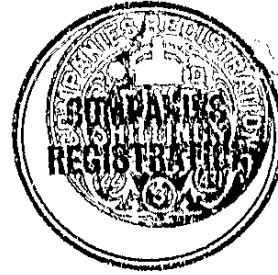
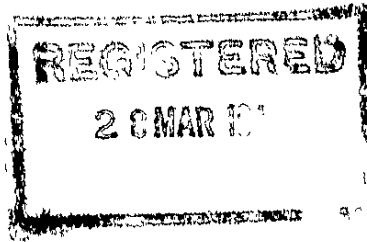


32014

Form No. 41.

# THE COMPANIES ACT, 1929.



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

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

*Pursuant to Section 15 (2).*

Insert the  
Name of the  
Company.

ENGLISH ELECTRIC VALVE COMPANY  
LIMITED.

d by LINKLATERS & PAINES  
GRANITE HOUSE,

97, CANNON STREET, E.C.4.

J. HARRY BERNARD SACKER

OF GRANITE HOUSE, 97, CANNON STREET,

LONDON, E.C.4

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

Do solemnly and sincerely declare that I am (a).....Solicitor.....

of The Supreme Court

engaged in the formation

of ~~the~~ ENGLISH ELECTRIC VALVE COMPANY

Limited, and that all the requirements of the Companies Act, 1929,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Granite House,  
97, Cannon Street, London, E.C.4  
the 20<sup>th</sup> day of March 1947

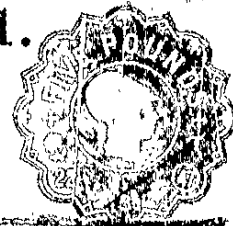
Before me,

*W. H. Sacker*  
*W. H. Sacker*

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

# THE STAMP ACT 1891.

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



COMPANY LIMITED BY SHARES

REGISTERED

20 MAR 1917

## Statement of the Nominal Capital

OF

ENGLISH ELECTRIC VALVE COMPANY

LIMITED.

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

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

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

Presented by LINKLATERS & PAINES

GRANITE HOUSE,

97, CANNON STREET, E.C.4

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,

Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

## THE NOMINAL CAPITAL

OF

**ELECTRIC VALVE COMPANY, Limited,**

, divided into ONE THOUSAND. 20 200 400 600 800 1000

ONE POUND *each.*

**\*Signature**

Winn-Coleman & Partners

### Description

Society of the Company

ed the 20<sup>th</sup> day of MARCH 1947

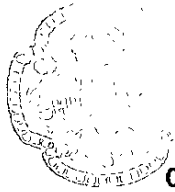
**NOTE**--This margin is reserved for binding, and must not be written across.

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

# DAMAGED DOCUMENT

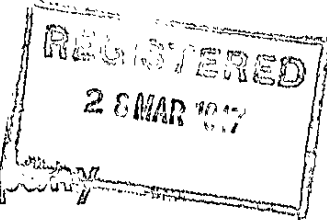
432614

THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Memorandum of Association  
OF  
English Electric Valve Company  
LIMITED.



1. The name of the Company is "ENGLISH ELECTRIC VALVE COMPANY LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:--

(A) To carry on the business of electrical, radio, television, radar, mechanical, hydraulic and general engineers and contractors, manufacturers of and dealers in electrical, radio, television, radar, electronic, magnetic, nuclear-physical and galvanic apparatus, machinery and appliances, manufacturers and suppliers of any articles or things capable of being used in connection with electricity, nuclear-physics and all kinds of light, heat, sound and power.

(B) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for the sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

(C) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.

(D) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets 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.

(E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(G) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.

(H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(I) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(J) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interests or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects

of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

(L) To undertake and transact all kinds of trust and agency business.

(M) To establish competitions, and to offer and grant prizes, rewards and premiums, and to provide for and furnish or secure to any members or customers of the Company, or to the holders of any coupons or tickets issued by or for the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient, and either gratuitously or otherwise and generally to adopt such means of making known the products of the Company and pushing the sale thereof as may seem expedient.

(N) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.

(O) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(P) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(Q) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to

*Jul 11/11  
REC'D*

*Jul 11/11  
REC'D*

purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(r) To distribute among the Members of the Company in specie any property of the Company.

(s) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(t) To do all such other things as may be calculated to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company. Provided always that nothing herein contained shall empower the Company to do any act in contravention of the Atomic Energy Act, 1946, or any statutory modification or re-enactment thereof or any order made under any such Act and provided also that no telegraph telephone and postal business shall be carried on in the United Kingdom without the licence of the British Government.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000 divided into one thousand shares of one pound 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>John Haslam Balverley 21, Watford Road, Radlett, Herts. Clerk.</p>	<p>one</p>
<p>William Ernest Woollon 3, Pennine Drive, Hendon Way, London, N. W. 2. Clerk.</p>	<p>one</p>
<p>Total Shares taken ...</p>	<p>Two.</p>

Dated the 19<sup>th</sup> day of March, 1947.

Witness to the above Signatures—

R. P. Richards

Queens Horse.

Kingway W.C.

Clerk.



THE COMPANIES ACT, 1929.

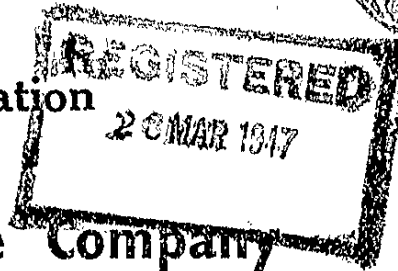
COMPANY LIMITED BY SHARES.



Articles of Association

OF

English Electric Valve Company  
LIMITED.



PRELIMINARY.

1. The regulations set out in Table "A" in the First Schedule to the Companies Act, 1929 (hereinafter referred to as Table "A"), shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table "A" shall apply to the construction of these Articles.

2. <sup>20th July 1917</sup> Clauses 42, 45, 50, 54, 64, 65, 66, 68, 69, 72, 80, 82, 92, 101, 103, 104, 105, 106, and 107 of Table "A" shall not apply to the Company.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures 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 that employment, and have continued after the determination of that employment to be, Members of the Company shall be limited 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 provision be treated as a single Member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES.

4. The Share Capital of the Company is £1,000 divided into one thousand shares of one pound each.

5. The lien given by Clause 7 of Table "A" shall extend to every share in the capital of the Company whether fully paid or not.

6. Subject to the provisions of Clause 35 of Table "A" the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

7. The Company may exercise the powers of paying commissions referred to in Section 43 of the Act.

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

#### TRANSFER OF SHARES.

9. The Directors may decline to register any transfer of shares to a person of whom they do not approve, and may also decline to register any transfer of shares on which the Company has a lien. 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) a fee not exceeding two shillings and sixpence 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.

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.

#### PROCEEDINGS AT GENERAL MEETINGS.

10. Subject to the provisions of Section 117 (2) of the Act, relating to Special Resolutions, seven days' notice at the least, exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given, specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner hereinafter provided or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the Members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those Members may think fit.

