjoined Resolution was passed as a Special Resolution.

RESOLUTION.

"That the Articles of Association be altered by substituting the word 'six' for the word 'five' in Article 14".

A. T. Beauchamp
Secretary.

305253

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THE COMPANIES' ACT 1929.

COMPANY LIMITED BY SHARES



Special Resolution

of

British Aero Components Limited



Passed 14th July, 1939.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at the Company's Registered Office at Brico Works, Holbrook Lane, Coventry on Friday the 14th day of July, 1939, the subjoined Resolution was passed as a Special Resolution.

RESOLUTION.

"That the Articles of Association of the Company be altered by the deletion of Article 16 and the substitution therefor of the following Article :

"16. The Directors (including Managing Directors) shall each be entitled to receive in each year (beginning with the year ending the 31st day of March 1940) out of the funds of the Company by way of remuneration a sum at the rate of £50 per annum payable by equal quarterly instalments and also be jointly entitled to a bonus equal to Five per cent of the net trading profits of the year in excess of a sum equivalent to a dividend at the rate of 7½ per cent per annum (free of tax) on the amount paid up on the whole of the shares of the Company for the time being issued (of whatever class). Such sum shall be paid within seven days after the accounts of the Company for the year shall have been audited. Such net trading profits shall be calculated after including (a) discounts received (b) dividends or interest on investments (c) Bank or other interest received (d) royalties received (e) rents received and after deducting (f) all payments properly allocated to revenue account in accordance with the Company's usual practice (g) the administration expenses of the Company (including the fixed remuneration payable to the Directors and all remuneration payable to all Officers and Servants of the Company (h) all proper allowances for depreciation of buildings plant machinery tools fixtures and fittings repairs maintenance and renewals and for bad and doubtful debts (i) interest payable to Bankers or otherwise (j) royalties payable (k) rents payable (l) discounts allowed. No deduction shall be made for income tax or any similar tax or duty or for any sum carried to general or special reserve or for any extraordinary depreciation or depreciation on investments and no sum shall be included in the net trading profits arising from any special appreciation or writing up of any investments or other capital asset or any sums carried forward from any previous year.

The certificate in writing of the auditors for the time being of the Company shall be conclusive as to the amount of the commission payable. The above bonus shall be divided amongst the Directors (including Managing Directors) in such shares as the Directors shall agree upon and in default of such agreement in equal shares. Any Director holding office for part of a year shall be entitled to a proportionate part of such remuneration. The Company in General Meeting may increase the amount of such remuneration either permanently or for a year or longer period. The Directors shall also be paid by the Company all travelling and hotel expenses incurred by them in attending meetings of the Company or of Directors or of Committees of Directors or any other expenses in connection with the Company's business which have been incurred with the approval of the Board of Directors signified beforehand".

No. 305253

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

OF

BRITISH AERO COMPONENTS LIMITED.



Passed 24th September, 1948.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company at Holbrook Lane, Coventry, on Friday, the 24th day of September, 1948, the subjoined RESOLUTION was passed as a SPECIAL RESOLUTION:—

RESOLUTION.

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

(a) By deleting the whole of Article 13 thereof and substituting in lieu thereof the following new Article:—

“13. Articles 65, 66, 69, 72 and 82 of Table “A” shall not apply and it shall not be necessary for a Director to hold any qualification shares.”

(b) By deleting the whole of Article 16 with effect from the 1st October, 1947, (the Directors of the Company having agreed) and substituting in lieu thereof the following new Article:—

“16. As from the 1st day of October, 1947, the remuneration of Directors shall be determined by the Company in General Meeting and the Directors shall be entitled to be repaid by the Company all travelling, hotel and other expenses incurred by them when engaged upon the business of the Company including travelling and hotel expenses incurred in connection with attending at and going to and from meetings of Directors.”


Chairman of the above mentioned Meeting.

RECEIVED
5-OCT-1948

No. 305253

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARE



Special Resolution

OF

BRITISH AERO COMPONENTS LIMITED

Passed 20th December, 1957

REGISTERED
- 5 FEB 1958

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company at Holbrook Lane in the City of Coventry on Friday the 20th day of December, 1957 the subjoined Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

That the Articles of Association be altered by substituting in Article 14 as amended by a Special Resolution passed 17th February 1939 the word "twelve" for the word "six".



