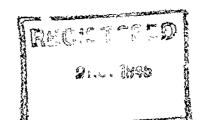
Number of Company .

5



[Form No. 41.

"THE COMPANIES ACT, 1929."



A Companies Registration For Stamp of Sa. must he impressed hero.

Beclaration of Compliance

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

BENTLEY & ARMSTRONG

Limited.

HUTTON, HARTLEY & Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers, Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street, MANCHESTER 3.

TELEPHONE NO.1 BLACKFRIARS 9801/2. (2 4144)

Presented by

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of 142 togeton state they wood

"Here insort
A Solicitor of
the Supreme
Court or in
Scotland "an
Scotland "an
Scotland "an
Agent" ob
Agent in the
Committee of
A person
or "A person
or "A person
O Articles of
Association
as as
Birector (or
Secretary) of."

..Lmirzd,

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 Declaration Act, 1835.

Declared at Alympool in the Germany of Odythe

One thousand nine hundred and forty for

before me,

Will dand Inc.
A Commissioner for Oalhs ?

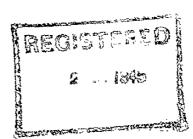
Grea assorting

† (or Notary Public or Justice of the Pcace).

Number of) Certificate)

File

399963/1/



[Form No. 25.

THE STAMP ACT, 1891 AND THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



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

Statement of the Nominal Capital

OF

BENTLEY & ARMSTRONG

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.

HUTTON, HARTLEY & Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers, Relief Stampers and Account Book Makers,

Patatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE (SECT) & AOKERIANS SECTION (SECTION)

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6

THE NOMINAL CAPITAL

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<u> </u>	BENTLEY & ARMSTRONG	474144444444444444444444444444444444444
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is ONE HUN	DRED	Pounds
divided into	ONE HUNDRED	Shares
ofONE I	POUND	aoli.
S	signature Free C	dismotorica.
. <i>I</i>	DescriptionDirect	or.
Dated the 18th	đay	j
ofOctober,	1945•	,

 $[*]_*$ * This Statement should be signed by an Officer of the Company.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OI

BENTLEY & ARMSTRONG LIMITED.

Nurron, Manteux & Co. Exd., Legal & Commercial Manufacturing Stationers, Printers, Lithographers, etc. Polating House, 62—76 Victoria Street, Manchester & THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

BENTLEY & ARMSTRONG LIMITED.

HUTTON, HARTIMY & Co. Lith., Legal & Commercial Manufacturing Stationers, Printers, Lithographers, etc., Palatino Nouse, 62—76 Victoria Street, Manchester 3. No.



Certificate of Incorporation.

I herrhy Certify That LIMITED is this day Incorporated under the Companies Act, 1929, and that the Company is LIMITED.

Given under my hand at Llandudno this
day of One Thousand Nine Hundred and
Forty-five.







THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Elssociation

OF

BENTLEY & ARMSTRONG LIMITED.

- 1. The name of the Company is "Bentley & Armstrong 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 business or businesses of motor engineers and garage proprietors, motor repairers, cleaners, painters, varnishers, cellulosers, dealers and builders, automobile store and garage keepers, manufacturers, buyers, sellers and hirers of and dealers in all classes of mechanically propelled vehicles including aeroplanes, gliders, trailers, and in all kinds of plant, machinery, apparatus, utensils, tools, substances, materials and things, including burners, radiators, and condensers, rubber, rubber tyres, oils, petrol, henzol and motive power of any kind and every other description for all kinds of mechanically propelled vehicles; leather goods and motor accessories in general, and any other articles which may be conveniently dealt in



in connection with any of the foregoing businesses or which may be required for the purpose of the Company's business. To rent or sub-let any portion of the Company's property for all the purposes of garaging all classes of mechanically propelled vehicles, or for such other purpose as the company may deem expedient.

- (B) To earry on the business of general engineers and sheet metal workers, manufacturers, builders, and repairers of motor cars and other motor vehicles of all descriptions, proprietors of lock-up garages, omnibuses, charabanes, touring coaches, taxis, hire cars, lorries, mail and parcel vans, and all kinds of mechanically propelled vehicles, and the business of common carriers; to provide for the conveyance of passengers and goods enter as principals or agents.
- (c) 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, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freshold, leasehold, or other property for any estate or interest whatever, and any options, rights, privileges, or easements over or in respect of any land or property, and any buildings, factories, mills, works. wharves, roads, railways, tramways, machinery, engines, rolling stock, 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
- (E) To build, construct, maintain, alter, enlarge, pull down, and romove or replace any buildings, factories, mills, offices, works, shops, wharves, roads, railways, transways, machinery, engines, walls, fences, banks, dams, slaices, 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

- (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 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.
- (a) To apply for, 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, protections and concessions, and the like conferring any exclusive or non exclusive right to use any secret or information 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.
- (ii) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, transfer, grant or otherwise deal with, all or any part of the property, rights, or options of the Company.
- (1) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (J) As a subsidiary object but not as a primary object to lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.

- (x) 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 regayment 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.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest 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 conducted so as directly or indirectly to benefit this Company.
- (M) 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.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, 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.
- (o) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (r) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform subcontracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors, or others.