11. No business shall be transacted at any General Meeting of the Company unless a quorum of Members is present at the time when the meeting proceeds to business. For the purposes of this Article a quorum shall consist of not less than two Members present in person or by proxy.

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 any Member present in person or by proxy and entitled to vote, 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 of the fact 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 shall have one vote, and upon a poll every Member present in person or by proxy, shall have one vote for each share of which he is the holder. On a poll a Member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

#### DIRECTORS.

14. The number of Directors shall not be less than two nor more than ten. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association.

15. The Directors shall not be required to hold any shares in the capital of the Company to qualify them for office.

16. The remuneration of the Directors shall be determined from time to time by the Company in General Meeting. The Company in General Meeting may also vote extra remuneration to the Board or any Member of the Board either for one year or any longer or shorter period. The Directors may repay to any Director all such reasonable expenses as he may incur in attending Meetings of the Board or General Meetings, or which he may otherwise incur in or about the business of the Company.

#### EXECUTIVE DIRECTORS.

17. (A) The Directors may from time to time appoint one or more of their body to be Chairman of the Board or to be holder of an executive office on such terms and (subject as herein mentioned) for such period as they think fit.

(B) A Director so appointed to an executive office shall not, while holding that office, be subject to retirement by rotation or taken into account in determining the rotation in which Directors retire. His appointment shall be subject to determination if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

18. A Director holding the office of Chairman or any executive office shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

19. The Directors may entrust to and confer upon the Chairman and upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### POWERS AND DUTIES OF DIRECTORS.

20. (i) The Directors may establish, maintain or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and maintaining, and make contributions out of the Company's moneys to, any schemes or funds for providing pensions, sickness or compassionate allowances, life assurances or other benefits for employees (which expression as used in this and the following sub-paragraph shall include a Managing Director and a Director whose functions are substantially those of an employer but not any other Director) and ex-employees of the Company and their dependants or any class or classes of such persons.

(ii) The Directors may pay, enter into agreement to pay, or make grants of, pensions or other benefits, revocable or irrevocable, and either subject or not subject to any terms or conditions, to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund as is mentioned in the last preceding sub-paragraph. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after his actual retirement.

21. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayments thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

#### DISQUALIFICATION OF DIRECTORS.

22 The office of a Director shall be vacated :—

(A) If he become bankrupt.

(B) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.

(c) If he be found lunatic or become of unsound mind.  
 (d) If (not being an Executive Director holding office for a fixed term) by notice in writing to the Company he resign the office of Director.

(e) If he shall absent himself from the Board Meetings continuously for six months without the consent of the Board of Directors, and the Directors resolve that his office be vacated.

(f) If he be requested in writing by all his co-Directors to resign.

23. The Company may by ordinary resolution remove any Director before the expiration of his period of office (but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any <sup>CONTRACT</sup> of service between him and the Company), and may by like resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

24. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

25. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement and may be taken into account in determining whether a quorum is present at any meeting at which such contract or arrangement is considered.

#### PROCEEDINGS OF DIRECTORS.

26. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution of the Board of Directors.

27. The quorum necessary for the transaction of the business of the Directors shall be two.

#### ALTERNATE DIRECTORS.

28. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company.

29. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor.

30. An alternate Director shall cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to Article 28 which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired.

31. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

#### DIVIDENDS.

32. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

#### CAPITALISATION OF PROFITS.

33. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares (including profits carried and standing to any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the Members who would have been entitled to receive the same had such profits been applied in paying dividends instead of being capitalised and in the proportions in which in that event they would have been entitled to receive the same and to apply such profits on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares debentures or securities held by such Members respectively or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted

and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other.

34. 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, debentures or securities (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, debentures, or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company, providing for the allotment to them respectively credited as fully paid up, of any further shares 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.

#### INDEMNITY.

35. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### NOTICES.

36. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members. In respect of joint holdings all notices shall be given to that one of the joint holders whose name stands first in the register of Members, and notice so given shall be sufficient notice to all the joint holders.

37. Any Member described in the register of Members by an address not within the United Kingdom who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a registered Member described in the register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.



38. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

39. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

John Haslam Calverley,  
21, Watford Road,  
Radlett, Herts.

blank.

William Ernest Woollon,  
3. Pennine Drive,  
Hendon Way,  
London, N. W. 2.

blank.

---

Dated this 19th day of March, 1947.

Witness to the above Signatures:—

RCP. Richards  
Queens House,  
King'sway. W.C. 2  
Clerk.

DUPLICATE FOR THE FILE

No.

432014



# Certificate of Incorporation

I Hereby Certify, That

ENGLISH ELECTRIC VALVE COMPANY LIMITED

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

Given under my hand at London this Twenty-eighth day of March One Thousand Nine Hundred and Forty-seven.

*Frederick J. M. [Signature]*  
Registrar of Companies.

Certificate  
received by

*London & Paris*

Date 28th March, 1947

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ajca



THE COMPANIES ACT, 1929.

## English Electric Valve Company Limited

### Special Resolution.

At an Extraordinary General Meeting of the above named Company duly convened and held at the registered office, Queen's House, Kingsway, London, W.C.2, on *Thursday*, the *fifth* day of *June*, 1947, the following resolution was duly passed as a Special Resolution:—

#### RESOLUTION.

That the Articles of Association of the Company be altered in manner following, that is to say:—

1. By the deletion from Article 20 (i) of the word "employer" and the substitution therefor of the word "employee" and
2. By the deletion from Article 30 of the word "is" where the same first occurs and the substitution therefor of the word "if."

27.12.20 11 JUN 1947

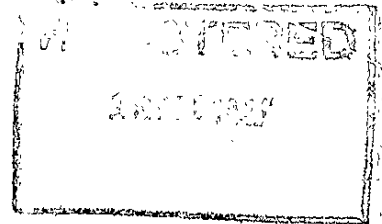
*English Electric Valve Co. Ltd.*

*G. H. [Signature]*  
*Chairman*



ENGLISH ELECTRIC VALVE COMPANY  
LIMITED.

ORDINARY RESOLUTION.



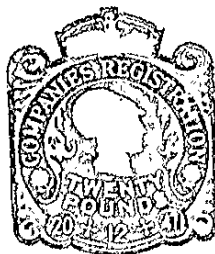
At the GENERAL MEETING of the above named Company duly convened and held on 17th December, 1947, the following Resolution was duly passed as an ORDINARY RESOLUTION namely:-

"That the capital of the Company be increased to £250,000, divided into 250,000 Shares of £1 each, by the creation of 249,000 new Shares of £1 each, to rank pari passu in all respects with the Shares of the original capital of the Company. "

CHAIRMAN.

Number of  
Company

432014

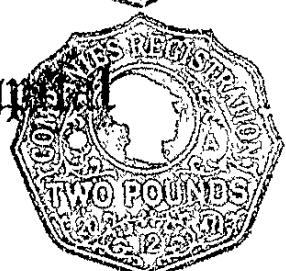


# THE COMPANIES ACT, 1929.



## Notice of Increase in Nominal Capital

Pursuant to Section 52.



Part the  
Name  
of the  
Company.

English Electric Valve  
Company



LIMITED.

REGISTERED

18DEC1927

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).

Signed by

J. W. Burn  
Secretary

# THE NOMINAL CAPITAL

OF

English Electric Valve  
Company, Limited has by a Resolution  
of the Company dated 17th December 1947  
been increased by the addition thereto of the sum of  
£249,000, divided into 249,000  
Shares of £1 each, beyond the registered  
Capital of £1000, divided into 1000 shares  
of £1 each.

\*Signature J. Wilbur

Officer Secretary

Dated the Seventeenth day of December 1947

\* This Statement should be signed by a Director or Manager or Secretary of the Company.

Number of } 132014 / 24  
Company

[Form No. 103.]

# THE COMPANIES ACT, 1948

## Notice of

Place where the Register of Members is  
kept, and of any change in that place

Pursuant to Section 110 Subsection (3) of The Companies Act, 1948

NAME OF COMPANY

ENGLISH ELECTRIC VALVE COMPANY  
LIMITED

110-E90246

ams: "CERTIFICATE, ESTRAND, LONDON."

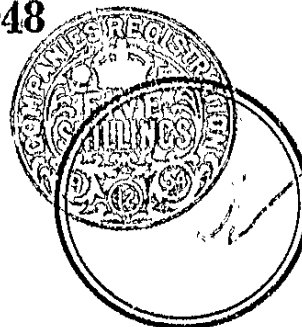
Telephone Number: Holborn 0434 (6 Lines).

**JORDAN & SONS, LIMITED,**

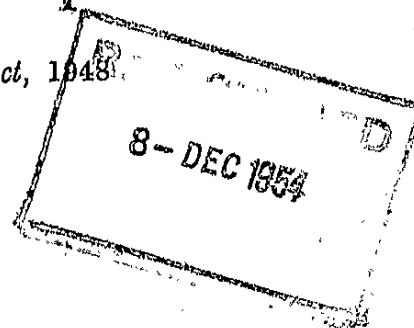
Company Registration Agents, Printers, and Publishers,  
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

sent by

*John*



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

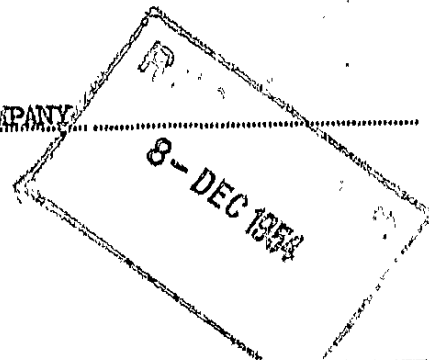


741



**Notice**  
of  
**Place where the Register of Members is kept,**  
**and of any change in that place**  
**of**

ENGLISH ELECTRIC VALVE COMPANY  
LIMITED



**To the Registrar of Companies**

ENGLISH ELECTRIC VALVE COMPANY..... LIMITED

hereby gives you Notice, in accordance with Subsection (3) of Section 110 of The Companies Act, 1948, that the Register of Members of the Company is kept at

**Note.**

The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or company having custody (if appropriate).

MARCONI HOUSE, 336, STRAND, LONDON W.C.2.

Signature.....

Officer.....

Secretary.....

(State whether Director or Secretary.)

Dated the..... seventh..... day  
of..... December..... 1954.

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

420914/31

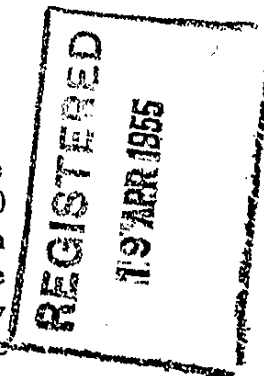
# English Electric Valve Company, Limited



## Special Resolution

At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at Marconi House, Strand, W.C.2, on Wednesday, 13 April, 1955, the following Resolution was duly passed as a SPECIAL RESOLUTION namely :—

THAT it is desirable to capitalise a sum of £50,000, part of the amount standing to the credit of the Company's Profit and Loss Account, and that accordingly the Directors be and they are hereby authorised to appropriate such sum to The English Electric Company Limited (being the beneficial owner of the whole of the issued share capital) upon terms that the sum be not paid in cash but be applied in paying up in full 50,000 unissued shares of £1 each in the capital of the Company which shall rank for dividend and in all respects *pari passu* with the existing shares of the Company for allotment, credited as fully paid up, to The English Electric Company Limited, and that the Directors do make the necessary allotment and appropriation accordingly.



19/12/55

George H. Wilson

432014-  
32

AI

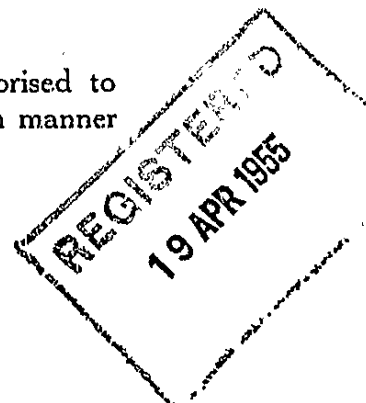
# English Electric Valve Company, Limited



## Ordinary Resolutions

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Marconi House, Strand, W.C.2, on Wednesday, 13th April, 1955, the following Resolutions were duly passed as ORDINARY RESOLUTIONS namely:—

1. THAT the Capital of the Company be increased to £500,000, divided into 500,000 shares of £1 each, by the creation of 250,000 new shares of £1 each, to rank, *pari passu* in all respects with the shares of the existing capital of the Company.
2. THAT the Directors be and they are hereby authorised to dispose of all the new shares created this day in such manner as they may think fit.



*George H. Nelson*

Chairman

*H. A.*

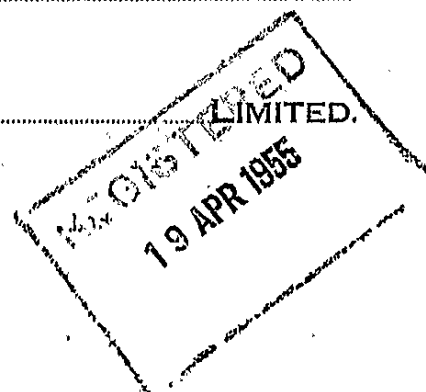
NO. OF COMPANY 432014

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital

Pursuant to Section 63.

NAME OF COMPANY ENGLISH ELECTRIC VALVE COMPANY



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

Law Stationers and Company Registration Agents.

Cat. No. C.F.10.

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

P138 S2035 (11)

Presented by

6/10/55

19 APR 1955

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ENGLISH ELECTRIC VALVE COMPANY LIMITED,  
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,  
that by (a) Ordinary Resolution of the Company dated the  
Sixth day of April 1955 the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£ 250,000 beyond the registered Capital of £ 250,000.

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
250,000	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 :—  
to rank *pari passu* in all respects with the shares of the  
existing capital.

\_\_\_\_\_ of the new Shares are Preference Shares, and are (b) [not]  
redeemable.

