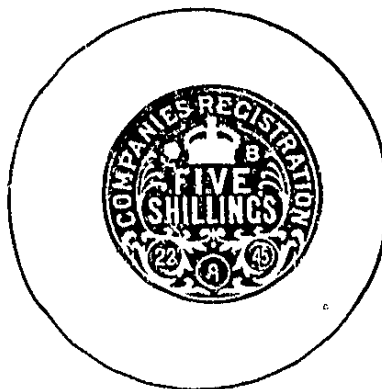
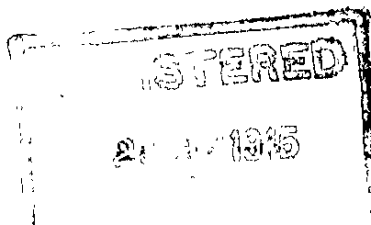


No. of  
Company } ————— 398916 \

[C.A. 1.]  
23-244.

# 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).*

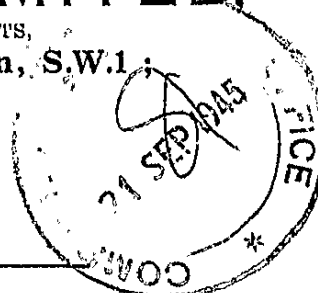
of  
any {  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
CRANE'S MECHANICAL SEALS Limited.

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
London Wall, London, E.C.2, Parliament Street, London, S.W.1;  
8, Newhall Street, Birmingham, 3.

Allen & Overy,  
3, Finch Lane.



I, Thomas Stuart Overy,  
of 3, Finch Lane, London, E.C.3.

(a) "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 Asso-  
ciation as a Director  
or Secretary."

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

of  
Grane's Mechanical Seals 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 1 Threadneedle Street  
in the City of London  
the 19<sup>th</sup> day of September  
one thousand nine hundred and forty five.

Before me,

R. J. Hodges

A Commissioner for Oaths.

Thomas Stuart Overy

of Company.

2939162

REGISTERED

2. 11. 1935

[G.A. 20]



CRANE'S MECHANICAL SEALS

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp  
1891. (NOTE.--The Stamp Duty on the Nominal Capital is Ten Shillings for  
£100 or fraction of £100—Section 41, Finance Act, 1933.)

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

PUBLISHED AND SOLD BY

**ATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

London Wall, London, E.C.2, Parliament Street, London, S.W.1 ;

8, Newhall Street, Birmingham, 3.

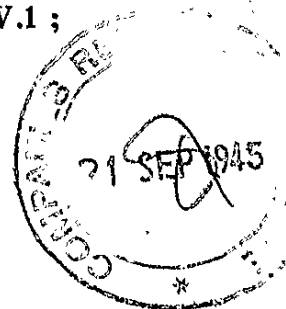
by

Allen & Overy,

3, Finch Lane,

London, E.C.3.

[25]



The NOMINAL CAPITAL of \_\_\_\_\_

\_\_\_\_\_ CRANE'S MECHANICAL SEALS \_\_\_\_\_ Limited

is £ 100 \_\_\_\_\_ divided into 100 \_\_\_\_\_ shares of £ 1 \_\_\_\_\_ each

Signature \_\_\_\_\_

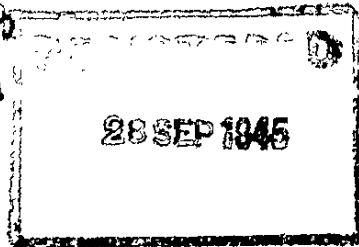
*Allen Young*

~~Solicitors acting on the formation of the~~  
Company.

State whether Director, or Manager, or Secretary.

Date 19<sup>th</sup> day of September 1945.