- (Q) To remunerate any person, firm, or company rendering services to this Company, whether by each 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.
- (R) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, 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, Debenture Stock, or securities of this Company.
- (s) To promote any other company for the purpose of acquiring all or any of the 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 ci, 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 undertaking of the Company, either together or in portions, for such consideration as the Company may think lit, 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 do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that the objects specified in each paragraph of this clause shall, except, where otherwise expressed in such paragraph be independent main objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the Members is Limited.
- 5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Special Resolution determine.

TUIC, 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 SUBSCRIPTED.	No. of Share taken by each Subscriber.
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1426 gerlin St	orie
Plect malal Norker	
Deer malal Nortice	
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onus Merener	ine.

18/ day of Colotes Dated the

Witness to the above Signatures-

Chartered accountant.

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Manchenter 2

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THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Elssociation

OF

BENTLEY & ARMSTRONG LIMITED.

PRELIMINARY.

- 1. Subject as hereinafter provided and so far as the same are not inconsistent herewith, the regulations contained in Table A in the First Schedule to the Companies Act, 1929, shall apply to this Company.
- 2. 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.

- 3. It shall be lawful for the Company to 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, to any amount not exceeding ten per cent. of the price at which the Shares are issued.
- 4. The lien conferred by Clause 7 of Table A shall attach to fully paid 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 several joint holders.

TRANSFER OF SHARES.

- 5. The Directors may in their absolute discretion and without assigning any reason refuse to register the transfer of any shares.
- 6. A Share may, subject to the provisions of Clause 5 hereof, be transferred to a person already a member of the Company. In all other cases the following regulations shall apply namely:—
 - (A) The proposing transferor shall give notice in writing to the Company stating the number of shares he desires to sell and the price he considers to be the fair value.
 - (B) If within 28 days after the service of such notice the Company notifies him that a member or other person approved by the Directors is willing to purchase the same the proposing transferor shall be bound to transfer the same upon payment of the price fixed by him as aforesaid or at the option of the proposed transferee of the fair value as certified by the Company's Auditor.
 - (c) Upon the application of either party the Auditor of the Company acting as an expert and not as an arbitrator shall certify in writing the sum he considers as the fair value.
 - (D) If the proposing transferor after becoming bound as aforesaid makes default in transferring, the Company may receive the purchase money and hold it in trust for the proposing transferor, and any Director appointed by

the Board for that purpose chall be deemed to be the proposing transferor's duly authorized attorney in his name and on his behalf to execute and deliver a transfer of the said shares. Thereupon the name of the transferce shall be entered upon the register of members as holder of the said shares and the validity of the proceedings shall not be questioned by any person.

(E) If the Company shall not find a purchaser under the foregoing provisions the proposing transferor may within three calendar months thereafter transfer the said shares or those not placed to any person and at any price, subject nevertheless to the provisions of Clause 5 hereof.

BORROWING POWERS.

- 7. The Directors may at their discretion raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage lien or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncelled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.
 - 8. Clause 69 of Table A shall not apply to the Company.

GENERAL MEETINGS.

- 9. The quorum for any general meeting shall be two persons present in person or by proxy.
 - 10. Clause 46 of Table A shall not apply to the Company.

PROXIES.

11. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as a proxy or he has been appointed to act pursuant to Clause 63 of Table A, or is a Solicitor or professional Accountant.

DIRECTORS.

12. The number of Directors shall not be less than two or more than five.

13. The first Directors of the Company shall be

LEONARD BENTLEY.

of 95 Peel Lane, Heywood in the County of Lancaster, Sheet Metal Worker, and

FRED ARMSTRONG,

142 Egerton Street, Heywood aforesaid, Sheet Metal Worker.

14. 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 £1. A first Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month of being appointed a Director; and if such qualification shall not have been otherwise acquired within the time aforesaid he shall be deemed to have agreed with the Company to take from the Company so many Shares as shall be necessary to make up with the Shares (if any) which he then holds the amount of his said qualification and his name shall be entered in the Register of Members accordingly.

- 15. The office of a Director shall be vacated-
- (A) If he become bankrupt or insolvent or compound with his oreditors.
- (B) If he become of unsound mind or be found a lunatic.
- (c) If he be convicted of an indictable offence (other than and except an offence arising out of or connected with the ownership or driving of a motor or other vehicle, or an offence connected with any such vehicle, or in anywise relating thereto).
- (b) If he cease to hold the necessary qualification in Shares or do not obtain the same within one month from the date of his appointment.
- (12) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.

(F) If he give the Directors 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 Directors 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.

- arrangement in which he is interested, and shall not be disqualified by his office from contracting with the Company, nor shall any such contract or any contract entered into by 6r 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 by reason only of such Director holding that office, or of the fiduciary relations thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract 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.
 - 17. Clause 72 of Table A shall not apply to the Company.
- 18. A resolution in writing signed 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.

ACCOUNTS.

19. Clause 101 of Table A shall not apply to the Company.

WINDING UP.

20. With the sanction of an Extraordinary Resolution of the Shareholders, any part of the assets of the Company, including any shares in other companies, may be divided between 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.