(Signature) \_\_\_\_\_

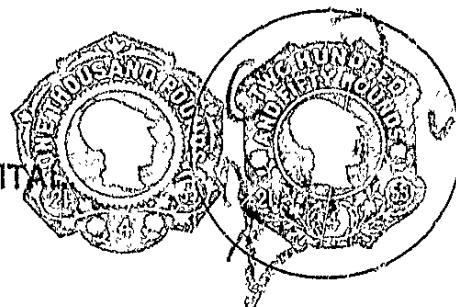
*W G Keshi*

(State whether Director, or Secretary) \_\_\_\_\_ Secretary

This margin to be reserved for binding.

24

COMPANY HAVING A SHARE CAPITAL



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

# Statement of Increase of Nominal Capital.

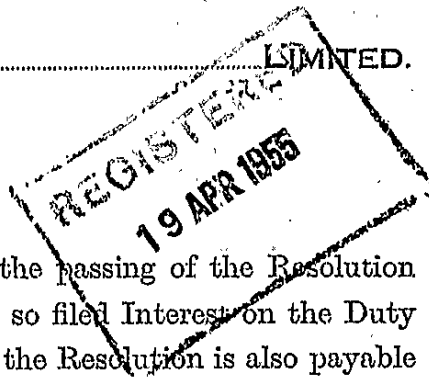
*Pursuant to Section 112 of the Stamp Act, 1891.*

(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.

ENGLISH ELECTRIC VALVE COMPANY

LIMITED.



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.*

P205. S1592(H)

*Presented for registration by*

27

19 APR 1955

# The Nominal Capital

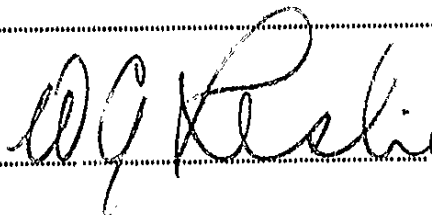
OF

TRIGLASH TELEPHONE MAINS COMPANY

LIMITED,

has by a Resolution of the Company dated the.....Sixth.....day  
of.....April....., 1955..., been increased by the addition thereto of  
the sum of.....Two hundred and fifty thousand.....Pounds,  
divided into.....two hundred and fifty thousand.....Shares  
of.....one pound.....each,  
beyond the Registered Capital of.....two hundred and fifty thousand pounds.....

\*Signature.....



Description.....Secretary

Date.....19th April.....1955.....

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

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

41 15/11/66.  
English Electric Valve Company, Limited



Special Resolution

At an EXTRAORDINARY GENERAL MEETING of the above-named Company  
duly convened and held at Marconi House, Strand, W.C.2, on Wednesday, 4th March, 1959,  
the following Resolution was duly passed as a SPECIAL RESOLUTION namely :—

THAT it is desirable to capitalise a sum of £700,000, part of the amount standing to the credit of the Company's Revenue Reserves, and that accordingly the Directors be and they are hereby authorised to appropriate such sum to The English Electric Company Limited (being the beneficial owner of the whole of the issued share capital) upon terms that the sum be not paid in cash but be applied in paying up in full 700,000 unissued shares of £1 each in the capital of the Company which shall rank for dividend and in all respects *pari passu* with the existing shares of the Company for allotment, credited as fully paid up, to The English Electric Company Limited, and that the Directors do make the necessary allotment and appropriation accordingly.



16 MAR 1959

George H. Nelson  
Chairman



English Electric Valve Company, Limited



Ordinary Resolutions

At an EXTRAORDINARY GENERAL MEETING of the above-named Company  
luly convened and held at Marconi House, Strand, W.C.2, on Wednesday, 4th March, 1959,  
he following Resolutions were duly passed as ORDINARY RESOLUTIONS namely :—

1. THAT the Capital of the Company be increased to £1,000,000, divided into 1,000,000 shares of £1 each, by the creation of 500,000 new shares of £1 each, to rank, *pari passu* in all respects with the shares of the existing capital of the Company.
2. THAT the Directors be and they are hereby authorised to dispose of all the new shares created this day in such manner as they may think fit.



*George H. Nelson*

Chairman

No. OF COMPANY

432014

[C.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

JAME OF  
COMPANY

ENGLISH ELECTRIC VALVE COMPANY

LIMITED.

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.

REGISTERED

P138, 8/55 (11)

2 MAR 1959

Amu

Presented by

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ENGLISH ELECTRIC VALVE COMPANY

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Ordinary Resolution of the Company dated the fourth day of March 1959 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 500,000 beyond the registered Capital of £ 500,000

The additional Capital is divided as follows :---

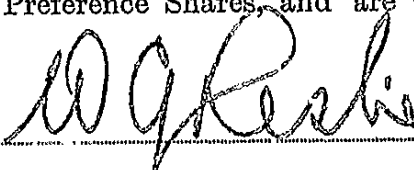
Number of Shares.	Class of Share.	Nominal Amount of each Share.
500,000	Ordinary	£1

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 :—

To rank *pari passu* in all respects with the shares of the existing capital.

.....of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature).....



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

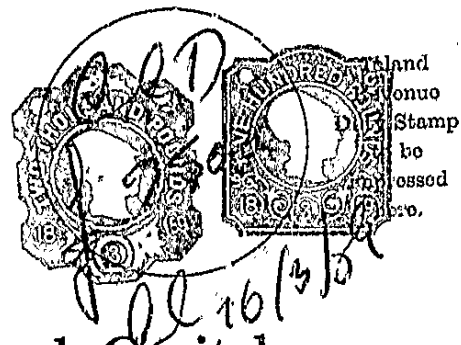
Dated the 16 day of March 1959

This margin to be reserved for binding.

NO. OF COMPANY 432014

44

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.)

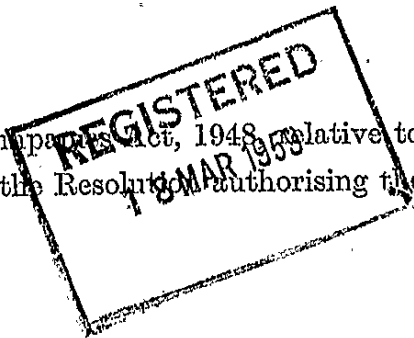
NAME OF  
COMPANY

ENGLISH ELECTRIC VALVE COMPANY

LIMITED.

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.

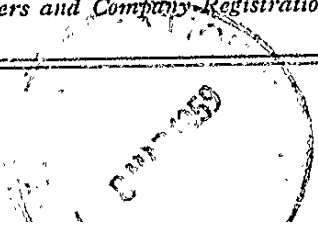
JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

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

*Law Stationers and Company Registration Agents.*

P205. S1592(4)

Presented for registration by



18 MAR 1959

# The Nominal Capital

OF

ENGLISH ELECTRIC VALVE COMPANY

LIMITED,

has by a Resolution of the Company dated the fourth day  
of March, 1959, been increased by the addition thereto of  
the sum of Five hundred thousand Pounds,  
divided into Five hundred thousand Shares  
of One pounds each,  
beyond the Registered Capital of Five hundred thousand pounds

\*Signature.....

Description.....

Secretary

Date.....

16 March 1959

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

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

# English Electric Valve Company, Limited

## Ordinary Resolutions

REGISTERED

26 AUG 1965

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at English Electric House, Strand, W.C.2, on Wednesday, 4th August, 1965, the following Resolutions were duly passed as ORDINARY RESOLUTIONS namely :—

1. THAT the Capital of the Company be increased to £2,000,000, divided into 2,000,000 shares of £1 each, by the creation of 1,000,000 new shares of £1 each, to rank *pari passu* in all respects with the shares of the existing capital of the Company.
2. THAT the Directors be and they are hereby authorised to dispose of all the new shares created this day in such manner as they may think fit.



(Signed) W. GORDON RADLEY,

Chairman.

ENGLISH ELECTRIC VALVE CO., LTD.

W. G. LESLIE,  
SECRETARY TO THE COMPANY.

NO. OF COMPANY . 432014

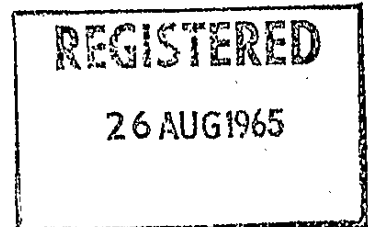


[C.F. 10]

## THE COMPANIES ACT, 1948.

### Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*



NAME OF  
COMPANY ENGLISH ELECTRIC VALVE COMPANY

LIMITED.

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.*

P138 S2035 (11)

*Presented by*

ENGLISH ELECTRIC VALVE CO., LTD.

*W. G. LESLIE.*  
SECRETARY TO THE COMPANY.

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ENGLISH ELECTRIC VALVE COMPANY

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Ordinary Resolution of the Company dated the Fourth day of August 1965 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 1,000,000 beyond the registered Capital of £ 1,000,000

The additional Capital is divided as follows :—

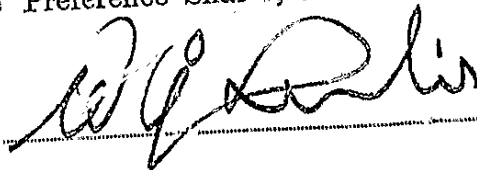
Number of Shares.	Class of Share.	Nominal Amount of each Share.
1,000,000	Ordinary	£1

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 :—

to rank pari passu with the existing shares of the Company.

None of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature)



(State whether Director, or Secretary) Secretary

Dated the Thirteenth day of August 1965

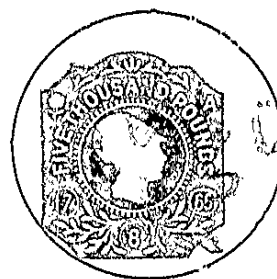
This margin to be reserved for binding.



NO. OF COMPANY 432014

60

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

## 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. ENGLISH ELECTRIC VALVE COMPANY

REGISTERED

26 AUG 1965

LIMITED.

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.*

P205. S1592(H)

*Presented for registration by*

ENGLISH ELECTRIC VALVE CO., LTD.

# The Nominal Capital

OF

ENGLISH ELECTRIC VALVE COMPANY

LIMITED,

has by a Resolution of the Company dated the Fourth day  
of August 1965, been increased by the addition thereto of  
the sum of £1,000,000 Pounds,  
divided into 1,000,000 Shares  
of £1 each,  
beyond the Registered Capital of £1,000,000

\*Signature

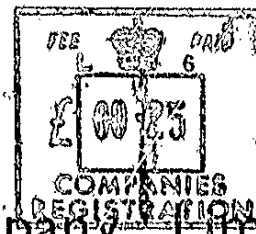
Description Secretary

Date 13th August 1965

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

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

2014/63



# English Electric Valve Company, Limited

## Special Resolution

REGISTERED  
21 FEB 1967

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at English Electric House, Strand, W.C.2, on Wednesday, 8th February, 1967, the following Resolution was duly passed as a SPECIAL RESOLUTION namely :—

THAT it is desirable to capitalise a sum of £1,000,000, part of the amount standing to the credit of the Company's Revenue Reserves, and that accordingly the Directors be and they are hereby authorised to appropriate such sum to The English Electric Company Limited (being the beneficial owner of the whole of the issued share capital) upon terms that the sum be not paid in cash but be applied in paying up in full 1,000,000 unissued shares of £1 each in the capital of the Company which shall rank for dividend and in all respects *pari passu* with the existing shares of the Company for allotment, credited as fully paid up, to The English Electric Company Limited, and that the Directors do make the necessary allotment and appropriation accordingly.

*W. G. Radley*

W. G. RADLEY,

Chairman.

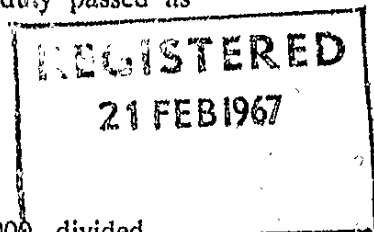
432014/65



# English Electric Valve Company, Limited

## Ordinary Resolutions

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at English Electric House, Strand, W.C.2, on Wednesday, 8th February, 1967, the following Resolutions were duly passed as ORDINARY RESOLUTIONS namely :—

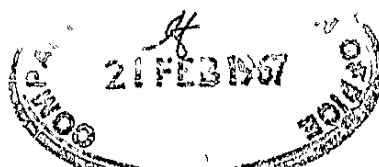


1. THAT the Capital of the Company be increased to £3,000,000, divided into 3,000,000 shares of £1 each, by the creation of 1,000,000 new shares of £1 each, to rank *pari passu* in all respects with the shares of the existing capital of the Company.
2. THAT the Directors be and they are hereby authorised to dispose of all the new shares created this day in such manner as they may think fit.

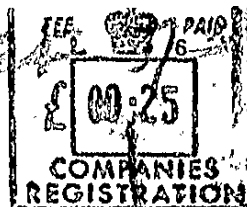
W. G. Radley,

W. G. RADLEY,

Chairman.



NO. OF COMPANY 432014/66



[C.F. 10]

## THE COMPANIES ACT, 1948.

### Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

**REGISTERED**  
**21 FEB 1967**

NAME OF COMPANY ..... ENGLISH ELECTRIC VALVE COMPANY

..... LIMITED

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

Cat. No. C.F. 10.

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

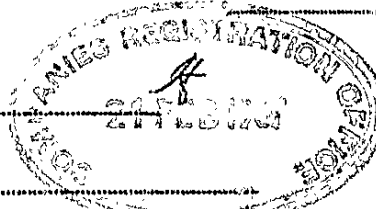
*Law Stationers and Company Registration Agents.*

S9184 (3)

Document Filer's Reference

Presented by

*Boy*



# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ENGLISH ELECTRIC VALVE COMPANY

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Ordinary Resolution of the Company dated the Eighth day of February, 1967, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 1,000,000 beyond the registered Capital of £2,000,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
1,000,000	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:—

to rank pari passu with the existing shares of the Company.

None of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature).....

Secretary

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

Dated the Fourteenth day of February, 1967.

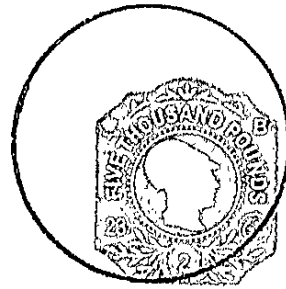
(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding.

NO. OF COMPANY 432014/67

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

NAME OF  
COMPANY ENGLISH ELECTRIC VALVE COMPANY

LIMITED.

## 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.)

REGISTERED  
21 FEB 1967

The Nominal Capital of the above-named Company has by a Resolution of the Company dated Eighth of February, 1967 been increased by the addition thereto of the sum of £1,000,000 beyond the Registered Capital of £2,000,000.

Signature *W G Lewis*

Date 14th February, 1967. Description Secretary

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 25.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,

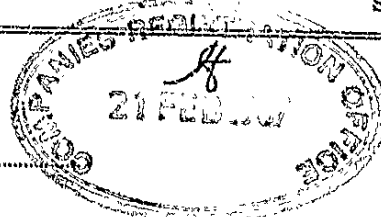
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1457 (A)

Presented for registration by

*boy*

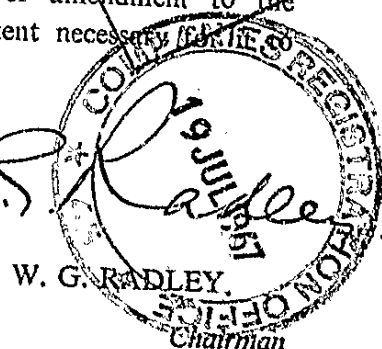


# English Electric Valve Company, Limited

## Special Resolutions

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at English Electric House, Strand, W.C.2, on Monday, 19th June, 1967, the following Resolutions were duly passed as SPECIAL RESOLUTIONS namely:—

1. THAT the Memorandum of Association of the Company with respect to its objects be altered by the addition of the following new paragraph :  
(3(F)bis) As a separate and independent object to subsidise and otherwise assist any Company which is for the time being the Company's Holding Company, within the meaning of the Companies Act, 1948, and in particular, but without prejudice to the generality of the foregoing, to guarantee support or secure the performance of the obligations of such Holding Company, and the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities or obligations of such Holding Company and for any of the purposes aforesaid to dispoise mortgage pledge or charge all or any part of the undertaking, property and assets (present and future) of the Company, including its uncalled capital.
2. THAT notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to charge its undertaking property and assets present and future including uncalled capital or any part thereof, as security for any guarantee of Debenture Stock or other obligation of its Holding Company, The English Electric Company Limited, without restriction or limitation and any such charge as aforesaid may be executed by the Company or by any Attorney or Attorneys appointed by the Directors to act on behalf of the Company and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such charging notwithstanding that he is also a Director of The English Electric Company Limited, or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary to have effect.



*This is merely a Resolution*



Number of  
Company

432014

72.

## THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests  
in shares in, or debentures of, a company or its associated  
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the  
Name of  
Company

ENGLISH ELECTRIC VALVE COMPANY LIMITED

to the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with  
section (8) of section 29 of the Companies Act 1967, that the register of Directors'  
interests in shares in, or debentures of, the company or any associated companies  
is kept at:

English Electric Valve Company Limited,

Waterhouse Lane, Chelmsford, Essex.

Signed

Secretary

State whether Director or Secretary

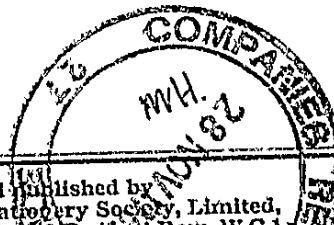
Date 27th November, 1967.

Witnessed by:

Presentor's reference: S/9924/NGB

English Electric Valve Co. Ltd.,

Waterhouse Lane, Chelmsford, Essex.



Form No. R6  
(No fee payable)

73  
THE COMPANIES ACT, 1929

AND

THE COMPANIES ACT, 1948

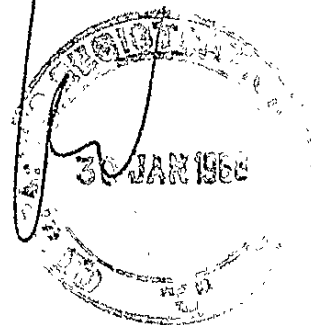
COMPANY LIMITED BY SHARES

**Memorandum of Association**

OF

**English Electric Valve Company**  
LIMITED

*Long  
English Electric House  
Strand  
London W.C.2*



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

English Electric Valve Company  
LIMITED

1. The name of the Company is "ENGLISH ELECTRIC VALVE COMPANY LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(A) To carry on the business of electrical, radio, television, radar, mechanical, hydraulic and general engineers and contractors, manufacturers of and dealers in electrical, radio, television, radar, electronic, magnetic, nuclear-physical and galvanic apparatus, machinery and appliances, manufacturers and suppliers of any articles or things capable of being used in connection with electricity, nuclear-physics and all kinds of light, heat, sound and power.

*elec.  
Radio &  
Television*

(B) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for the sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

(C) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.

(D) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or



of the right to participate in profits or assets 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.

(E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

As a separate and independent object to subsidise and otherwise assist any Company which is for the time being the Company's Holding Company, within the meaning of the Companies Act, 1948, and in particular, but without prejudice to the generality of the foregoing, to guarantee support or secure the performance of the obligations of such Holding Company, and the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities or obligations of such Holding Company and for any of the purposes aforesaid to disponent mortgage pledge or charge all or any part of the undertaking, property and assets (present and future) of the Company, including its uncalled capital.

(G) To draw, make, accept, endorse, discount, negotiate, execute, and issue and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.

(H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(i) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(j) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interests or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(k) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

(L) To undertake and transact all kinds of trust and agency business.

(M) To establish competitions, and to offer and grant prizes, rewards and premiums, and to provide for and furnish or secure to any Members or customers of the Company, or to the holders of any coupons or tickets issued by or for the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient, and either gratuitously or otherwise and generally to adopt such means of making known the products of the Company and pushing the sale thereof as may seem expedient.

(N) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its Members, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its Members.

(o) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(P) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.

(Q) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(R) To distribute among the Members of the Company *in specie* any property of the Company.

(S) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(T) To do all such other things as may be calculated to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company. Provided always that nothing herein contained shall empower the Company to do any act in contravention of the Atomic Energy Act, 1946, or any statutory modification or re-enactment thereof or any order made under any such Act and provided also that no telegraph telephone and postal business shall be carried on in the United Kingdom without the licence of the British Government.

4. The liability of the Members is limited.

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

*As a result of various Resolutions passed by the Company from time to time the Capital of the Company as at the 19th June, 1967, had been increased to £3,000,000 divided into 3,000,000 shares of £1 each.*

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NAMES,

JOHN H  
Radle

WILLIA  
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Witness

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
JOHN HASLAM CALVERLEY, 21 Watford Road, Radlett, Herts, Clerk ... ..	One
WILLIAM ERNEST WOOLLON, 3 Pennine Drive, Hendon Way, London, N.W.2., Clerk ... ..	One
Total shares taken	Two

Dated the 19th day of March, 1947.