398916



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

# Memorandum of Association

OF

## CRANE'S MECHANICAL SEALS LIMITED.

1. The name of the Company is "CRANE'S MECHANICAL SEALS LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
  - (1) To carry on in all its branches the business of manufacturers of, dealers in and agents for the sale of mechanical seals, metallic packing and packing and jointing materials of all kinds and any articles which can be used in conjunction with mechanical seals, packing or jointing materials or which can be used to replace or in substitution for or to partly replace or in substitution for packing or jointing materials.
  - (2) To carry on the business of engineering in all its branches, including the businesses of mechanical, civil, electrical, chemical, hydraulic, pneumatic, gas, aerial, mining, railway, tramway, naval, marine, constructional, heating, lighting, sanitary, ventilating and consulting engineers.
  - (3) To carry on the businesses of ironmasters, iron bridge builders, colliery proprietors, quarry owners, mine owners, miners, smelters, founders, machinists, toolmakers, brass founders, metal workers, boiler makers, millwrights, iron and steel converters, smiths, woodworkers, metallurgists, gasmakers, merchants, and to buy or otherwise acquire, manufacture, instal, provide, supply, let, deal in machinery of all kinds and descriptions, implements, instruments, plant, utensils, appliances and apparatus of all descriptions, buildings, railway, tramway and road locomotives, carriages, cars, omnibuses, trucks and vehicles, motors, motor cars, cycles, sweeping, watering and sprinkling cars, airships, aeroplanes, ships, steamers, boats, and other craft, and to acquire, generate, produce, store, accumulate, distribute, sell, let and supply and provide light, heat, electricity, steam, gas, cold and hot water and air, in any state, condition, or form, and power and force of all descriptions and all similar agencies for the purpose of lighting, heating, ventilating, working and driving or otherwise.
  - (4) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
  - (5) To purchase, take on lease or in exchange, or otherwise acquire land and to develop and turn to account the same in any manner, and in particular by laying out and preparing the same for building purposes, building thereon, planting, paving, draining, sewerage, farming and cultivating the same, letting on building, farming or occupation lease or agreement, and by advancing money to or entering into contracts and arrangements of all kinds with builders, tenants and others.

- (6) To make, build, maintain, alter, use, manage and work in any part of the world, offices, factories, mills, roads, railways, tramways, telegraph lines, telephones, electric light and power works, canals, reservoirs, waterworks, wells, aqueducts, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, saw and other mills and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, developing, using and working the same.
- (7) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections, and concessions or other rights which may appear likely to be advantageous or useful to the Company and to sell or otherwise dispose of the same.
- (8) To act as Directors, Managers or Agents of or to appoint Directors, Managers or Agents of any subsidiary company or of any other company.
- (9) To take over either wholly or in part or take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustee, accountants or other experts or agents.
- (10) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (11) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (12) To purchase with a view to closing or re-selling in whole or in part any business or properties, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (13) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (14) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.
- (15) To give all descriptions of guarantees and indemnities.
- (16) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of, and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange. Provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers of any kind.
- (17) To borrow and raise money in any manner and on any terms.

- (18) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (19) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (20) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (21) To undertake and transact all kinds of trust and agency business.
- (22) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or shares, debentures, debenture stock or other obligations of any other company.
- (23) To apply the money of the Company in any way in or towards the establishment, maintenance or extension of any association, institution, or fund in anywise connected with any particular trade or business, or with trade or commerce generally, including any association, institution or fund, for the benefit of any clerks, workmen or others at any time employed by the Company or their families, and whether or not in common with other classes of persons, and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, churches, chapels, schools and hospitals, or for the protection of the interests of masters, owners and employers against loss by bad debts, fire, accidents, strikes, workmen's combinations or otherwise, and to grant pensions or gratuities to any persons who may be or may have been Directors, officers or employees of the Company or its predecessors in business, or the relations, connections or dependents of any such persons and to contribute to any fund raised by local or public subscription for any purpose whatever.
- (24) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (25) To enter into any arrangements with any government or authority, imperial, supreme, municipal, local, or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (26) To do anything by this Memorandum of Association authorised 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.

- (27) To distribute among the Members of the Company in specie any property of the Company.
- (28) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance, or any business of insurance or re-insurance within the meaning of the Assurance Companies Act, 1909, or any Act amending, extending or re-enacting the same.

And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100, divided into 100 shares of £1 each.