21. The assets of the Company available for distribution among the Members shall be applied—First, in repaying to the holders of Preference Shares (if any) the amounts paid up or credited as paid up on such Preference Shares respectively; Secondly, in repaying to the holders of Ordinary Shares the amounts paid up or credited as paid up on such Ordinary Shares respectively; and the balance (if any) shall be distributed among all the holders of shares in the Company in proportion to the number of shares held by them respectively.

Names, Addresses, and Descriptions of Subscribers.

Yeld amortang
149 Equitor St.

Sheet michae Worker

Sheet Same

Sheet Same

Sheet Same

Sheet Worker.

Dated the 18/K day of Bobites 1945.

Witness to the above Signatures-

Chartered accountant

44 Any eurose St

Manchester 2

No.

[Duplicate for the File]

I FEREBY CERTIFY, that

1

BENTLEY & ARMATRONG LIMITED

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

Given under my hand at London this

Becond

day of

Hovember

One Thousand Nine Fiundred and forty-five.

Registrar of Companies.

[173]

1

REDUCTION OF CAPITAL.

(Pursuant to sec. 58 of the Companies Act, 1929.)

	having by Special Resolution reduced its Capital, as confirmed by an Order of the High Court of Justice.	earing date the day of day of
•	having by Special Resolution reduced its	Chancery Division, bearing date the

I hereby Certify the Registration of the said Order and of a Minute, showing the present capital and shares of the Company, as fixed by the said Order.

Given under my hand at London, this...... Thousand Nine Hundred and..... Registrar of Companies.



Number of Company 399,963

0

€).

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/26

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Ordinary Resolution

(Pursuant to The Companies Act, 1948, Section 61)

OF

Bentley & Armstrong Limited

Passed the 1st day of February, 1961

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Morningside Mill, Crawford Street, Rochdale in the County of Lancaster, on the 1st day of February, 1961, the following ORDINARY RESOLUTION was duly passed:—

from £100, divided into 100 Shares of £1 each, to £1,000 by the creation of 900 additional Shares of £1 each, ranking pari passu with the existing Shares, and that the Directors be authorised the said additional Shares to such persons on such terms and in such manner as they may think in.

Chairman



10. OF COMPANY 399963/27



[C.F. 10]

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THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

VAME OF COMPANY	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
BENTA	Ey · ARMS	STRONG. LIMITED
		OED
		REGISTERED PER 1961
JORDAN & SONS, LTD. 116, Chancery Lane, London, '	W.C.2.	HAW & SONS, CID., 7, 8 & 9 Fetter Lant, London, E.C.4.
Lo	aw Stationers and Company Regist	Istration Agents. Shire

Presented by GROUNTIONS LIMITOR OF ENTS

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4.

Notice of Increase in Nominal Capital.

Ben	ITLEY - ARMSTR	LIMITED,
notice	nursuant to Section 63 of	f the Companies Act, 1948,
ereby gives you nowe	JARY Resolution	of the Company dated the
day of	FEBRUARY	of the Company dated the
e a strongur has be	en increased by the addi-	tion thereto of the sum of
of the Company has so	the registered Capital of £	100
beyone.	tal is divided as follows:	_
The additional Capi	tal is divided as follows:—	Nominal Amount
Number of Shares.	Class of Share.	of each Share.
900	ORDINARY	ONE POUND
•		
The conditions (e.g	., voting rights, dividend r	rights, winding-up rights, etc., to be, issued, are as follows:
subject to which the ne	w Shares have been, or are	rights, winding-up rights, etc.; to be, issued, are as follows:— Existile Sign
subject to which the no	W Shares have been, or each	
subject to which the no	W Shares have been, or each	
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(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

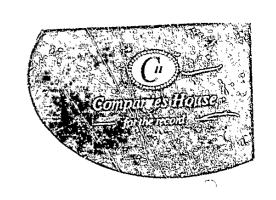
NO. OF COMPANY ... Inland Revenue COMPANY HAVING A SHARE CAPITAL. Daty Stamp to be impressed here. NAME OF COMPANY.. BENTLEY - ARMSTRONG. Statement of Increase of Nominal Capital pursuant to Section 112 of the Stamp Act, 1891. (Note.—The stamp duty on an increase of Nominal Capital is Ten shillings for overy £100 or fraction of £100—Section 41, Financo Act, 1233.) The Nominal Capital of the above-named Company has by a Resolution of the 1st FEBANARY Company dated been increased by the addition thereto of the sum of £ 900 beyond the Registered Capital of Fio Signature... EBRABRY 1961. Description This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest out the Daty t the rate of 5 per cent. per annum from the passing of the Resolution chaise payable s. 5, Revenue Act, 1903). Note.—Attention is drawn to Section 63 of the Companies Let, 1988 relative to he filing of a Notice of Increase and a printed copy of the Resolution authorising the CAT. No. CA.26. JORDAN & SONS, LTD., SHAW & SONS LTD. 116, Chancery Lane, London, W.C.2. 7, 8 & 9, Fetter Lane, London, E.C.4. Law Stationers and Company Registration Agents. /S2128(r) 'resented for registration by

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NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause