

No. of Company 414814

C.A. 23a. [No. 41.]

## 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).

(See page 2 of this Form.)

Name of } THE EXPANDED PILING COMPANY LIMITED  
Company }

Presented by

R.M. STORE, CO.

BOONE CHAMBERS

GRIMSBY

I, Ronald Austin Smith  
of Heper's Cottage Rhy Gynydd

Do solemnly and sincerely declare that I am a person named in the Articles of

“a Director” or “the Secretary.”

Association as \* a British of

THE EXPANDED PILING COMPANY

22

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 Heper's Cottage  
in the County of Glamorgan

the 21st day of July

One thousand nine hundred and forty six

before me

† or Justice  
of the Peace.

W. J. Williams  
A Commissioner for Oaths †

[Signature]

No. of Company

414814

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REGISTERED

21 JUL 1946

Form C.A. 24.



*The Expanded Pump Company*

LIMITED

## Statement of the Nominal Capital

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

This Statement is to be filed with the Memorandum of Association when the Company is registered.

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for registration by

*R. N. Osau & Co.*

*Osborne & Co.*

*Ministry.*

# The Nominal Share Capital

of the *Expenses Filing Company*

LIMITED,

is £15,000, divided into 10,000 shares of £1

each.

Signature.

*J. Smith*

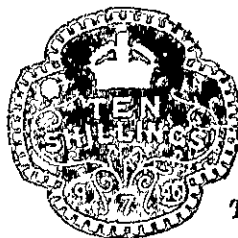
Description.

*Share*

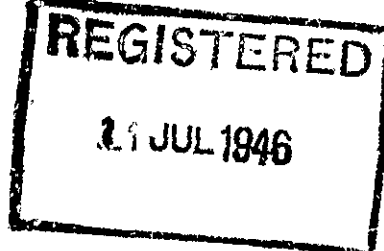
Date.

*6th July 1946*

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



The Companies Act, 1929.



COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

# THE EXPANDED PILING COMPANY LIMITED



1. The name of the Company is "THE EXPANDED PILING COMPANY 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 the business of Constructing and fixing concrete piles, bored, driven or otherwise, Contractors in all types of reinforced concrete construction, the sinking of trial bores for foundations and foundation construction generally, well and pit sinkers, concrete engineers, water engineers, reservoir builders, electrical and general engineers, constructing and consulting engineers, assessors, iron and brass founders, steel makers, metal and alloy makers, converters and refiners, bricklayers, blacksmiths, plumbers, glaziers, painters, carpenters, joiners, woodworkers and builders generally, manufacturers of patents, patent holders, designers of and manufacturers of tools, machinery, engineering equipment and requisites of all kinds and Public Works and General Constructors in any or all their branches.

(2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any 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.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by shares or options to take shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares, or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

- (13) To establish or promote any company for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational, or social object, or for any exhibition, or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £10,000, divided into 10,000 Shares of £1 each.



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.
<p>Frank Smith 6. Augusta St. Grimsby Water Engineer</p> <p>Lowland Austin Smith Keeper's Cottage Riby, Grimsby. Water Engineer</p>	<p>One</p> <p>One</p>

Dated this 6<sup>th</sup> day of July 1946.

Witness to the above Signatures:—

George Smith

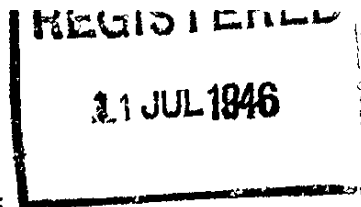
Robert Chambers

Samuel

Charles Accountant.



6



*The Companies Act, 1929.*

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

## THE EXPANDED PILING COMPANY LIMITED

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### PRELIMINARY.

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:—

- (a) The Company restricts the right to transfer its Shares, both present and future.
- (b) The Company limits the number of its Members (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were, while in that employment and have continued after determination of that employment to be Members of the Company), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

### INTERPRETATION OF ARTICLES.

3. In these Articles unless the context otherwise requires:—  
"Articles" means Articles of Association of the Company as originally framed, or as altered by Special Resolution.

11 JUL 1946

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing, and lithography.

Words importing the singular number include the plural, and *vice versa*.

