

THE COMPANIES ACTS, 1929 AND 1948.

COMPANY LIMITED BY SHARES.

**Memorandum of Association**

OF  
CARBORUNDUM ENGINE COMPONENTS  
~~The Weyburn Engineering Company~~  
**Limited.**

1. The name of the Company is "<sup>Carborundum Engine Components</sup>~~The Weyburn Engineering~~  
~~Company~~ 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 enter into and carry into effect with such (if any) modifications or alterations as may be agreed upon, three several Agreements in the terms of the draft Agreements which have been prepared and are expressed to be made between (1) The Weyburn Engineering Company Limited (in voluntary liquidation) and Thomas Lister its Liquidator of the one part and this Company of the other part (2) Hamilton Gordon of the one part and the Company of the other part and (3) Burn Silent Gears Limited of the one part and the Company of the other part a copy of each of which draft Agreements has for the purposes of identification been initialled by Henry Vesci Batchelor and to carry on, develop and turn to account the property and assets comprised in the Agreement.

(B) To carry on business as ironmasters, ironfounders, ironworkers, steel-makers, blast furnace proprietors, brass founders and metal makers, refiners and workers generally, shipbuilders and shipwrights, dock and wharf proprietors, colliery proprietors, ore importers and workers.

THE COMMON SEAL OF THE WEYBURN ENGINEERING COMPANY LTD.  
WAS HEREUNTO AFFIXED IN THE PRESENCE OF:— F178.

Alan William Hyams

Flinders, Elstead, Surrey

Francis Michael O'Brien

12, Napier Gardens, Guildford, Surrey.

..... Secretary

..... Director



sand-blast workers, motor engineers, electrical engineers, oil fuel engineers, constructional engineers, marine engineers, civil engineers, consulting engineers, millwrights, wheelwrights, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, manufacturing chemists, quarry owners, brick and tile manufacturers, galvanisers, machinists, japaners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors, and oil merchants, and contractors generally.

- (c) To carry on the business of mechanical engineers and tool makers, machinists, fitters, manufacturers of all kinds of machinery, brass and other metal founders, metal workers, smiths, wire drawers, iron and steel converters, tube makers, metallurgists, electrical engineers, water supply engineers, lamp manufacturers, galvanisers, japaners, annealers, enamellers, electroplaters, painters and packing case makers, cutlers, ironmongers, carriage manufacturers, builders, workers and dealers in mineral oils, motive power, traction, heat and light, commission agents, general carriers, railway and forwarding agents and warehousemen, bonded and common carmen and any business or businesses allied to any of the above objects or usually carried on in connection therewith or which may seem calculated directly or indirectly to benefit the Company or conducive to any of the Company's objects.
- (D) To carry on business as manufacturers and repairers of, and dealers in, forgings, castings, guns, projectiles, plates, boilers, engines, stoves, screws, nails, sewing machines, machinery, presses, implements, gears, tools, motor cars, motor lorries, omnibuses, coaches, tramcars, locomotives, railway carriages and trucks, and other vehicles; aeroplanes, seaplanes, airships and other aircraft; ironmongery and hardware, and wireless goods.
- (E) To manufacture, assemble, buy, sell, let on hire, repair or otherwise deal in motor cars and other self-propelled vehicles of every description, and the component parts thereof, cycles, bicycles, tricycles, velocipedes, carts, omnibuses, wagons, vehicles, ships, boats, launches, flying machines, and carriages of all kinds and also all apparatus, implements, machinery and things used in the manufacture, maintenance and working thereof, and

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to acquire, provide and maintain garages, repair and other shops, sheds, aerodromes, and other accommodation for or in relation thereto.