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

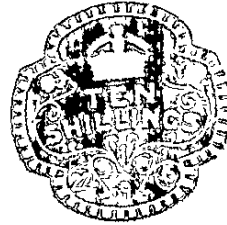
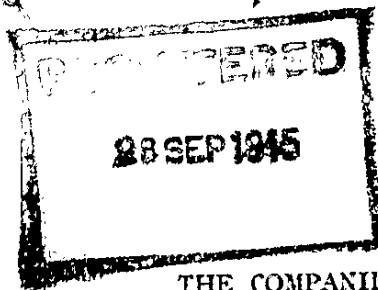
| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.  | Number of Shares taken by each Subscriber. |
|--|--|
| <p>George Edward Friedrich Carl.<br/> 145 Ellington Street.<br/> Southwicks.<br/> London S.W. 18.<br/> Solicitors Clerk.</p> | One  |
| <p>Frankis George T. Thompson<br/> 3 Finch Lane<br/> London E.C. 3<br/> Managing Clerk</p>                                   | One  |

Dated this 18<sup>th</sup> day of September, 1945.

WITNESS to the above signatures:—

D. Davis  
Clerk with Messrs. Allen & Pacey,  
of 3 Finch Lane,  
London, E.C. 3.  
Solicitors.

398916



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

# Articles of Association

OF

## CRANE'S MECHANICAL SEALS LIMITED.

### 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 3, 19, 47, 48, 50, 54, 64, 65, 66, 69, 71, 72, 73, 82, 83, 101 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. In Clause 2 of Table "A" the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" in the first place where those words occur. Clause 11 shall 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. In Clause 45 the word "two" shall be substituted for the word "three." In Clause 68 all the words after the words "from any cause to be a Director" shall be deleted.

### PRIVATE COMPANY.

4. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act, 1929, 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.

### CAPITAL.

5. The initial capital of the Company is £100, divided into 100 shares of £1 each.

6. Subject to the provisions of Section 61 of the Companies Act, 1929, all or any of the rights or privileges belonging to any class of shares issued by the Company may at any time, as well before as during liquidation, be affected, altered, modified, abandoned or dealt with with the consent in writing by the holders of at least two-thirds of the nominal amount of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of shares of that class; and all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such meeting, but so that the quorum thereof shall be Members holding or representing by proxy one-third of the nominal amount of the issued shares of that class, and if at any adjourned meeting of such holders such quorum is not present, any two holders of shares of the class who are personally present shall be a quorum. This clause is not by implication to control any power of issuing Preference Shares or other power which the Company would have if this clause were omitted.

7. The shares 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, subject always to Article 4 hereof, and provided that no shares shall be issued at a discount, except as provided by the Companies Act, 1929, Section 47.

8. 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, provided that the commission does not exceed 10 per cent. of the price at which the 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 Companies Act, 1929, to be filed shall be duly filed, and Section 42 of the same 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 same Act.

9. 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 share or any 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.

10. 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 any 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 Six Pence, 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 Companies Act, 1929.

## PROCEEDINGS AT GENERAL MEETINGS.

11. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman of the meeting.

12. 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 any Member present in person or by proxy; 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.

## VOTES OF MEMBERS.

13. On a show of hands, every Member present in person and entitled to vote shall have one vote only. On a poll every Member shall have one vote for every share held by him.

14. Any Member residing out of the United Kingdom may by power of attorney appoint any person, being a Member of the Company or not, to be his attorney for the purpose of voting at any meeting, and such power may be a special power limited to any particular meeting or a general power extending to all meetings at which such Member is entitled to vote. Every such power shall be produced at the registered office, and left there for at least twenty-four hours before being acted upon.

15. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation or transfer shall have been received at the registered office before the meeting.

## DIRECTORS.

16. The number of Directors shall not be less than two or more than five unless a General Meeting shall otherwise determine. The first Directors shall be appointed by the subscribers to the Memorandum of Association, either with or without a meeting by memorandum in writing under their hands, and pending such appointment the subscribers to the Memorandum of Association shall be deemed to be Directors.

17. The first Directors appointed by the subscribers to the Memorandum of Association shall hold office until the Ordinary General Meeting to be held in the year 1946. At the Ordinary General Meeting in 1946, and in every subsequent year, all the Directors shall retire.

18. 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 further sum as the Company may in General Meeting determine and all remuneration shall be divided among the Directors in such proportions as a majority of them may determine and failing determination equally.

19. A Director need not be a Shareholder but shall be entitled to receive notice of and to attend all General Meetings of the Company.