A. A. Rotherham & Co.

BRITISH AERO COMPONENTS LIMITED

SPECIAL RESOLUTION—passed 15th September 1960



At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company, Holbrook Lane, Coventry, on Thursday, the 15th day of September, 1960, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

THAT the provisions of the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be lettered (ii) immediately after paragraph (i) of Clause 3 thereof namely:—

"Whether with or without the Company receiving any consideration or advantage direct or indirect therefrom to guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations and the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities or obligations of any company, and in particular but without limiting the generality of the foregoing, of and on £6,000,000 6½ per cent. Debenture Stock 1980/1985 of Associated Engineering Limited the Company's Holding Company (as such expression is defined by S.154 of the Companies Act, 1948) and of any other stocks, shares, securities or obligations of such Holding Company."


V. W. OUBRIDGE,

Chairman of the above-mentioned Meeting.

No. 305253/65

I hereby certify that this is a copy of the Memorandum of Association of British Components Limited as altered by Special Resolution passed by the company on the 15th September, 1960.

W. J. G. G.
Secretary of
British Aero Components Limited

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



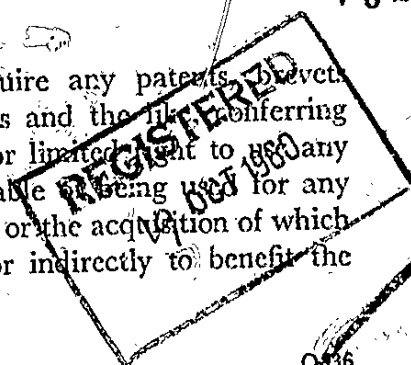
Memorandum of Association

OF

British Aero Components Limited

(As altered by Special Resolution passed 15th September, 1960.)

1. The name of the Company is "BRITISH AERO COMPONENTS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (a) To carry on in the United Kingdom and elsewhere the business or businesses of manufacturing, selling and dealing in all kinds of parts of and accessories for aeroplanes, airships, motor vehicles, motor cycles, ships and motor boats, engines and machinery of all kinds, and pumps, general and motor engineers, manufacturers of and dealers in machinery, toolmakers, metalfounders, metal workers, machinists, metallurgists and electrical engineers, and any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
 - (b) To purchase or otherwise acquire any patents, brevets d'inventions, licenses, concessions and the like, and to confer any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the



Company, and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property and rights so acquired.

- (c) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (d) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (e) To enter into partnership or into any arrangement for sharing profits, or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit this Company. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (f) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To sell the undertaking of the Company or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares partly or fully paid up, debentures, debenture stock or securities of any other company, whether actually incorporated and existing, or proposed to be formed or promoted by the purchaser or otherwise.

- (h) To promote, finance or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (i) To raise or borrow or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future including its uncalled capital.
- (ii) Whether with or without the Company receiving any consideration or advantage direct or indirect therefrom to guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations and the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities or obligations of any company, and in particular but without limiting the generality of the foregoing, of and on £5,000,000 6½ per cent. Debenture Stock 1980/1985 of Associated Engineering Limited the Company's Holding Company (as such expression is defined by S.154 of the Companies Act, 1948) and of any other stocks, shares, securities or obligations of such Holding Company.
- (j) To make and execute any deed, indenture, agreement, appointment, or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company, or which may be incidental thereto or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities.
- (k) To pay all preliminary expenses of the Company, and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or

guaranteeing the placing of any 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.

- (l) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (m) To lend money to such persons and on such terms as may seem expedient.
- (n) To give any guarantee or indemnity as may seem expedient.
- (o) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company.
- (p) To distribute by way of dividend or otherwise any of the property of the Company in specie.
- (q) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (r) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch places of business in any colony or dependency, or in any foreign country or place.
- (s) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations.
- (t) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects.

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

4. The liability of the Members is limited.

5. The capital of the Company is £100,* divided into 100 Ordinary Shares of One Pound each.

6. The Company has power from time to time to increase or reduce its capital, and to issue any shares in the new capital as Ordinary, Preferred or Deferred shares, and to attach to any class or classes of such shares any preferences, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares, or to subject the same to any restrictions, limitations or conditions, and to vary the regulations of the Company as far as necessary to give effect to the same, and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

*NOTE.—By Special Resolution, passed 28th February, 1936, the capital was increased to £15,000 by the creation of 14,900 Ordinary Shares of £1 each.

By Ordinary Resolution, passed 29th January, 1937, the capital was increased to £20,000 by the creation of 5,000 Ordinary Shares of £1 each.