- (F) To manufacture, buy, sell, take or let on hire, exchange, repair, alter, improve, manipulate, prepare for market and otherwise deal in and with all other kinds of plant, machinery, instruments, apparatus, appliances, tools, utensils, products, material, commodities, accessories, articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in, or with, by persons engaged in any such businesses or which may seem capable of being dealt in, or with, in connection with any of the said businesses.
- (G) To act as engineers' agents and merchants, and generally to undertake and execute agencies and commissions of any kind.
- (H) To carry on the business of keepers and suppliers of petrol, electricity, gas and other motive powers to all kinds of vehicles, aeroplanes and airships, and manufacturers of and dealers in india-rubber tyres and the like.
- (I) To generate, accumulate, distribute and supply electricity or gas of any description for the purpose of motive power, light, heat or otherwise, and to manufacture and deal in all kinds of apparatus and things required for or capable of being used in connection therewith.
- (J) To promote and organise competitions and race meetings of all descriptions, speed and control tests, exhibitions in any part of the world, for any type of machine to traverse the air, land or water, and to offer and distribute prizes or bonuses therewith, and to establish, promote and maintain any school, club, or other organisation in connection with any of the Company's activities.
- (K) To purchase for investment or re-sale, and to traffic in land, houses and shops, and other property of any tenure, and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land, shop or house or other property or any interest therein and generally to deal in and traffic by way of sale, lease, exchange or otherwise with land

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and house property and any other property, whether real or personal, moveable or immoveable.

- (L) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and other like rights conferring any exclusive or non-exclusive or limited right to use, or any secret process or processes or any secret or other information as to any invention whatsoever 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, sell, grant licences in respect of, or otherwise turn to account or profit the property, rights or information so acquired, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, secret processes or rights which the Company may acquire or propose to acquire.
- (M) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects.
- (N) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, stations, docks, harbours, sidings, bridges, piers, wharves, canals, reservoirs, shops, stores, factories, buildings, garages, car parks, aerodromes, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (O) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for this purpose to mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance.

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- (P) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts obligations and contracts of any person, firm or company whatsoever.
- (Q) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose business or undertakings the Company is interested, whether directly or indirectly.
- (R) To lend money either with or without security and generally to such persons or companies and upon such terms and conditions as the Company may think fit, and in particular the customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
- (S) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business ; to give pensions, gratuities or charitable aid to any person who may have served the Company or its predecessors in business, or of any subsidiary, allied or associated company, or to the wives, children or other relatives or dependants of such persons ; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (T) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.

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- (u) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (v) To subscribe for, take or otherwise acquire and hold shares, or other interests in or securities of any other company whatsoever, but not to act as stock and share brokers or dealers.
- (w) To effect and maintain insurances against loss of or injury to any property of or any persons employed by the Company or against any other loss to the Company.
- (x) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (y) To pay all expenses incurred in connection with the formation, promotion and incorporation of the Company and any company formed by the Company or any company in which this Company is or may contemplate being interested, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures or securities of this Company or any company promoted by this Company.
- (z) To accept payment for any property or rights sold, leased or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company, society or corporation, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company, society or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (AA) To enter into any partnership or joint purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying

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on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock, or securities of any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company.

- (BB) To promote or assist in promoting or contract with any person or company for the promotion of any other company or business whatsoever, and to subscribe for and hold the shares or stock or debentures or debenture stock or securities of any other company, or any part thereof, and to take or underwrite or guarantee the issue or subscription of any shares or stock or obligations of such company or any other company and to guarantee the payment of any dividend or interest on such shares or stock or obligations, and to assist any such company by advances of money or otherwise.
- (CC) To promote, form, establish, or aid in the promotion, formation or establishment of any company or companies, association or associations, subsidiary to this Company or otherwise, for the purpose of acquiring or purchasing or taking over the entire undertaking of this Company, or any of its subsidiary undertakings, or any property or rights of this Company, or any of its contracts, options or liabilities, or for any other purpose which the Company or its Directors may deem, directly or indirectly calculated to benefit this Company, or any land or estate in which it is interested, or to assist in the attainment or promotion of its objects, and to subscribe for, place, guarantee the placing of, underwrite or pay commissions to secure the subscription of the capital or securities of or loans to any such company.
- (DD) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (EE) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company

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or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (FF) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership or in any other manner.
- (GG) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (HH) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (II) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any partnership or other body of persons, whether corporate or not, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this Memorandum shall be regarded as independent objects, and accordingly shall be in nowise limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the objects indicated in or the numerical position of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended

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by the Industrial Assurance Act, 1923, and the Road Traffic Acts, 1930 and 1934, or to re-insure any risks under any class of assurance business to which those Acts apply.

