

Number of
Company }

373736

Form No. 41.

THE COMPANIES ACT, 1929.

REGISTERED
2 MAY 1942



A 5s.
Companies'
Registration
Fee Stamp
must 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).

Insert the
Name of the
Company.

Warstone Engineering Co
LIMITED.

Presented by

FABER AND CO.
SOLICITORS
45, CANNON STREET,
BIRMINGHAM.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

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

I, Kenny Faber
of 43 Cannon Street Birmingham in
the County of Warwick

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

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

of Warstone Engineering Co

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 Birmingham
in the County of Warwick

Kenny Faber

the 24 day of April 1942

Before me,
William R. Brown

W.R.B.

A Commissioner for Oaths. [or a Notary Public or Justice of the Peace.]

Number of
Company }

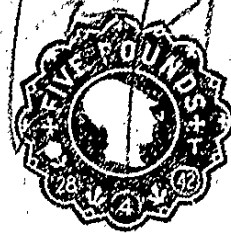
373736

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

Warstone Engineering Co.

LIMITED.

REGISTERED

2 MAY 1942

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1938.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings 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.

Presented by

FABER AND CO.

SOLICITORS

43, CANNON STREET,

BIRMINGHAM 2

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 3,
5 St. James's Square, Manchester, 2, 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

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

THE NOMINAL CAPITAL

OF

Warstone Engineering Co., Limited.

is £ *1000* ———, divided into *1000*

Shares of *£1* ——— each.

*Signature

W. P. Taylor

Description

Director

Dated the *24th* day of *April* 194*2*

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



373703

3

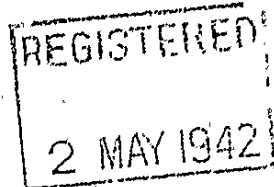


24.01

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association



OF

WARSTONE ENGINEERING CO. LIMITED.

1. The name of the Company is "WARSTONE ENGINEERING CO. 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 the trade or business of general engineers, founders, smiths, machinists and manufacturers of jigs, fixtures, tools, gauges, machine tools, electric motors and appliances, diesel engines, acro engines, turbines, electrical control gear, wireless apparatus, electrical switchboards, lawn mowers, garden rollers, steam rollers, metal ware of all descriptions, lighting and heating apparatus, gas fittings, motor tools and accessories of all descriptions, boilers, railway carriages and wagons, gas works, electric works, waterworks, drainage and sewage works, and buildings of every description, wharves, docks, piers, railways, tramways, waterways, roads, bridges, warehouses, factories, mills and machinery of every description; guns, rifles, pistols, explosives and armaments of all description, including shells, cartridge cases, fuses and general armaments.

(B) To carry on the business of mechanical engineers, electricians, manufacturers, workers and dealers in electricity, motive power and light, and any business in which the application of electricity or any light power may be useful, convenient or ornamental, or any other

Handwritten signature or initials

business of a like nature; to purchase or otherwise acquire houses, offices, workshops, buildings and premises, and any fixed and movable machinery, tools, engines, boilers, plant, implements, patents, stock-in-trade, patents and patent rights convenient to be used in or about the trade or business of engineers, founders, smiths, tool dealers or machinists.

- (c) To carry on any other business whatsoever which can, in the opinion of the Directors, be conveniently or advantageously carried on in connection with any of the above businesses.
- (d) To purchase or otherwise acquire and undertake all or any part of the business, undertaking, property and liabilities of any person, firm or company carrying on any business the same as or similar to any business which this Company is authorised to carry on.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire any estates, lands or interest in lands, buildings, easements, rights, privileges, concessions, patents, patent rights, copyright, secret processes, machinery, plant and any other real or personal property of any kind which may be convenient or necessary for the purposes of the Company's business or any part thereof.
- (f) To erect, construct, instal, alter, enlarge and maintain any offices, shops, stores, workshops, factories, buildings, mills, plant and machinery necessary or convenient for the Company's business.
- (g) To borrow or raise or secure the payment of money for the purposes of the Company upon such terms as may be thought fit.
- (h) 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, debenture bonds, 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.
- (i) To receive money on deposit or loan upon such terms as the Company may approve.
- (j) To guarantee the payment or performance of any debts, contracts or obligations or become surety for any person for any purpose whatsoever and to undertake obligations

of every kind and description upon such terms as may from time to time be considered desirable in the interests of the Company.

- (K) To make advances to any persons, firms or companies with or without security and upon such terms as the Company may approve, and generally to act as bankers for members, customers and others.
- (L) To grant pensions, allowances, gratuities and bonuses to employees and ex-employees of the Company or the dependents of such persons, and to establish and support, or to aid in the establishment and support, of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such securities and in such manner as may from time to time be determined.
- (O) To enter into partnership or any arrangement for sharing profits, union of interests or co-operation with any person, firm or company carrying 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 any shares, stock or securities of any such Company.
- (P) To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
- (Q) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment 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.
- (R) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the

promotion of which shall be calculated to benefit this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such Company.

