

Number of
Company

434896

[Form No. 41.]

"THE COMPANIES ACT, 1929."

REGISTERED

10 MAY 1937



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

Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

He pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

ADELPHI MANUFACTURING COMPANY,

LIMITED.

40-82135

Telegrams: "Certificate, Estrand, London."

Telephone No.: Holborn 0434

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C.2.

Printed by Laurence Moore & Company,
14 Pall Mall, London, S.W.1.

I

Richard Sherwin Gothard.

of 8 Adam Street, London, W.C.2.

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

Do solemnly and sincerely Declare that I am* a person named in the
Articles of Association as a Director of

22B

ADELPHI MANUFACTURING 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

12 Whitehall
London

the

second day of May

One thousand nine hundred and

forty seven

before me,

John L. L. L.
A Commissioner for Oaths. †

† or Notary Public or Justice of the Peace.

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

Number of
Certificate

434896

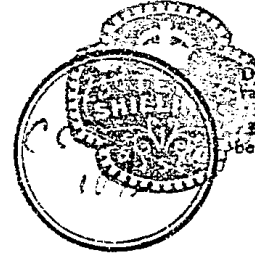
2

[Form No. 25.]

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

REGISTERED
10 MAY 1937

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
in every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

ADELPHI MANUFACTURING COMPANY

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

42-86118

Telegrams: "CERTIFICATE, ESTRAND LONDON."

Telephone No. 1 HOLBORN 0434.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2

and 13 BROAD STREET PLACE, E.C. 2.

Presented by

Laurence Meore & Company,
14 Pall Mall,
London, S.W. 1.

THE NOMINAL CAPITAL

OF

ADELPHI MANUFACTURING COMPANY, LIMITED,
is One Hundred (£100). Pounds,
divided into One Hundred (100) Shares
of One Pound (£1.) each.

Signature

Description	Director.
-------------	-----------

Dated the 2nd day

of M A Y 19 47.

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

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

434896



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

REGISTERED

10 MAY 19

Memorandum of Association

- of -

ADELPHI MANUFACTURING COMPANY, LIMITED.

1. The Name of the Company is "ADELPHI MANUFACTURING 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 in all parts of the world either as Manufacturers Merchants, Agents Factors, Designers, Fitters, Maintainers, Letters on Hire or Repairers the businesses of General Engineers, Constructional Engineers, Mechanical Engineers, Motor Engineers and Agents, Marine Engineers, Aeronautical Engineers, Electrical and Radio Engineers, Oil Fuel Engineers, Ironmasters, Ironfounders, Ironworkers, Steelmakers, Blast Furnace Proprietors, Brassfounders, Metal Makers, Refiners and Workers, Sheet Metal Workers, Metal Stampers, Die Casters, Turners, Die Sinkers, Copper-smiths, Tinsmiths, Ore Importers and Workers, Sandblast Workers, Gunsmiths, Armourers, Millwrights, Mill-furnishers, Wheelwrights, Gear Cutters, Cement and Asbestos Manufacturers, Wood and Timber Merchants, Joiners, Woodworkers, Brick and Tile Manufacturers, Galvanisers, Machinists, Japanners, Annealers, Welders, Enamellers, Electro and Chromium Platers, Polishers, Painters, Warehousemen, Storage Contractors, Garage

27/10

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Proprietors, Oil Merchants and Contractors generally.