Witness to the above Signatures—

R. C. P. RICHARDS,  
Queens House,  
Kingsway, W.C.2,  
Clerk.

NO. OF COMPANY 432014

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members  
is kept or of any Change in that place.

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

ENGLISH ELECTRIC VALVE COMPANY LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the  
Companies Act, 1948, that the Register of Members of the Company is kept at

106 Waterhouse Lane, Chelmsford, Essex.

(Signature)

W. G. Leslie

(State whether Director or Secretary)

Secretary

DATED the 22nd day of April, 1969.

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of  
the incorporation of the Company or of the change, as the case may be.

Cat. No. C.F. 103  
JORDAN & SONS, LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4  
Company Registration Agents

Presented by

Document Filer's Reference

4



No. 432014

86  
88  
2  
THE COMPANIES ACT, 1929

&

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES  
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MEMORANDUM

and

ARTICLES OF ASSOCIATION

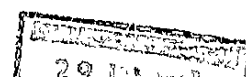
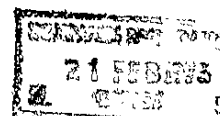
of

ENGLISH ELECTRIC VALVE COMPANY LIMITED

(A Private Company adopting Table "A"  
with modifications)

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Incorporated the 28th day of March, 1947



COPY

No. 432014



## Certificate of Incorporation

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I HEREBY CERTIFY that "ENGLISH ELECTRIC VALVE  
COMPANY LIMITED" is this day Incorporated under the Companies  
Act, 1929, and that the Company is LIMITED.

GIVEN under my hand at London this Twenty-eighth day of  
March, One thousand nine hundred and forty-seven.

P. MARTIN,  
*Registrar of Companies.*

# English Electric Valve Company, Limited

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## Special Resolutions

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at English Electric House, Strand, W.C.2, on Monday, 19th June, 1967, the following Resolutions were duly passed as SPECIAL RESOLUTIONS namely:—

1. THAT the Memorandum of Association of the Company with respect to its objects be altered by the addition of the following new paragraph :

(3(F)bis) As a separate and independent object to subsidise and otherwise assist any Company which is for the time being the Company's Holding Company, within the meaning of the Companies Act, 1948, and in particular, but without prejudice to the generality of the foregoing, to guarantee support or secure the performance of the obligations of such Holding Company, and the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities or obligations of such Holding Company and for any of the purposes aforesaid to dispoise mortgage pledge or charge all or any part of the undertaking, property and assets (present and future) of the Company, including its uncalled capital.

2. THAT notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to charge its undertaking property and assets present and future including uncalled capital or any part thereof, as security for any guarantee of Debenture Stock or other obligation of its Holding Company, The English Electric Company Limited, without restriction or limitation and any such charge as aforesaid may be executed by the Company or by any Attorney or Attorneys appointed by the Directors to act on behalf of the Company and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such charging notwithstanding that he is also a Director of The English Electric Company Limited, or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.

W. G. RADLEY,

*Chairman*

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COMPANY LIMITED BY SHARES

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**Memorandum of Association**

OF

**English Electric Valve Company**  
LIMITED

---

1. The name of the Company is "ENGLISH ELECTRIC VALVE COMPANY LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(A) To carry on the business of electrical, radio, television, radar, mechanical, hydraulic and general engineers and contractors, manufacturers of and dealers in electrical, radio, television, radar, electronic, magnetic, nuclear-physical and galvanic apparatus, machinery and appliances, manufacturers and suppliers of any articles or things capable of being used in connection with electricity, nuclear-physics and all kinds of light, heat, sound and power.

(B) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for the sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

(C) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.

(D) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or

of the right to participate in profits or assets 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.

(E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

As a separate and independent object to subsidise and otherwise assist any Company which is for the time being the Company's Holding Company, within the meaning of the Companies Act, 1948, and in particular, but without prejudice to the generality of the foregoing, to guarantee support or secure the performance of the obligations of such Holding Company, and the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities or obligations of such Holding Company and for any of the purposes aforesaid to dispoise mortgage pledge or charge all or any part of the undertaking, property and assets (present and future) of the Company, including its uncalled capital.

(G) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.

(H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(i) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(j) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interests or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(k) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

(l) To undertake and transact all kinds of trust and agency business.

(m) To establish competitions, and to offer and grant prizes, rewards and premiums, and to provide for and furnish or secure to any Members or customers of the Company, or to the holders of any coupons or tickets issued by or for the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient, and either gratuitously or otherwise and generally to adopt such means of making known the products of the Company and pushing the sale thereof as may seem expedient.

(n) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its Members, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its Members.

(o) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(p) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.

(Q) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(R) To distribute among the Members of the Company *in specie* any property of the Company.

(S) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(T) To do all such other things as may be calculated to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company. Provided always that nothing herein contained shall empower the Company to do any act in contravention of the Atomic Energy Act, 1946, or any statutory modification or re-enactment thereof or any order made under any such Act and provided also that no telegraph telephone and postal business shall be carried on in the United Kingdom without the licence of the British Government.

4. The liability of the Members is limited.

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

*As a result of various Resolutions passed by the Company from time to time the Capital of the Company as at the 19th June, 1967, had been increased to £3,000,000 divided into 3,000,000 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
JOHN HASLAM CALVERLEY, 21 Watford Road, Radlett, Herts, Clerk ... ..	One
WILLIAM ERNEST WOOLLON, 3 Pennine Drive, Hendon Way, London, N.W.2., Clerk ... ..	One
Total shares taken	Two

Dated the 19th day of March, 1947.

Witness to the above Signatures—

R. C. P. RICHARDS,  
Queens House,  
Kingsway, W.C.2,  
Clerk.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

English Electric Valve Company  
LIMITED.

PRELIMINARY.

1. The regulations set out in Table " A " in the First Schedule to the Companies Act, 1929 (hereinafter referred to as Table " A "), shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table " A " shall apply to the construction of these Articles.

2. Clauses 19, 42, 45, 50, 54, 64, 65, 66, 68, 69, 72, 80, 82, 92, 101, 103, 104, 105, 106, and 107 of Table " A " shall not apply to the Company.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures 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 that employment and have continued after the determination of that employment to be, Members of the Company shall be limited 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 provision be treated as a single Member ; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES.

4. The Share Capital of the Company is £3,000,000 divided into three million shares of one pound each.

5. The lien given by Clause 7 of Table " A " shall extend to every share in the capital of the Company whether fully paid or not.

6. Subject to the provisions of Clause 35 of Table " A " the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

REGISTERED IN THE  
COMPANY REGISTRY  
LONDON

REGISTERED IN THE  
COMPANY REGISTRY  
LONDON

7. The Company may exercise the powers of paying commissions referred to in Section 43 of the Act.

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

#### TRANSFER OF SHARES.

9. The Directors may decline to register any transfer of shares to a person of whom they do not approve, and may also decline to register any transfer of shares on which the Company has a lien. 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) a fee not exceeding two shillings and sixpence 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.