- (s) 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 respect of, and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, and for any consideration, whether for cash or for shares (fully or partly paid), debentures, debenture stock or other interests in or securities of any company or otherwise.
- (r) 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 shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid shares or otherwise) of all or a part of the shares or stock of this or any such other company, or in any other manner.
- (u) To distribute among the members in specie any property of the Company provided that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (v) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company, and to remunerate any parties for services rendered or to be rendered in taking or subscribing, procuring or assisting to procure persons to take or subscribe, or in placing, underwriting or assisting to place or underwrite any shares, 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.
- (w) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and by or through trustees, agents or otherwise.
- (x) To do all such things as are incidental to or conducive to the attainment of the above objects or any of them, and the intention is that the objects specified in each of the paragraphs in this clause shall, unless otherwise therein provided, be regarded as independent objects, and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each, with power to increase the same by the issue of new shares to such an amount as the Company may from time to time consider expedient. Any of the shares in the initial capital of the Company for the time being unissued and any new shares from time to time to be created, may from time to time be issued with any such guarantee, or any such right or preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privileges over any shares previously issued or then about to be issued, or at such premium or with such deferred right as compared with any shares previously issued or then about to be issued, or at such premium or with such deferred right as compared with any shares previously issued or then about to be issued and subject to any such conditions or provisions and with such right of voting or without any such right and generally on such terms as the Company may from time to time determine, but so that the rights or privileges belonging to the holders of any shares issued with a preference or other special rights shall not be affected, modified or abrogated except with such sanction as is provided by the Articles of Association registered herewith.

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS. | Number of Shares taken by each Subscriber. |
|---|--|
| Edward Walter Penzer 12 Melford Hall Road, Solihull nr Birmingham Leather goods manufacturer | One |
| Samuel Travis 15 Moorcroft Road Birmingham 13 Engineer | One |

Dated the 24th day of April 1942

Witness to the above Signatures—

FABER

Samuel Travis

Samuel Travis

Birmingham

373733



The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

WARSTONE ENGINEERING CO. LIMITED.

REGISTERED
2 MAY 1942

PRELIMINARY.

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

2. Clauses 2, 19, 50, 64, 65, 69, 71, 72, 82 and 104 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. Clause 7 of Table A shall be read as if the brackets and words " (other than fully paid shares) " were omitted. Clause 11 of Table A shall be read as if 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, " were omitted. Clause 45 of Table A shall be read as if the word " two " were substituted for the word " three. " Clause 68 of Table A shall be read as if all the words after the words " from any cause to be a Director " were omitted.

PRIVATE COMPANY.

4. The Company is a " Private Company " within the meaning of Section 26 of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company; (2) 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 such employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

5. The present share capital of the Company is £1,000, divided into 1,000 shares of £1 each.

6. Subject to any directions which may be given by the Company in General Meeting and to Article 4 hereof and to the provisions of Clause 35 of Table A, the shares of the Company for the time being unissued shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except as provided by Section 47 of the Act.

7. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company as may be arranged. The payment or agreement to pay a commission shall be in the discretion of the Directors on behalf of the Company. The statement required by Section 43 of the Act, to be filed shall be duly filed, and Section 42 of the Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company, as required by Sections 44 and 108 of the Act.

8. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES.

9. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 4 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied

by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal as required by Section 66 of the Act.

PROCEEDINGS AT GENERAL MEETINGS.

10. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by two members, and unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the event of a poll, voting shall be in proportion to the number of shares held, and each share shall carry one vote. In the event of a tie on votes the Chairman shall have a casting vote to decide for or against the resolution.

DIRECTORS.

11. Until and unless otherwise determined by the Company in General Meeting, the number of the Directors shall be not less than two nor more than five.

12. The Directors shall be paid out of the funds of the Company all their travelling and other expenses, properly and necessarily incurred by them in attending meetings of the Directors and members or otherwise on the affairs of the Company, and the Directors shall also be entitled to such remuneration as may from time to time be determined by the Company in General Meeting, and such remuneration shall be divided among the Directors in such proportions as the majority of them may determine. In the event of a tie the Chairman is to have the casting and decisive vote.

DISQUALIFICATION OF DIRECTORS.

13. The office of a Director shall be vacated—

- (1) If he resigns his office by notice in writing to the Company.
- (2) If he ceases to be a Director by virtue of Section 141 of the Act.

- (3) If a receiving order is made against him or he enters into any arrangement or compromise with his creditors.
- (4) If he is prohibited from being a Director by an Order made under Sections 217 or 275 of the Act.
- (5) If he is found lunatic or becomes of unsound mind.
- (6) If he ceases to have the necessary qualification of share holding.

14. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

15. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, provided that the nature of his interest must be disclosed by him in manner required by Section 149 of the Act. A Director may vote in respect of any contract or arrangement in which he is so interested as aforesaid.

16. The qualification of every Director shall be the holding in his own right and as sole holder of shares in the Company to the nominal value of not less than £100.

PROCEEDINGS OF DIRECTORS.

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

18. A resolution in writing signed or approved by letter or telegram by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SEAL.

19. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of two Directors or in the presence of one Director and of the Secretary or such other person as the Directors may appoint for the purpose, and those Directors or that Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

NOTICES.

20. If a member has no registered address within the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice posted up in the registered office shall be deemed to be served on him at the expiration of twenty-four hours after it is so posted up.

WINDING UP.

21. In a winding up the Liquidator may with the sanction of an Extraordinary Resolution distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 284 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Edward Walter Penzance
 12 Melford Hall Road Solihull
 nr Birmingham
 Leather goods manufacturer
 Samuel Train PRATIS
 15 Moorcroft Road
 Birmingham 13
 Engineer

Dated the 24 day of April 1942

Witness to the above Signatures—

James James FABER
Solicitor Birmingham

DUPLICATE FOR THE FILE.

No. 373736



Certificate of Incorporation

I Hereby Certify, That

MARSTON ENGINEERING CO., LIMITED

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

Given under my hand at London this ^{second} day of May One

Thousand Nine Hundred and ~~forty-two~~

R. Anderson
Registrar of Companies.

Certificate
received by

Regd. Post

Date

6-5-42.