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

#### ALTERATION OF ARTICLES.

4. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

#### SHARES.

5. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

#### COMMISSION.

6. The Directors may pay 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 a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

### LIEN ON SHARES.

7. Articles 7, 8, 9 and 10 of Table A shall apply, except that in Article 7 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.

### CALLS ON SHARES.

8. Articles 11 to 16, inclusive, of Table A shall apply.

### TRANSFER AND TRANSMISSION OF SHARES.

9. (a) No Shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with sub-clause (b) hereof.
- (b) If any Member desires to sell or transfer his Shares or any of them, he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The said transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz.:—The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval in order to prevent disputes arising, the fair value shall be the Auditor's valuation of the current worth of the Company's Shares to be made by him in writing at the request of the Directors.
- (c) When the fair value of the said Shares has been fixed under the provisions of Sub-clause (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given notice

to purchase the same, and as far as may be *pro rata* according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares, and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

- (d) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.

- (e) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

#### FORM AND EFFECT OF TRANSFER.

10. Articles 17 to 22, inclusive, of Table A shall apply, except that in Article 19 of Table A the words "not being fully paid Shares" shall be omitted.

11. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in

or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

#### FORFEITURE OF SHARES.

12. Articles 23 to 29, inclusive, of Table A shall apply.

#### ALTERATION OF CAPITAL.

13. Articles 34 to 38, inclusive, of Table A shall apply.

#### GENERAL MEETINGS.

14. Articles 39, 40 and 41 of Table A shall apply, except that in Article 39 thereof the words "prescribed by the Company in General Meeting" shall be omitted and the words "determined by the Directors" shall be inserted and substituted therefor.

#### NOTICE OF GENERAL MEETINGS.

15. Articles 42 and 43 of Table A shall apply.

#### PROCEEDINGS AT GENERAL MEETINGS.

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as in Article 46 of Table A is otherwise provided two Members personally present and holding or representing by proxy not less than one-twentieth of the issued Share Capital of the Company, shall be a quorum.

17. Articles 44, 46, 47, 48, 49, 51, 52, and 53 of Table A shall also apply.

#### RESOLUTIONS AT GENERAL MEETINGS.

18. 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, 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, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

#### DEMAND OF A POLL.

19. Any one or more Members present in person or by proxy entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid up Capital of the Company, shall be entitled to demand a poll.

#### VOTES OF MEMBERS.

20. (a) Articles 54 to 62, inclusive, of Table A shall apply, except that in Article

59 of Table A the words "A proxy need not be a Member of the Company" shall be omitted.

- (b) 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 proxy, or he has been appointed to act at that Meeting as proxy for a corporation.

#### CORPORATIONS ACTING BY REPRESENTATIVES.

21. Article 63 of Table A shall apply.

#### DIRECTORS.

22. The number of the Directors of the Company shall not be more than three but need not exceed two. If and so long as there is a Sole Director he shall have authority to exercise all the powers, authorities, and discretions by these Articles expressed to be vested in the Directors, and these Articles shall be read as modified accordingly. The first Directors of the Company shall be Frank Smith, Rowland Austin Smith and Kenneth Tyler Smith.

#### DIRECTORS' QUALIFICATION AND REMUNERATION.

23. The qualification of a Director shall be the holding of at least fifty Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

#### POWERS AND DUTIES OF DIRECTORS.

24. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

#### BORROWING BY DIRECTORS.

25. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the

sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

#### THE SEAL.

26. 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 at least one Director and of the Secretary or such other person as the Directors may appoint for the purpose; and those two persons as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

#### DISQUALIFICATIONS OF DIRECTORS.

27. The office of Director shall be vacated if the Director:—

- (a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors; or
- (c) Becomes prohibited from being a Director by reason of any order made under Sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Be convicted of an indictable offence; or
- (f) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

28. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

29. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his interest at a Meeting of the Directors of the Company. In



the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. Save as hereinafter provided no Director so interested, concerned or participating or entitled so to participate as aforesaid shall vote in respect of any such contract or arrangement, and if he does so vote, his vote shall not be taken into account. For the purposes of this Article a general notice given to the Directors of the Company by any 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 which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. Provided that the restriction in this Article as to voting shall not apply to any agreement for indemnifying a Director against past, present or future liabilities assumed by him for the benefit of or on behalf of the Company, nor to the allotment of Shares or Debentures to a Director.

#### ROTATION OF DIRECTORS.

30. Articles 73 to 80, inclusive, of Table A shall apply unless herein otherwise expressly provided.

#### PROCEEDINGS OF DIRECTORS.

31. 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.

32. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

33. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

#### DIVIDENDS AND RESERVE.

34. Articles 89 to 96, inclusive, of Table A shall apply.

#### ACCOUNTS.

35. Articles 97 to 100, inclusive, of Table A shall apply.

36. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's Report shall, not less than seven days before the date of the Meeting, be kept at the Registered Office of the Company for inspection

by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

#### AUDIT.

37. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

#### NOTICES.

38. Articles 103, 105, 106 and 107 of Table A shall apply.

39. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

40. 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 have a notice served on him.

#### WINDING-UP.

41. On a winding-up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding-up, shall be applied (1) in paying back to the Members of the Company the amount of their paid up Capital in the order (if any) prescribed by the Company's Memorandum and Articles and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the Capital held by them respectively. If the assets shall be insufficient to repay the paid up Capital in full the loss shall be borne by the Members in proportion to the nominal Capital held by them respectively.

42. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the Liquidator with the like sanction, shall think fit. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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Frank Smith  
6 Augusta St. Grimsby  
water Engineer

Rowland Austin Smith  
Keeper's Cottage  
Riby, Grimsby.  
Water Engineer

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Dated this 6<sup>th</sup> day of July, 1946.

Witness to the above Signatures:—

George H. Smith

Robert Chambers

Grimsby.

Chartered Accountant.

DUPLICATE FOR THE FILE

No 414814



# Certificate of Incorporation

I Hereby Certify, That

THE EXPANDED PILING COMPANY LIMITED

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

Given under my hand at London this Eleventh day of July One Thousand Nine Hundred and Forty-six.

*A. Ruston*  
Registrar of Companies

Certificate  
received by

*Post*

Date 11 7 46

THE COMPANIES ACT, 1948

(Copy)

SPECIAL RESOLUTION

OF

THE EXPANDED PILING COMPANY LIMITED

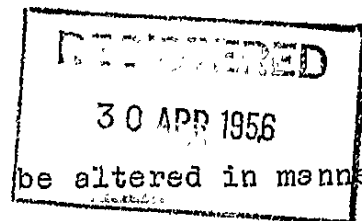


Passed the 12th day of April 1956

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At an extraordinary General Meeting of the Expanded Piling Company Limited held at the Registered Office of the Company 5, Osborne Street in the County Borough of Grimsby on the 12th day of April 1956 the following special resolutions were duly passed:-

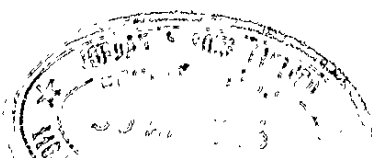
RESOLUTIONS



1. That the Articles of Association be altered in manner following:-

- (a) In Article 17 the figures "52" shall be deleted.
- (b) In Article 23 the words "The qualification of a Director shall be the holding of at least 50 shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment." shall be deleted and the words "A Director shall not require any share qualification" shall be substituted therefor.
- (c) Article 27 (a) shall be cancelled.
- (d) Article 27 (b) shall be cancelled.
- (e) The Words "In case of equality of votes, the Chairman shall have a second or casting vote" in Article 84 of Table A in the first Schedule of the Companies Act 1929 shall not apply to this Company.
- (f) The following Article shall be inserted after Article 34 viz:-

34 (a) (i) The Company in General Meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of profit and loss account or otherwise set aside by the Board in accordance with the Articles of Association of the Company and accordingly that such sum be set free for



2  
distribution amongst the members in proportion to the capital paid up on the Ordinary Shares held by them on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or debenture stock of the Company either at par or at such premium as the resolution may provide to be allotted and distributed credited as fully paid up to and amongst such members and in the proportion aforesaid or partly in one way and partly in the other and the Directors shall give effect to such resolution Provided that a share premium account and a capital redemption reserve fund may for the purposes of this regulation only be applied in paying up unissued shares to be issued to members of the Company as fully paid bonus shares.