By Ordinary Resolution, passed 20th May, 1938, the capital was increased to £25,000 by the creation of 5,000 Ordinary Shares of £1 each.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>WILLIAM ARTHUR OUBRIDGE, Parklands, Park Road, Coventry. <i>Mechanical Engineer.</i></p>	One.
<p>WILLIAM NATHANIEL LINDLEY, Goombe Deer Park, Near Coventry. <i>Solicitor.</i></p>	One.
<p>ALBERT HENRY JARRARD, "Winterdene", Balsall Common, Near Coventry. <i>Solicitor.</i></p>	One.

DATED the 14th day of September, 1935.

WITNESS to the above Signatures:—

SYDNEY LINDLEY PENN,
Solicitor with
R. A. ROTHERHAM & CO.,
Solicitors, Coventry.

305253

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No. 305253

103

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BRITISH AERO COMPONENTS LIMITED

(adopted by Special Resolution passed on 23rd January 1973)

(Incorporated on 23rd September 1935)

FRESHFIELDS
Grindall House
25 Newgate Street
London EC1A 7LH

JORDAN & SONS, LIMITED

AGENTS



No. 305253

103

Star Finance

BRITISH AERO COMPONENTS LIMITED.

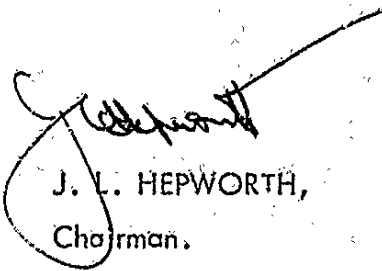
SPECIAL RESOLUTION.

Passed 23rd January, 1973.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 23rd January 1973, the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION.

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


J. L. HEPWORTH,
Chairman.

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BRITISH AERO COMPONENTS LIMITED

(adopted by Special Resolution passed on 23rd January 1973)

TABLE A

1. (1) Subject as hereinafter provided the regulations contained in Table A, Part II in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 shall apply to the Company. Subject as otherwise provided, references herein to regulations in Table A shall be construed as referring to those contained in Part I thereof.

(2) The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.

SHARES

2. Unless the Company in general meeting shall otherwise resolve, the directors may allot, issue or grant options over any shares for the time being unissued and may determine the rights to be attached thereto and the terms upon which they be allotted or issued. This Article shall not apply to redeemable preference shares, which shall be governed by the provisions of regulation 3 of Table A.

DIRECTORS

3. (1) Unless and until otherwise determined by ordinary resolution of the Company the number of directors shall not be less than two. Regulation 75 of Table A shall be construed accordingly.

(2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

BORROWING POWERS

4. The proviso in regulation 79 of Table A shall not apply.

ALTERNATE DIRECTORS

5. (1) Each director shall have the power at any time to appoint to the office of an alternate director either (i) another director or (ii) any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment.

(2) The appointment of an alternate director shall automatically determine in any of the following events:—

- (a) If his appointor shall terminate the appointment;
- (b) on the happening of any event which, if he were a director, would cause him to vacate the office of director;
- (c) if by writing under his hand left at the registered office of the Company he shall resign such appointment; or
- (d) if his appointor shall cease for any reason to be a director.

(3) An alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notice of meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and, in place of his appointor, to vote and be counted for the purpose of a quorum at any such meeting at which his appointor is not personally present and generally to perform all functions as a director of his appointor in his absence. Every alternate director shall be entitled in the absence from the United Kingdom of his appointor to sign in his place a resolution in writing of the directors pursuant to regulation 106 of Table A.

(4) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director but shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.

(5) An alternate director shall, during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.

(6) Subject to the provisions of this Article, the provisions of these Articles and of the regulations of Table A which apply to the Company relating to directors shall apply to every alternate director except that he shall not have power as such alternate director to appoint any director or other person as his alternate.

(7) Every appointment and removal of an alternate director shall be in writing signed by or on behalf of the appointor and shall take effect (subject to any approval required by paragraph (1) of this Article) upon receipt of such written appointment or removal at the registered office of the Company or by the secretary.

(8) Whenever a director is also an alternate director his rights and powers as such alternate director shall be additional to and separate from those which he has as director.

INTEREST OF DIRECTORS

6. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.
- Paragraphs (2) and (4) of regulation 84 of Table A shall not apply to the Company.

DIRECTORS PRESENT AT MEETINGS

7. It shall not be necessary for every director present at any meeting of directors or committee of directors to sign his name or for any book to be kept for this purpose. Regulation 86 of Table A shall be construed accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

8. The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written appointment or removal at the registered office of the Company or by the secretary.
9. While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 8.

10.

While the Company is a subsidiary, regulations 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.