4. The liability of the Members is limited.

5. The share capital of the Company is £120,000\* divided into 120,000 6 per cent. Cumulative Preference Shares of 10s. each and 240,000 Ordinary Shares of 5s. each, with power from time to time to issue any shares of the original or any new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over any other shares, whether Ordinary or Preference, and whether issued or not, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority, and upon the sub-division of a share to apportion the right to participate in profits or surplus assets with special rights, priorities and privileges to any of the sub-divided shares, or the right to vote in any manner as between the shares resulting from such sub-division. The rights for the time being attached to any shares having preferential, deferred, qualified or special rights, privileges or conditions attached thereto may be modified or dealt with in the manner mentioned in the Articles of Association for the time being in force.

*\* On the 16th February, 1952, the capital of the Company was increased from £120,000 to £165,000 divided into 120,000 6 per cent. Cumulative Preference Shares of 10s. each and 420,000 Ordinary Shares of 5s. each.*

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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.
CHARLES ROSE, 18, St. Joans Road, Edmonton, N.9. <i>Solicitor's Clerk.</i>	One Ordinary
CLAUDE HENRY. TREBLE, 81a, Maybank Avenue, Sudbury, Wembley, Middlesex. <i>Solicitor's Clerk.</i>	One Ordinary
LAWRENCE GEORGE GARLAND, 4a, Panmure Road, Sydenham, S.E.26. <i>Solicitor's Clerk.</i>	One Ordinary
ERNEST WILLIAM ROSIER, 1, Greenhurst Road, West Norwood, S.E.27. <i>Solicitor's Clerk.</i>	One Ordinary
ERNEST THOMAS SPELLER, 25a, Holdenby Road, Crofton Park, S.E.4. <i>Solicitor's Clerk.</i>	One Ordinary
GEORGE THOMAS FRANKS, 1, Howard Road, Walthamstow, E.17. <i>Solicitor's Clerk.</i>	One Ordinary
SIDNEY ALFRED JOHNSON, 48, Whitehouse Way, Southgate, N.14. <i>Solicitor's Clerk.</i>	One Ordinary

Dated this 9th day of October, 1935.

Witness to the above Signatures—

HELEN J. PUMMERY,  
Clerk to Messrs. CLIFFORD-TURNER & Co.,  
11, Old Jewry,  
London, E.C.2,

*Solicitors.*

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# Ordinary and Special Resolutions

OF

## The Weyburn Engineering Company Limited

*Passed on the 16th day of February, 1952.*

At the ANNUAL GENERAL MEETING of the Members of the above-named Company duly convened and held on the 16th day of February, 1952, the following ORDINARY AND SPECIAL RESOLUTIONS were duly passed :—

### ORDINARY RESOLUTION.

That the capital of the Company be increased from £120,000 to £165,000 by the creation of 180,000 additional Ordinary Shares of 5s. each.

### SPECIAL RESOLUTIONS.

1. That the provisions of Clause 3 of the Memorandum of Association of the Company be altered in manner following that is to say by deleting sub-clause (s) thereof and by substituting the following new sub-clause therefor :—

" (s) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated Company, or may be connected with any town or place where the Company carries on business ; to give pensions, gratuities or charitable aid to any person who may have served the Company or its predecessors in business, or of any subsidiary, allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of any subsidiary, allied or associated Company, and to subsidise or assist any association of employers or employees, or any trade association."

2. That the Articles of Association of the Company be altered by deleting sub-clause (ii) from Article 71 and substituting the following new sub-clause therefor :—

" (ii) The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them, and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein."

HAMILTON GORDON,

*Chairman.*