34 (a) (ii) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members

34 (a) (iii) The Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising

from the receipt of moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investment representing the same and not required for the payment or provision of any fixed preferential dividend instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend. Provided Always that no such profit as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid up share of the capital of the Company for the time being.

2. (a) Of the shares mentioned in the Memorandum of Association of the Company 4,725 shall be called "Preference Shares" and the balance shall be ordinary shares
- (b) The Preference Shares shall confer on the holders thereof the right in a winding up to payment off of such capital in priority to the Ordinary Shares of the Company, but shall not confer the right to any further participation in the assets of the Company or any right of voting at any General Meeting of the Company.
- (c) Subject to the provisions of s.58 of the Companies Act, 1948 the Preference Shares shall be redeemable in manner following:-
  - (i) The Company may at any time after the 5th April 1980 apply any profits or moneys of the Company which may be lawfully applied for the purpose in the redemption of the Preference shares at par.
  - (ii) The Preference Shares to be redeemed on each occasion shall be determined by a drawing to be made at such time and place and in such manner as the Directors may determine, but in the presence of at least one of the Directors and a representative of the auditors of the Company for the time being.
  - (iii) Forthwith after every such drawing the Company shall give to the holders of the shares drawn for redemption notice in writing of the Company's intention to redeem the same and fixing a time (not less than one month ahead) and place for the redemption and surrender of the shares to be redeemed.
  - (iv) At the time and place so fixed each such shareholder shall be bound to surrender to the Company the certificate for his shares to be redeemed and the Company shall pay to him the amount payable in respect of such redemption, and, where

4  
any such certificate comprises any shares which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh certificate therefor.

- (v) Any of the Preference Shares not previously redeemed under the foregoing provisions shall be redeemable on the 5th April 1985 at par

3. That it is desirable to capitalise the sum of £8,925 being part of the sum standing to the credit of the Profit and Loss Account in the books of the Company and accordingly that such sum of £8,925 be set free for distribution amongst the holders registered at the close of business on the 12th day of April 1956 of the 1,050 issued Ordinary Shares in the capital of the Company in the proportion of £8. 10. 0d for every share then held by them on condition that the same be not paid in cash but be applied in paying up in full at par for 4,725 Preference Shares of £1 each and 4,200 Ordinary Shares of £1 each in the capital of the Company such Preference Ordinary shares to be allotted and distributed, credited as fully paid up, amongst such holders in the proportion of nine Preference Shares and Eight Ordinary Shares for every two Ordinary Shares then held by them

DATED this

*Twenty fifth*

day of April 1956

*W. F. Smith*  
CHAIRMAN.



414814/28  
Exempt P.

S/Res MA

THE COMPANIES ACT, 1948

SPECIAL RESOLUTION

of

THE EXPANDED PILING COMPANY LIMITED

Passed the 11th day of August 1961



At an extraordinary General Meeting of the Expanded Piling Company Limited held at the Registered Office of the Company, 5, Osborne Street, in the County Borough of Grimsby, on the eleventh day of August 1961 the following Special Resolution was duly passed:-

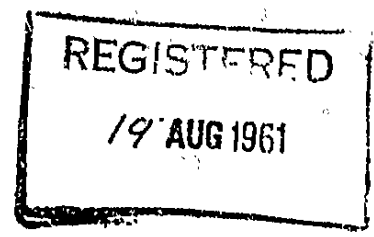
RESOLUTION

That the Articles of Association be altered in manner following:-

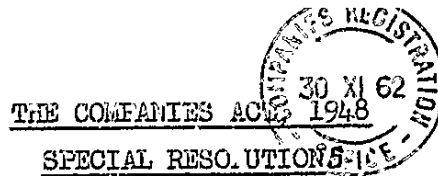
In Article 22 the words "The number of the Directors of the Company shall not be more than three but need not exceed two." Shall be deleted and the words "The number of the Directors of the Company shall not be more than six but need not exceed two." shall be substituted therefor.

