

Number of }  
Company }

770555/1

[Form No. 41.]

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A  
Companies  
Registration  
Fee Stamp  
of 5s.  
must be  
impressed  
here.

WITH THE

REQUIREMENTS OF THE COMPANIES  
ACT, 1929.

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,

on behalf of a Company proposed to be Registered as

10 NOV 1941

WALVERN AIRCRAFT COMPANY  
LIMITED.

(See Page 2 of this Form.)

Telegrams: "Certificate, Estrand, London."

57892-40  
Telephone No.: Holborn 0434 (3 Lines).

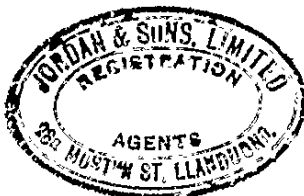
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

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

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

Presented by



J

JOHN WILLIAM FRASER,

of The Gate House, Malvern, in the County of Worcester,

Do solemnly and sincerely Declare that I am\* a Solicitor of the  
Supreme Court engaged in the formation of

MALVERN AIRCRAFT COMPANY 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 MALVERN in the County of  
Worcester

the 24<sup>th</sup> day of November

One thousand nine hundred and forty one.

before me,

J. C. [Signature]

A Commissioner for Oaths. †

J. W. Fraser

† or Notary Public or Justice of the Peace

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

\*Hereinsert-  
"A Solicitor  
of the Su-  
preme Court  
(or in Scotland  
"an Enrolled  
Law Agent")  
engaged in  
the formation  
of" or "A  
person named  
in the Articles  
of Association  
as a  
Director (or  
Secretary)  
of."

Number of  
Certificate

570553/2

[Form No. 25.]

# THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

**COMPANY LIMITED BY SHARES.**



Duty at the  
rate of 10s.  
for every  
£100 must  
be impressed  
here.

## Statement of the Nominal Capital OF

10 NOV 1941

### SALVERN AIRCRAFT COMPANY LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as  
amended by Section 41 of The Finance Act, 1933.

The Statement is to be lodged with the Memorandum of Association and  
other Documents when the Registration of the Company is applied for.

110-01976

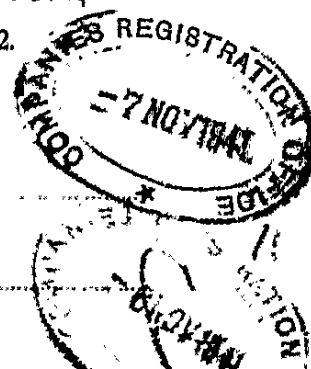
Telegram: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434

## 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



# THE NOMINAL CAPITAL

OF

MALVERN AIRCRAFT COMPANY LIMITED,

is THREE THOUSAND Pounds,

divided into THREE THOUSAND Shares

of one pound each.

Signature

*J. W. Lamb*

Description

*Director.*

Dated the

*3rd*

day

of

*November*

1941.

---

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



270553/3

"The Companies Act, 1929."



**COMPANY LIMITED BY SHARES.**

at 26. 10. 1941

## Memorandum of Association

OF

10 NOV 1941

# **Malvern Aircraft Company, LIMITED.**

1. The Name of the Company is "MALVERN AIRCRAFT 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 carry on all or any of the businesses of Manufacturers, Fitters, and Repairers of and Dealers in Parts, Components, Engines, Machinery, and other Accessories, Supplies, and Apparatus of every description used or required in connection with Aircraft, Manufacturers and Repairers of and Dealers in Aircraft, and Motor and other Vehicles, Aeronautical, Marine, Motor, Electrical, Wireless, Mechanical, and General Engineers, Electricians, Tool Makers, Metal Workers, Coppersmiths, Machinists, Woodworkers, Wireworkers, Galvanisers, and Painters, and Proprietors of Aerodromes, Hangars, Landing Places, Repairing and Petrol-filling Stations, Garages, Factories, and Works; to promote, assist, and encourage by investigation, experiment, and



all other means whatsoever, aircraft construction in all its branches, and to manufacture, buy, sell, let on hire, repair, alter, adapt, and deal in all kinds of engines, plant, machinery, tools, implements, apparatus, accessories, stores, articles, substances, materials, produce, and things capable of being used in connection with the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in so doing.
- (E) To apply for, register, purchase, or by other means

acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon

such securities and in such manner as may from time to time be determined.