### ALTERNATE DIRECTORS.

20. Each Director shall have the power to nominate another Director, or with the approval of a majority of the other Directors, any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and on appointment being made the alternate Director shall be subject in all respect to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to the Director by whom he has been nominated solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors. Provided that such person appointed as an alternate Director shall vacate his office as an alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

21. Any instrument appointing an alternate Director shall, as nearly as circumstances will permit, be in the following form or to the effect following:—

" CRANE'S MECHANICAL SEALS LIMITED.

" I, \_\_\_\_\_, a Director of  
 " CRANE'S MECHANICAL SEALS LIMITED, in pursuance of the power in that  
 " behalf contained in the Articles of Association of the Company, do hereby  
 " nominate and appoint  
 " of \_\_\_\_\_  
 " to act as alternate Director in my place at any meeting of the Directors  
 " which I am unable to attend, and to exercise and discharge all my  
 " duties as a Director of the Company.

" As Witness my hand this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_.

### POWERS AND DUTIES OF DIRECTORS.

22. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act, 1929, and those powers shall accordingly be exercisable by the Directors.

23. The Directors from time to time, or at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

24. The Directors may from time to time at their discretion borrow from the Directors, Members or other persons any sum or sums of money for the purposes of the Company, and may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or bonds of the Company, or by the creation of debenture stock, or by making,

drawing, accepting or endorsing on behalf of the Company any promissory notes, bills of exchange, or other negotiable instruments, and/or by mortgage or charge of all or any part of the property of the Company or of its uncalled capital (if any) for the time being, or giving or issuing any other security of the Company.

#### SEAL.

25. The Seal shall not be affixed to any instrument, except by the general or special authority of a resolution of the Board, or of a committee of the Board, and in the presence of at least two Directors, or one Director and the Secretary, or other person authorised by the Board, and the said Directors or the Director and the Secretary or other person as aforesaid, as the case may be, shall sign every instrument to which the Seal shall be so affixed in their presence.

#### DISQUALIFICATION OF DIRECTORS.

26. The office of a Director shall *ipso facto* be vacated:—

- (1) If by notice in writing to the Company he resigns the office of a Director.
- (2) If he absents himself from meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act, 1929, Section 217 or Section 275.
- (5) If he is found lunatic or becomes of unsound mind, or any order for the administration of his estate be made under any Lunacy Act for the time being in force.

27. 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.

28. No Director or Managing Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided, nor shall any 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 of such Director holding that office, or of the fiduciary relation thereby established, provided that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors, after the acquisition of his interest. A Director may vote in respect of any contract or arrangement in which he is interested as aforesaid and he shall be reckoned for the purpose of constituting a quorum of Directors. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in all transactions with that firm or company, shall be a sufficient disclosure under this Article as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice of any particular transaction with that firm or company.

## PROCEEDINGS OF DIRECTORS.

29. 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.

30. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed under Article 29 hereof as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

31. 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.

## NOTICES.

32. 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 office shall be deemed to be well served on him at the expiration of twenty-four hours after it is so posted up.

## WINDING UP.

33. In a winding up the Liquidators 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 234 of the Companies Act, 1929.

## INDEMNITY.

34. Every Director, Manager, Secretary and other officer of the Company, and every person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Secretary, officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 372 of the Act in which relief is granted to him by the Court.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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George Edward Frederick Carl.

145 Ellborough Street.

Southfields.

London. S. W. 18.

Solicitors Clerk.

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Francis George Thompson

3 Finch Lane.

London E.C.3

Managing Clerk.

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DATED the 18<sup>th</sup> day of September, 1945.

WITNESS to the above signatures:—

D. J. Davis

Clerk with Messrs. Allen & Overy.

of 3 Finch Lane,

London, E.C.3.

Solicitors.



CERTIFICATE OF INCORPORATION

[Duplicate for the File]

No.

398916

I N O W A R D S . . .

CRANE'S MECHANICAL SEALS LIMITED

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

Given under my hand at Llandudno ~~xxxxx~~ this twenty-eighth day of September  
One  
Thousand Nine hundred and forty-five.

*R. Austin*

Registrar of Companies.

Certificate  
received by:-

*Pat*  
28 SEP 1945

Date

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