DATED this 11th day of AUGUST 1961

*[Signature]*  
CHAIRMAN



1029



of

THE EXPANDED PILING COMPANY LIMITED

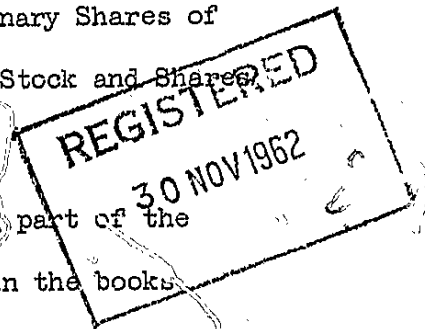
Passed the 9th day of November 1962

At an Extraordinary General Meeting of the Expanded Piling Company Limited held at Heck House, 6, Augusta Street in, the County Borough of Grimsby, on the ninth day of November 1962 the following Special Resolutions were duly passed:-

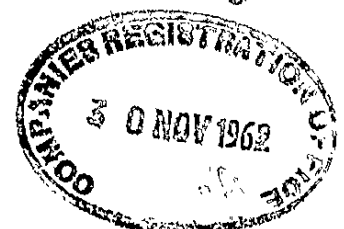
RESOLUTIONS

1. That the capital of the Company be and the same is hereby increased from £10,000 to £100,000 by the creation of 90,000 new Ordinary Shares of £1. each forming a single class with the existing Ordinary Stock and Shares in the Capital of the Company

2. That it is desirable to capitalise the sum of £42,000 being part of the sum standing to the credit of the Profit and Loss Account in the books of the Company and accordingly that such sum of £42,000 be set free for distribution amongst the holders registered at the close of business on the 9th day of November 1962 of the 5,250 issued Ordinary Shares in the capital of the Company in the proportion of £8. for every share then held by them on condition that the same be not paid in cash but applied in paying up in full at par for 42,000 Ordinary Shares of £1. each in the capital of the Company such shares to be allotted and distributed, credited as fully paid up, amongst such holders in the proportion of eight New Ordinary Shares for every one existing Ordinary Share then held by them.



DATED this Ninth day of November 1962



# THE COMPANIES ACT, 1948.

## Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

NAME OF  
COMPANY THE EXPANDED PILING COMPANY

LIMITED

REGISTERED  
30 NOV 1962

Cat. No. C.F. 10.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

2706 (N)

23 NOV 1962

*Presented by*

R.N. Store & Co.,

23, Osborne Street,



C 312

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

THE EXPANDED FILING COMPANY

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) special Resolution of the Company dated the Ninth day of NOVEMBER 19 62, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 90,000 beyond the registered Capital of £ 10,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
90,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—  
forming a single class with the existing Ordinary Stock and Shares in the Capital of the Company, ranking *pari passu* in all respects.

~~of the new Shares are Preference Shares, and are (a) not~~  
~~redemptible~~

(Signature).....

(State whether Director, or Secretary)..... SECRETARY

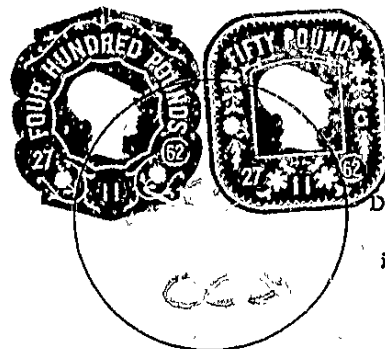
Dated the Fourteenth day of NOVEMBER 19 62

(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding.

NO. OF COMPANY 414814 / 35



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

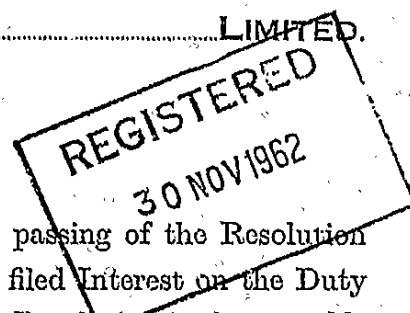
COMPANY HAVING A SHARE CAPITAL.