COMPANIES FORM No. 225(2)

Notice by an holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

225(2)

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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305253

Name of company

British Aero Components Ltd.

* insert full name of company

gives notice that the company's new accounting reference date on which the previous 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	1	1	2
---	---	---	---

The previous accounting reference period of the company is to be treated as ~~(shortened)~~ (extended)† and (is to be treated as having come to an end) ~~(with effect from)~~ on

Day Month Year

3	1	1	2	1	9	8	6
---	---	---	---	---	---	---	---

† delete as appropriate

The company is a ~~(subsidiary)~~ ~~(holding company)~~ of Turner & Newall plc

_____, company number 163992

the accounting reference date of which is 31st December

Signed

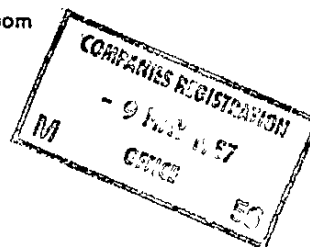
[Director][Secretary]† Date 8 May 1987

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

R. L. Clare
Financial Director/Secretary,
Hepworth & Grandage Ltd.,
St. John's Works, Bradford.
BD4 8TU W.Yorks.

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General Section

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The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

305253

T&N Trade Marks Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Bowdon House, Ashburton Road West, Trafford Park, MANCHESTER, M17 1RA
on 18 November 1993

the following SPECIAL RESOLUTIONS were duly passed, viz:-

1. THAT the provisions of the memorandum of association of the Company be altered by deleting the existing clause 3(a) thereof and substituting therefor a new clause in the form set out in the document marked 'A' submitted to this meeting and, for the purpose of identification signed by the Chairman hereof.
2. That the regulations contained in the printed document submitted to this meeting and for the purpose of identification marked 'B' and initialled by the Chairman hereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.



Signed

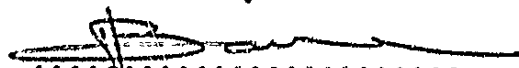
Position

M. J. D. Smith
ASSISTANT SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution

T&N Trade Marks Limited - 305253

This is document A approved on 18 November 1993 by members of the Company by special resolution.


.....
Chairman

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

- (a) To acquire, register, own, manage, licence and dispose of Trade Marks and to carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.



The Companies Act, 1985-1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

T&N TRADE MARKS LIMITED

1. The name of the Company is "T&N TRADE MARKS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are-
 - (a) To acquire, register, own, manage, licence and dispose of Trade Marks and to carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (b) To purchase or otherwise acquire any patents, brevets d'inventions, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property and rights so acquired.
 - (c) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - (d) To purchase or otherwise acquire all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.



- (e) To enter into partnership or into any arrangement for sharing profits, or to amalgamate with any person or company carrying on or about to carry on any business or transaction capable of being conducted so as to benefit this Company. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (f) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To sell the undertaking of the Company or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares partly or fully paid up, debentures, debenture stock or securities of any other company, whether actually incorporated and existing, or proposed to be formed or promoted by the purchaser or otherwise.
- (h) To promote, finance or assist any other Company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (i) To raise or borrow or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future including its uncalled capital.
- (j) To make and execute any deed, indenture, agreement, appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company, or which may be incidental thereto or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities.
- (k) To pay all preliminary expenses of the Company, and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares of 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.

- (l) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
 - (m) To lend money to such persons and on such terms as may seem expedient.
 - (n) To give any guarantee or indemnity as may seem expedient.
 - (o) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company.
 - (p) To distribute by way of dividend or otherwise any of the property of the Company in specie.
 - (q) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
 - (r) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch of business in any colony or dependency, or in any foreign country or place.
 - (s) To adopt the means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations.
 - (t) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public general or useful objects.
 - (u) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
 5. The capital of the Company is £100, dividend into 100 Ordinary Shares of One Pound each.
 6. The Company has power from time to time to increase or reduce its capital, and to issue any shares in the new capital as Ordinary, Preferred or Deferred shares, and to attach to any class or classes of such shares any preference, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares, or to subject the same to any restrictions, limitations or conditions, and to vary the regulations of the Company as far as necessary to give effect to the same, and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<p>WILLIAM ARTHUR OUBRIDGE Parklands, Park Road, Coventry</p> <p><i>Mechanical Engineer.</i></p>	One
<p>WILLIAM NATHANIEL LINDLEY Coombe Deer Park, Near Coventry.</p> <p><i>Solicitor.</i></p>	One
<p>ALBERT HENRY JARRARD "Winterdene", Balsall Common, Near Coventry.</p> <p><i>Solicitor.</i></p>	One

DATED the 14th day of September 1935,

WITNESS to the above Signatures:-

SYDNEY LINDLEY PENN,

Solicitor with

R.A. ROTHERHAM & CO.,

Solicitors, Coventry.