- (B) To carry on all or any of the businesses of Manufacturers and Repairers of, and Dealers in Machines and Machinery generally, Machine and other Tools, Springs, Forgings, Castings, Plates, Tanks, Boilers, Engines, Stoves, Screws, Nails, Presses, Implements, Gears, Guns, Rifles, Ammunition, Arms and Weapons, Motor Cars, Motor Lorries, Omnibuses, Coaches, Trams, Locomotives, Railway Carriages, Trucks and other vehicles, Ships, Boats, Aeroplanes, Seaplanes and other Aircraft, Metal goods of every description, Ironmongery, Hardware and Wireless goods.
- (C) To carry on all or any of the businesses of Designers, Manufacturers, Factors, Fitters, Maintainers, Repairers, Hirers, Letters on Hire, and Merchants of, Agents for and Dealers in all types of electrical and mechanical time recording equipment, and of, for and in Scientific Instruments, Apparatus and Appliances of all kinds and Electrical, Radio, Sound, Electronic, and Television Apparatus, Appliances, Accessories, Materials, Equipment and Supplies of every description, and all Machinery, Plant, Tools, Spare Parts, Stores, Conveniences and Things required in connection therewith, Consulting Wireless Experts, Wireless Service Agents, Proprietors of Battery Service and Charging and Depots, Electric Arc, Oxy-Acetylene and General Welders and Metal Fusers and Manufacturers of and Dealers in Welding Appliances and Apparatus of all kinds, Manufacturers, Repairers, and Agents for the Sale of and Dealers in Household and Domestic and Shop and Office Fittings, and of and in Gramophones and Musical and Mechanical Instruments and Records of all descriptions and Musical Accessories, Music Publishers and Printers, Box Office Keepers, Manufacturers, Merchants, and Repairers of, Agents for, and Dealers in Cycles, Motor Cycles, Motor Cars and other Vehicles of every description and of, for and in Engines Apparatus, Implements, Tools, Accessories, Components, Parts, Tyres, Fittings, Furnishings, Oils, Fuels, Lubricants, and Supplies of all kinds used or required in connection therewith or relating thereto, Dealers in Toys, Games and Sports Equipment and Requisites, Jewellery, Cutlery, and Fancy Goods and Novelties of all kinds, Commission and General Agents, Factors, Brokers, and

Warehousemen, and General Merchants; and Traders; and generally to purchase, buy, sell, import, export, lease, and deal in plate, metals, articles and things of value capable of being used for any of the above-mentioned purposes or any of them, and to acquire by custom or otherwise, and having dealings with the Company.

- (D) To carry on any other business (whether manufacturing or otherwise) which may appear to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (E) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or water-courses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (G) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money

in experimenting upon and testing and in improving or seeking to improve any patents inventions, or rights which the Company may acquire or propose to acquire.

- (H) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (I) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (J) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (K) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge,

or lien upon the whole of any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (M) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (R) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where

6

the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children, or other relatives or dependents.

- (S) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (T) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (U) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4 The Liability of the Members is Limited.

5 The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS.

Number of
Shares taken
by each
Subscriber.

Richard S. Gothard

RICHARD SHERWIN GOTHARD

8. ADAM ST. LONDON W.C.2

ONE

CONSULTING ENGINEER

M. H. Malleod

MARGARET HERMIONE MALLEOD

58 WELBECK STREET LONDON W-1

ONE

SECRETARY

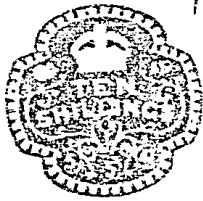
Dated this SECOND day of MAY 1947.

Witness to the above Signatures -

Lamorne Moore
14. FILL MALL. LONDON. S.W.1

CHARTERED ACCOUNTANT.

434896



THE COMPANIES ACT, 1929.

CR 57-
Sun 10/1

COMPANY LIMITED BY SHARES.



Articles of Association

- of -

ADELPHI MANUFACTURING COMPANY, LIMITED.

PRELIMINARY

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

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

- (A) The Company restricts the right to transfer its Shares, both present and future.
- (B) The Company limits the number of its Members (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), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (C) The Company prohibits any invitation to

the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.

- (D) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

INTERPRETATION OF ARTICLES

3. In these Articles unless the context otherwise requires :-

"Articles" means Articles of Association of the Company as originally framed or as altered by Special Resolution.

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

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

"Month" means calendar month.

"Writing" includes typewriting, printing, and lithography.

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

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

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

ALTERATION OF ARTICLES

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

SHARES

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

COMMISSION

6. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions whether absolute or conditional, for any Shares in the Company a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

LIEN ON SHARES

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

CALLS ON SHARES

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

TRANSFER AND TRANSMISSION OF SHARES

9. (a) Shares may be transferred by a Member, or other person entitled to transfer, to any other Member, but no Shares shall be transferred to a person who is not a Member so long as any Member may be willing to purchase such Shares at a fair value to be ascertained in accordance with Sub-Article (b) hereof.
- (b) Except where the transfer is made pursuant to Sub-Article (a) hereof, any Member who desires to sell or transfer his Shares, or any of them, shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors

of the transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz :- The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval, in order to prevent disputes arising, the fair value shall be the Auditor's valuation of the current worth of the Shares to be made by him in writing at the request of the Directors.

- (c) When the fair value of the said Shares has been fixed under the provisions of Sub-Article (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number, of such Shares. At the expiration of such fourteen days the Directors shall allocate such Shares to or among the Member or Members who shall have given notice to purchase the same, and (if more than one) as far as may be pro rata according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not allocate more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares, and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are two or more purchasing Members, the selling

Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the Registered Office of the Company.

- (d) For the purpose of giving effect to any sale pursuant to the foregoing provisions the Directors may authorise some person to execute a transfer of the Shares so sold to the purchaser thereof.
- (e) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.
- (f) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

FORM AND EFFECT OF TRANSFER

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

11. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

FORFEITURE OF SHARES

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

ALTERATION OF CAPITAL

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

GENERAL MEETINGS

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

NOTICE OF GENERAL MEETINGS

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

PROCEEDINGS AT GENERAL MEETINGS

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

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

RESOLUTIONS AT GENERAL MEETINGS

18. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

DEMAND OF A POLL

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

VOTES OF MEMBERS

20. Articles 54 to 62 inclusive of Table A shall apply, except that Article 59 of Table A shall be varied by omitting the final sentence thereof and by substituting therefor the following sentence :-

"No person (other than a Solicitor or a practising

Accountant) shall be appointed a proxy who is not a member of the Company and qualified to vote".

CORPORATIONS ACTING BY REPRESENTATIVES

21. Article 63 of Table A shall apply.

DIRECTORS

22. (a) The number of the Directors of the Company shall not be more than 7, but need not exceed one.

(b) The first Director of the Company shall be Richard Sherwin Gothard.

DIRECTORS QUALIFICATION AND REMUNERATION

23. (a) The qualification of a Director shall be the holding of at least one share in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two months after his appointment.

(b) The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

(c) The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

POWERS AND DUTIES OF DIRECTORS

24. Articles 67, 68 and 70 of Table A shall apply.

BORROWING BY DIRECTORS

25. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by the issue of Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

THE SEAL

26. Article 71 of Table A shall apply.

DISQUALIFICATION OF DIRECTORS

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

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

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

29. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. A Director so interested, concerned or participating or entitled so to participate who has duly declared the nature of his interest in accordance with the provisions of this Article, shall be entitled to vote in respect of any such contract or arrangement.

ROTATION OF DIRECTORS

30. Articles 75 to 80, inclusive, of Table A shall apply.

PROCEEDINGS OF DIRECTORS

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

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

33. Articles 81, and 83 to 86, inclusive, of Table A shall also apply.

DIVIDENDS AND RESERVE

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

ACCOUNTS

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

36. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors Report shall not less than seven days before the date of the Meeting be kept at the Registered Office of the Company for inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

AUDIT

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

NOTICES

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

39. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice

served on him.

WINDING UP

40. Subject to the rights of the Holders of Shares (if any) issued upon special conditions, in a winding up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding up, shall be applied in paying back to the Members of the Company the amount of their paid up Capital and subject thereto shall be distributed among the Members in proportion to the number of Shares held by them respectively; and if the assets shall be insufficient to repay the paid up Capital in full the loss shall be borne by the Members in proportion to the Capital paid up, or which ought to have been paid up, at the commencement of the winding up on the Shares held by them respectively.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Richard S. Gotthard
RICHARD SHERWIN GOTTHARD
8 ADAM ST. LONDON W.C.2
CONSULTING ENGINEER

M. H. Macleod

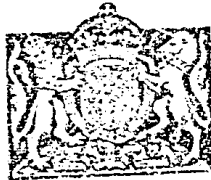
MARGARET HERMIONE MACLEOD
58 WELBECK ST LONDON. W.1
SECRETARY.

Dated this SECOND day of MAY 1947.
Witness to the above Signatures -

Janet Macleod
14. PALL MALL. LONDON S.W.1
CHARTERED ACCOUNTANT

DUPLICATE FOR THE FILE

No. 434896



Certificate of Incorporation

I Hereby Certify, That

ADELPHI MANUFACTURING COMPANY, LIMITED

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

Given under my hand at London this **Tenth** day of **May** One Thousand Nine Hundred and **Forty-seven.**

F. S. Tedinrich.
Assistant Registrar of Companies.

Certificate
received by

Post

Date

12 MAY 1947