- (i) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (k) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (m) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them,



and to obtain from any such Government, authority, company, firm, or person any charter contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company.
- (R) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such

persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons, or of their wives, children, or other relatives or dependents.

- (s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (u) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing
- (v) To secure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses

hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Three Thousand Pounds, divided into Three Thousand Shares of One Pound 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.
<i>Henry William Harris</i> THE COTTAGE WILTON RD MALVERN SALLS MANAGER.	One.
<i>George William Mansfield</i> <i>Luccombe</i> <i>Christchurch Rd</i> <i>Malvern</i> <i>Director of Printing Co.</i>	One

Dated the 3<sup>rd</sup> day of November, 1941.

Witness to the above Signatures—

*J. W. Draper*  
*Solicitor*  
*Malvern*  
 —



270553/4

"The Companies Act, 1929."



**COMPANY LIMITED BY SHARES.**

**Articles of Association**

OF

**Malvern Aircraft Company,  
LIMITED.**

REGISTERED  
10 NOV 1941

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 64, 66, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Five per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

(A) The Company shall not offer any of its Shares or Debentures to the public for subscription.

- (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 that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (C) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

#### SHARES.

5. Subject to the provisions of Clause 35 of Table A, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

7. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares ; and Clause 19 of Table A shall be modified accordingly.

#### BORROWING POWERS.

8. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit and may secure the repayment of or raise any such

sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Debenture Stock either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

9. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS.

10. A General Meeting of the Company shall be held in the month of January in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

11. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

#### VOTES OF MEMBERS.

12. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

## DIRECTORS.

13. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

14. The following persons shall be the first Directors of the Company: HARRY WILLIAM HARRIS, of The Cottage, Wilton Road, Malvern; GEORGE WILLIAM MANSFIELD, of Luccombe, Christchurch Road, Malvern; and CLAUDE <sup>JEFFERIES</sup> ~~GEORGE~~ HOLLOWAY, of Westways, <sup>Sanmore Road</sup> ~~Henbury Road~~, Worcester. They shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 18 hereof; and accordingly Clauses 73 to 77 and Clause 80 of Table A shall not apply to any Permanent Director.

15. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

16. The qualification of every Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than Five Pounds. A Director may act before acquiring his qualification, but shall acquire his qualification within one calendar month of being appointed a Director.

17. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

## DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors;



- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof ;
- (D) If he cease to hold the necessary Share qualification, or do not obtain the same within one calendar month from the date of his appointment ;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

19. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the

Directors held after such interest was acquired. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise, or in respect of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

#### MANAGING DIRECTOR.

20. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all such powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

21. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation of retirement."

#### NOTICES.

22. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address

within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

#### WINDING UP.

23. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

24. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Henry William Davis.*

THE COTTAGE WILLOW R MALVERN.

SALES MANAGER.

*George William Mansfield*

*Leicester.*

*Christchurch Rd*

*Malvern*

*Director of Printing Co.*

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Dated the 3<sup>rd</sup> day of November, 1941.

Witness to the above Signatures—

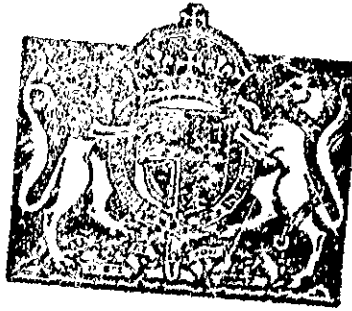
*J. W. Fraser*

*Solicitor*

*Malvern*

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No. 370553



# Certificate of Incorporation

I Hereby Certify,

**CALVERLY AIRCRAFT COMPANY, LIMITED**

That

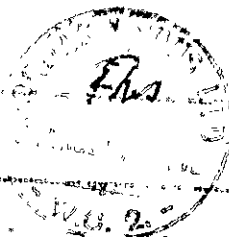
is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this <sup>thirtieth</sup> ~~thirtieth~~ <sup>thirtieth</sup> day of ~~November~~ <sup>November</sup> One Thousand Nine Hundred and ~~forty~~ <sup>forty</sup> ~~one~~ <sup>one</sup>.

*P. Preston*

Registrar of Companies.

Certificate received by



Date 10. 11. 44