This is document 'B' approved on 18 November 1993 by members of the Company by special resolution.


Chairman

THE COMPANIES ACTS, 1985 and 1989

COMPANY LIMITED BY SHARES

SUBSTITUTED

ARTICLES OF ASSOCIATION

OF

T&N TRADE MARKS LIMITED

Adopted by special resolution on 18 November 1993

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company, save insofar as they are varied or excluded by or inconsistent with these Regulations.

SHARE CAPITAL

2. The share capital of the Company at the date of adoption of these Articles is £100 divided into 100 shares of £1 each.
3. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by ordinary resolution, all unissued shares of the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper.
4. A Director need not hold any share qualification but shall be entitled to receive notice of and attend all general meetings of the Company.

POWERS AND DUTIES OF DIRECTORS

5. Notwithstanding anything in these Articles contained the Directors shall have no power to deal with any of the following matters or to transact any business relating thereto unless and until T&N PLC ("T&N") so long as it is the beneficial owner of not less than 75 per cent in nominal value of the issued Ordinary Shares of the Company shall have given its approval to the exercise by the Directors of the power of the Company in regard thereto such approval to be evidenced either by a copy of a resolution of or an extract from the minutes of a meeting of the Board of Directors of T&N certified by one of such Directors or by the Secretary of T&N or by a letter signed either by any two of such Directors or by any one Director and the Secretary:
 - (a) Any material change in the activities carried on by the Company whether by the addition of a new type of activity or the abandonment of any type of activity carried on by the Company at the date of such change.

- (b) Any fusion, amalgamation, union of interests or working arrangements with any other party.
 - (c) Any lending or borrowing of money, issue of securities or creation of any mortgage or charge of the Company.
 - (d) The issue of unissued shares or making of calls on issues.
 - (e) Allocations to reserves or payments or recommendations of dividend or other distributions of capital or profits.
6. (1) So long as it shall own beneficially at least 75 per cent in nominal value of the issued Ordinary Shares of the Company T&N may from time to time and at any time by notice in writing to the Company (signed either by any two Directors or by any one Director and the Secretary of T&N) effect any one of the following matters, that is to say:-
- (a) Appoint any person as a Director of the Company either as an additional Director or to fill any vacancy, and remove from office any Director howsoever appointed.
 - (b) Appoint one of the Directors of the Company for the time being to be Chairman of the Company and one or more of the Directors of the Company for the time being to be Deputy Chairman, Chief Executive, Managing Director or Managing Directors of the Company or to hold such other office in the management of the Company as it may decide and for such period as it shall think fit and (subject to the provisions of any agreement between him or them and the Company) remove him or them from office and appoint another or others in his or their place or places.
 - (c) Fix the remuneration and other terms and conditions of appointment of any Chairman, Deputy Chairman, Chief Executive, Managing Director or Director holding any other office in the management of the Company and (subject to the provisions of any agreement between him or them and the Company) vary the same from time to time and so that any remuneration fixed under this paragraph may be made payable to such Director in addition to or in substitution for such ordinary remuneration (if any) as a Director as he may from time to time be entitled to receive and may be made payable by a lump sum or by way of bonus or commission on the profits or turnover of the Company or of any other company in which the Company is interested or other participation in any such profits or by any or all or partly by one and partly by another or others of those modes.
 - (d) Entrust and confer such of the powers exercisable under these Articles by the Directors (not being powers for the exercise of which any approval is required under Regulation 5) as it thinks fit to and upon any Chairman, Deputy Chairman, Chief Executive, Managing Director or Director holding any other office in the management of the business of the Company and determine the time, objects, purposes, terms, conditions and restrictions for, upon and subject to which such powers are conferred collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and from time to time revoke, alter or vary all or any of such power.

The Companies Act 1985
Company Limited by Shares



Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

305253

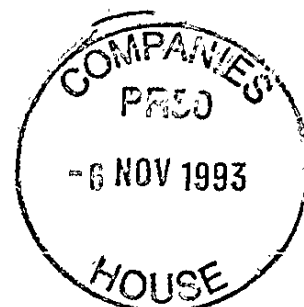
British Aero Components Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Bowdon House, Ashburton Road West, Trafford Park, MANCHESTER, M17 1RA
on 3 November 1993

the following SPECIAL RESOLUTION was duly passed, viz:-

"That the name of the Company be changed to T&N Trade Marks Limited".