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.

#### PROCEEDINGS AT GENERAL MEETINGS.

10. Subject to the provisions of Section 117 (2) of the Act, relating to special resolutions, seven days' notice at the least, exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given, specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner hereinafter provided or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the Members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those Members may think fit.

11. No business shall be transacted at any General Meeting of the Company unless a quorum of Members is present at the time when the meeting proceeds to business. For the purposes of this Article a quorum shall consist of not less than two Members present in person or by proxy.

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 any Member present in person or by proxy and entitled to vote, 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 of the fact 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 shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder. On a poll a Member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

#### DIRECTORS.

14. The number of Directors shall not be less than two nor more than ten. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association.

15. The Directors shall not be required to hold any shares in the capital of the Company to qualify them for office.

16. The remuneration of the Directors shall be determined from time to time by the Company in General Meeting. The Company in General Meeting may also vote extra remuneration to the Board or any Member of the Board either for one year or any longer or shorter period. The Directors may repay to any Director all such reasonable expenses as he may incur in attending Meetings of the Board or General Meetings, or which he may otherwise incur in or about the business of the Company.

#### EXECUTIVE DIRECTORS.

17. (A) The Directors may from time to time appoint one or more of their body to be Chairman of the Board or to be holder of an executive office on such terms and (subject as herein mentioned) for such period as they think fit.

(B) A Director so appointed to an executive office shall not, while holding that office, be subject to retirement by rotation or taken into account in determining the rotation in which Directors retire. His appointment shall be subject to determination if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

18. A Director holding the office of Chairman or any executive office shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

19. The Directors may entrust to and confer upon the Chairman and upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

POWERS AND DUTIES OF DIRECTORS

20. (1) The Directors may establish, maintain or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and maintaining, and make contributions out of the Company's moneys to, any schemes or funds for providing pensions, sickness or compassionate allowances, life assurances or other benefits for employees (which expression as used in this and the following sub-paragraph shall include a Managing Director and a Director whose functions are substantially those of an employee but not any other Director) and ex-employees of the Company and their dependants or any class or classes of such persons.

(ii) The Directors may pay, enter into agreement to pay, or make grants of, pensions or other benefits, revocable or irrevocable, and either subject or not subject to any terms or conditions, to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund as is mentioned in the last preceding sub-paragraph. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after his actual retirement.

21. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayments thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

DISQUALIFICATION OF DIRECTORS.

22. The office of a Director shall be vacated :—

(A) If he become bankrupt.

(B) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.

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(c) If he be found lunatic or become of unsound mind.

(d) If (not being an Executive Director holding office for a fixed term) by notice in writing to the Company he resign the office of Director.

(e) If he shall absent himself from the Board Meetings continuously for six months without the consent of the Board of Directors, and the Directors resolve that his office be vacated.

(f) If he be requested in writing by all his co-Directors to resign.

23. The Company may by ordinary resolution remove any Director before the expiration of his period of office (but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company), and may by like resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

24. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

25. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement and may be taken into account in determining whether a quorum is present at any meeting at which such contract or arrangement is considered.

#### PROCEEDINGS OF DIRECTORS.

26. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution of the Board of Directors.

27. The quorum necessary for the transaction of the business of the Directors shall be two.

#### ALTERNATE DIRECTORS.

28. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company.

29. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting, at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor.

30. An alternate Director shall cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation, but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to Article 28 which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired.

31. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

#### DIVIDENDS.

32. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

#### CAPITALISATION OF PROFITS.

33. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares (including profits carried and standing to any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the Members who would have been entitled to receive the same had such profits been applied in paying dividends instead of being capitalised and in the proportions in which in that event they would have been entitled to receive the same and to apply such profits on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares debentures or securities held by such Members respectively or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted

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and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other.

34. 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, debentures or securities (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, debentures, or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company, providing for the allotment to them respectively credited as fully paid up, of any further shares 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.

#### INDEMNITY.

35. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### NOTICES.

36. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members. In respect of joint holdings all notices shall be given to that one of the joint holders whose name stands first in the register of Members, and notice so given shall be sufficient notice to all the joint holders.

37. Any Member described in the register of Members by an address not within the United Kingdom who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a registered Member described in the register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

38. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

39. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder.



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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JOHN HASLAM CALVERLEY, 21, Watford Road, Radlett,  
Herts, Clerk.

WILLIAM ERNEST WOOLLON, 3, Pennine Drive, Hendon Way,  
London, N.W.2, Clerk.

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Dated this 19th day of March, 1947.

Witness to the above Signatures—

R. C. P. RICHARDS,  
Queens House,  
Kingsway, W.C.2,  
Clerk.

# ANE JACKSON & WALTON

CHARTERED ACCOUNTANTS

432014 / 99

J. O. ELPHICK D. L. GREENWOOD P. S. GILL

R. DAVSON D. J. HAY E. D. COX

P. G. SUMMERFIELD K. B. BUCHANAN J. G. H. STUCKEY

R. M. GARRICK J. K. SEGLIAS A. J. GROVES

55-59, SAFFRON HILL · LONDON EC1N 8RN

ASSOCIATED FIRMS IN EPPING, HARTLEPOOL, LEEDS & LIVERPOOL

TELEPHONE: 01-242 0601

YOUR REF: S2512/NGB

OUR REF: DLG/MT

The Secretary,  
English Electric Valve Co. Limited,  
Chelmsford,  
Essex.  
CML 2QU

4th October, 1978.

Dear Sir,

## RESIGNATION OF AUDITORS

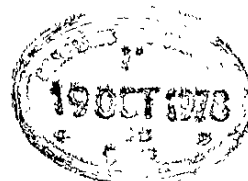
We thank you for your letter of 2nd October last addressed to Mr. Greenwood. We note that consequent upon re-organisation within the G.E.C. Group your Head Office wish us to resign as the Company's Auditors. This position has been explained by Mr. B.E. Davey to our Senior Partner, Mr. Elphick.

Accordingly we now submit our resignation of the office of Auditors to the Company.

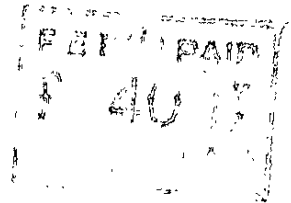
In accordance with Section 16(2) (a) we formally state that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully,

*Jane Jackson & Walton*



Company Number 432014



THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ENGLISH ELECTRIC VALVE COMPANY LIMITED

DATED 8TH JULY 1988

At an Extraordinary General Meeting of the Company duly convened and held on 8th July 1988 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to 'EEV LIMITED' and that Clause 1 of the Company's Memorandum of Association be altered accordingly.

*h. J. Hance*  
CHAIRMAN

*4040/80x2*  
*082063*



No. 432014

ENGLISH ELECTRIC VALVE COMPANY LIMITED

EEV LIMITED



an authorised officer