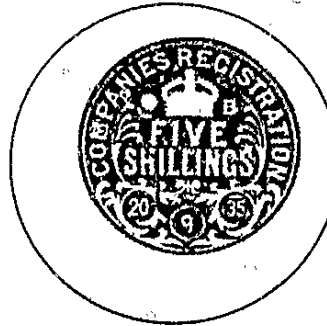


305253

No. of Company.....

Form 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).

REGISTERED

23 SEP 1935

Name of
Company

British Aero Components Limited.

HOOVER & SON,
(Founded 1700)

Company Registration Agents and Law Stationers,

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

Presented by.....

Leicester

HOOVER & SON

Schellors, Coventry

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

I, Sydney Lindley Jones
of 38 Bayley Lane, Bowdley

Do solemnly and sincerely declare that I am ^(a) a Director of
the Supreme Court engaged in the formation

of British Aero Components

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 Bowdley in the
County of Leicester

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

Harold Nelson

^(b) A Commissioner for Oaths.

S. S. Jones

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.)

REGISTERED
23 SEP 1935

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

Laitham

Scheikhs. Crickey



The NOMINAL CAPITAL of the British Aero Components ~~Limited~~

.....Company, Limited,

is £ 100. 0. 0, divided into 100 shares of £ 1. 0. 0

each.

Signature.....

Description.....

Date.....

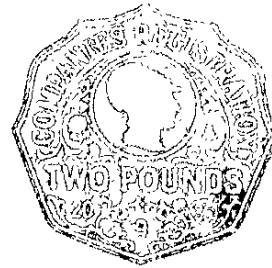
14th September 1935.

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



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES



for
W. Gen.
Howard

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, 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, 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 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.
- (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 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 this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>John Arthur Johnson</i> <i>(Park Street, Park Rd.)</i> <i>Mechanical Engineer.</i>	<i>One</i>
<i>William Nathaniel Lindley</i> <i>Corrube Deer Park</i> <i>in Coventry. Solicitor</i>	<i>one.</i>
<i>Albert Henry Farr and</i> <i>"Winterburn"</i> <i>Notrall Common</i> <i>near Coventry</i> <i>Solicitor</i>	<i>One</i>

Dated the *14th* day of *September* 1935.

Witness to the above Signatures—

Sydney Lindley Peir
Solicitor with
Re Rotherham & Co
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 subscriptions (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. And 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 108 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 1929.

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 nominees, 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 Directors however 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 benefits 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 at their discretion raise or borrow or secure the payment of any sum or sums of money or any debt, claim 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.

NOTICES.

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

NOTICES.

25. Clause 101 of Table "A" shall not apply. Notices shall be deemed to be duly 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 altogether 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 property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair 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

~~John Thomas Gubnitz~~
~~Parliamentary~~
Mechanical Engineers. ~~Coventry~~
Park Road

William Nathaniel Lindsay
Coombe Den Park
nr. Coventry
Solicitor

Albert Henry Jansard, "Whitlins."
Ratall Common nr. Coventry
Solicitor

Dated this 14th day of September, 1935.

Witness to the above Signatures:—

Sydney Lindsay Jones.
Solicitor with
R. Rotherham & Co.
Solicitors, Coventry

305253



Certificate of Incorporation

I Hereby Certify,

That

BRITISH AXRO 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. A. McKinnis

Secretary Registrar of Companies.

Certificate
received by

A. G. B. & Co.

HOOPER & SON,
41, BLOOMSBURY HILL,
LONDON, E.C.1.

Date 23.9.35