Signed

Position

M. J. Daniels
Assistant Secretary

NOTE to be filed within 15 days of the passing of the special resolution

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 305253

I hereby certify that

BRITISH AERO COMPONENTS LIMITED

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

T&N TRADE MARKS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 12 NOVEMBER 1993


M.LEWIS

an authorised officer

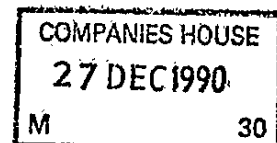
THE COMPANIES ACTS 1985 AND 1989

Company Number: 305253

BRITISH AERO COMPONENTS LIMITED

At an Extraordinary General Meeting of the Company held on 20 December 1990 the following Elective Resolutions were considered and on being approved IT WAS RESOLVED:

1. That, pursuant to Section 366A of the Companies Act 1985, the Company be and hereby is not required to hold an annual general meeting.
2. That, pursuant to Section 386 of the Companies Act 1985, the Company be and hereby is not obliged to appoint auditors annually.
3. That, pursuant to Section 252 of the Companies Act 1985, the Company be and is hereby exempt from the obligation to lay its statutory accounts and directors' report before the members of the Company in general meeting.



M. J. L. Smith
Assistant Secretary

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

305253

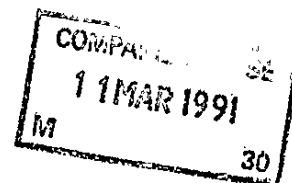
British Aero Components Limited

At the Annual General Meeting of the members of the above-named company, duly convened and held at:

St Johns Works, Neville Road, Bradford, West Yorkshire BD4 8TU
on 16 November 1990

the following SPECIAL RESOLUTION was duly passed, viz:-

that the company having satisfied the provisions of section 252 Companies Act 1985 relating to dormant companies the company be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.



Signed

[Signature]

Position

ASSISTANT SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution

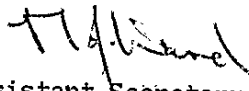
THE COMPANIES ACTS 1985 AND 1989

Company Number: 305253

BRITISH AERO COMPONENTS LIMITED

At an Extraordinary General Meeting of the Company held on 7 March 1991 the following Elective Resolutions were considered and on being approved IT WAS RESOLVED:

1. That, pursuant to Section 366A of the Companies Act 1985, the Company be and hereby is not required to hold an annual general meeting.
2. That, pursuant to Section 252 of the Companies Act 1985, the Company be and is hereby exempt from the obligation to lay its statutory accounts and directors' report before the members of the Company in general meeting.


Assistant Secretary

- (2) A Chairman, Deputy Chairman, Chief Executive or Managing Director or a Director holding any other office in the management of the Company shall (subject to the provisions of any agreement between him or them and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and shall ipso facto and immediately cease to be Chairman, Deputy Chairman, Chief Executive or Managing Director or to hold such office in the management of the Company if he ceases to hold the office of Director from any cause.

7. A Director may vote as a Director in regard to any contract or arrangement with the Company in which he is interested as a Director or shareholder of the Company or any subsidiary or holding company of the Company or any subsidiary of the Company's holding company or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any contract or arrangement in which he is interested is under consideration whether or not he would otherwise be disqualified from voting thereon; and Regulation 94 of Table A shall be deemed to be modified accordingly.

APPOINTMENT AND RETIREMENT

8. Regulations 73 to 80 of Table A shall not apply.

PROCEEDING OF DIRECTORS

9. So long as T&N shall own beneficially at least 75 per cent in nominal value of the issued Ordinary shares of the Company Regulation 91 of Table A shall not apply.

MANAGING DIRECTOR

10. So long as T&N shall own beneficially at least 75 per cent in nominal value of the issued Ordinary shares of the Company Regulation 84 of Table A shall not apply.

SECRETARY

11. The Directors may also appoint an assistant Secretary or assistant secretaries or a temporary substitute for the Secretary any of whom shall for all purposes of these Articles be deemed to be the Secretary. Any assistant Secretary or temporary substitute so appointed may be removed by the Directors.

INDEMNITIES

12. Regulation 118 of Table A shall not apply.

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 727 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 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 insofar as its provisions are not avoided by Section 310 of the Act.

NOTICES

13. In regulation 115 of Table A, the words "24 hours" shall be substituted for the words "48 hours".