## 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 every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF  
COMPANY THE EXPANDED FILING COMPANY



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 on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. No. CA.26.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4

*Law Stationers and Company Registration Agents.*

S1223(K)L

Presented for registration by

R. N. Store & Co.,



6 313

# The Nominal Capital

OF

THE EXPANDED PILING COMPANY

LIMITED,

has by a Resolution of the Company dated the.....NINTH.....day  
of.....NOVEMBER....., 19.62., been increased by the addition thereto of  
the sum of.....Ninety thousand.....Pounds,  
divided into.....Ninety thousand.....Shares  
of.....£1.....each,  
beyond the Registered Capital of.....Ten thousand pounds

\*Signature.....

Description.....Secretary.....

Date.....14th November.....19.62.....

\*This Statement must be signed by an officer of the Company.

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

## THE COMPANIES ACTS 1948 to 1967

COPY

†

SPECIAL

**Resolution**

(pursuant to Section 141 ( ) of the Companies Act 1948) ‡

OF

THE EXPANDED PILING COMPANY  
LIMITED

Passed the 21st day of December 1972 .

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at

23 Osborne Street,

Grimsby, Lincs.

on the 21st day of December 1972, the following  
Special Resolution was duly passed:—

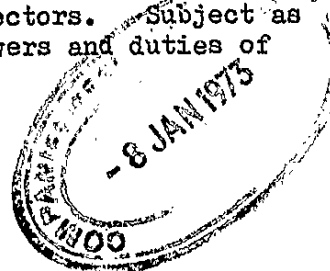
That the Articles of Association be altered by the addition of the following new Article 43:—

## Associate Directors

The Directors may at any time and from time to time appoint any of the managers or other employees of the Company as an Associate Director. An Associate Director shall not be a member of the Board or a Director of the Company for the purposes of these Articles or the provisions of the Statutes and shall not be entitled to vote at meetings of Directors. Subject as aforesaid, the Directors may define and limit the powers and duties of Associate Directors.



Chairman



† Insert "Special" or "Extraordinary" as the case may be.

‡ Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.

\* This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.

The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

GR/S70

74



THE COMPANIES ACT 1948 TO 1976

Form No. 28

28

**Notice of consolidation, division, conversion, sub-division, redemption or cancellation of shares, or re-conversion of stock into shares**

Pursuant to section 62 of the Companies Act 1948  
as amended by the Companies Act 1976

Please do not  
write in this  
binding margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*delete if  
inappropriate

To the Registrar of Companies

For official use

Company number

65

414814

Name of company

The Expanded Piling Company

Limited\*

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948)

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

4,725 Preference Shares of £1 each were redeemed at par on 2nd April 1981

†delete as  
appropriate

Signed

[Director][Secretary]† Date 2nd April 1981

Presenter's name, address and  
reference (if any):

R.N. Store and Co.,  
17-19 Osborne Street,  
Grimsby,  
South Humberside.  
DN31 1HA

For official use  
General Section

Post room



**The London Law Agency Limited**

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)



# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

Name of company

--	--	--	--

414814
--------

\* insert full name of company

* THE EXPANDED PILING COMPANY LIMITED
---------------------------------------

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

**Note**  
Please read notes 1 to 5 overleaf before completing this form

Day Month

3	1	0	3
---	---	---	---

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	0	3	1	9	9	1
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_  
\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

Signed

*W. J. Wright*

[Director][Secretary]† Date

6.2.91.

Presenter's name address and reference (if any):

For official Use  
General Section

Post room

- 6 FEB 1991

M

# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

Please do not  
write in this  
margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number


414814

Name of company

\*Insert full name  
of company

\* THE EXPANDED PILING COMPANY LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

**Note**  
Please read notes  
1 to 5 overleaf  
before completing  
this form

Day Month

3	1	1	2
---	---	---	---

†Delete as  
appropriate

The current accounting reference period of the company is to be treated as ~~extended~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	1	2	1	9	9	2
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and  
complete as  
appropriate

The company is a [subsidiary] ~~[holding company]~~† of TarmacConstruction Limited, company number 594581the accounting reference date of which is 31st DecemberSigned: [Signature] [Director] ~~[Secretary]~~† Date 17-2-92

Presentor's name, address and  
reference (if any):

B. Winhall,  
Tarmac Construction Ltd.,  
Construction House,  
Wolverhampton,  
WV1 4HY.

For official use  
General Section

Post room

