

NO. OF COMPANY 469269 / 1

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements the Companies Act, 1948, on application for Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF
COMPANY

ARSTRIBALD JOHNSTON (ENGINEERS) LIMITED.

No. C.F. 41.

S 1089 (b)

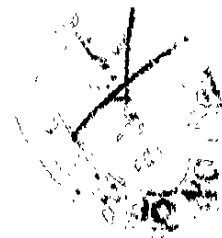
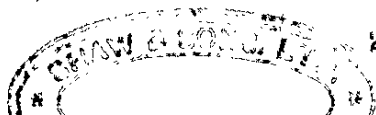
SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

represented by

Messrs. J. W. Nelson & Co.,

2, Bond Place,



I, ARCHIBALD JOHNSTONE

of "Heslars" Wayside Gardens, Seacroft, Lincen in

the County of York,

DO solemnly and sincerely declare that I am ~~(a) [a Solicitor of the Supreme Court engaged in the formation]~~ [a person named in the Articles of Association as a Director/~~Secretary~~]

of

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED,

And that all the requirements of the Companies Act, 1948, 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 Leeds in the County of
York

the 20th day of May

One thousand nine hundred and forty nine.

before me,

[Signature]
A Commissioner for Oaths (b)

[Signature]

NOTE.

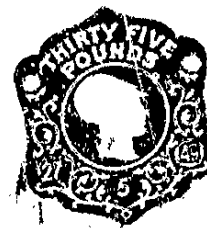
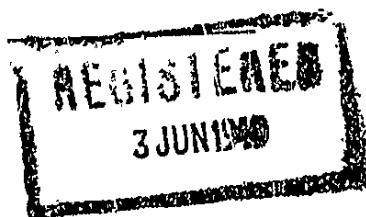
Section 15 of The Companies Act, 1948.

15 —(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.

THE COMPANIES ACT, 1948.



Statement of the Nominal Capital

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

NAME OF
COMPANY

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED.

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

AT. No. C.A.24.

S1087 (a)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

Houses of Parliament Nelson & Co.,



London Place,

Leeds.




The Nominal Share Capital

of the

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED,

Preference
is £7,500., divided into 4,500. shares of £1.

each. and 5,000 Ordinary Shares of £1. each.

Signature 

Description Director.

Date 20th May, 1949.

This margin to be reserved for binding.



409209/3
1.

THE COMPANIES ACT 1908.
REGISTERED
3 JUN 1910
COMPANY LIMITED BY SHARES.
MEMORANDUM OF ASSOCIATION



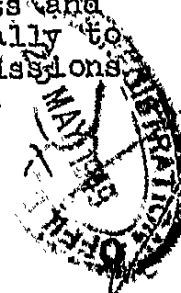
of
ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED

1. The name of the Company is "ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-

(1) (a) To carry on business as combustion, heating and ventilating engineers, motor engineers, electrical engineers, mechanical engineers, general engineers, sanitary engineers, wireless engineers, constructional engineers, civil engineers, metal and alloy makers, refiners and workers, iron-masters, ironfounders, ironworkers, steelmakers, brassfounders, sheet metal workers, galvanisers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, builders, public works contractors, plumbers, glaziers, painters, decorators, carpenters, joiners, woodworkers, property repairers, carriers and haulage contractors, warehousemen, wharfingers, coal, coke and fuel merchants, iron-mongers, hardware dealers and general store-keepers.

(b) To carry on business as manufacturers of, and dealers in, combustion and other engines and appliances, machines and machinery generally, machine and other tools, boilers, stoves, engines, fans, super preheaters, dust collectors, sanitary ware, plant, appliances and fittings, bricks, tiles, pipes, earthenware, china, pottery, glass, ranges, cooking, heating, ventilating and temperature control plant, apparatus and instruments, metal goods of every description, iron-mongery, hardware, domestic appliances, fittings and utensils, and builders' and decorators' materials and requisites of all kinds.

(c) To carry on business as engineers' agents and merchants, commission agents, and generally to undertake and execute agencies and commissions of any kind.



- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bill of exchange, promissory notes

or other negotiable instruments.

- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions or secret processes which may be useful for the Company's objects, and to grant licenses to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition, or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £7,500 divided into 4,500 Preference Shares of £1 each and 3,000 Ordinary Shares of £1 each. Such Preference Shares shall confer a right to a fixed Cumulative Preferential Dividend of 4 per cent. per annum and also a Capital Preference in winding-up, but these rights may be modified in the manner mentioned in Regulation 4 of Part I of Table A in the First Schedule to the Companies Act, 1948.

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.	No. of Shares taken by each Subscriber.
<p><i>Archibald Johnston.</i> <i>"Rossburn", Wayside Gardens,</i> <i>Scarcroft. Thorne W. Leeds,</i> <i>Engineer.</i></p> <p><i>Marion Johnston.</i> <i>"Rossburn", Wayside Gardens,</i> <i>Scarcroft. Thorne W. Leeds.</i> <i>Housewife</i></p>	<p>ONE</p> <p>ONE</p>
TOTAL SHARES TAKEN	Two

Dated this 20th day of May 1949

Witness to the above Signatures:-

C. W. Nelson (C. W. NELSON)
Johnston



403603 / T
6.



THE COMPANIES ACT 1948.

REGISTERED

3 JUN 1949

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED.

PRELIMINARY AND INTERPRETATION.

1. The following shall be the Articles of the Company. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

2. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"Table A" means Part I of Table A of the First Schedule to the Act;



"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

3. The Company is a private company within the meaning of the Act, and accordingly:-

- (a) The right to transfer Shares is restricted in the manner hereinafter prescribed:
- (b) The number of members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;
- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise.

(d) The Company shall not have the power to issue Share Warrants to bearer;

(e) The Company shall be an exempt Private Company within the meaning of Section 129 (4) of the Act, and the Directors shall ensure that all the provisions of the Act and of the Seventh Schedule thereto shall be at all times observed, so that the Company shall always remain an exempt Private Company; and in particular no Shares or Debentures of the Company shall be held by any body corporate, and no person other than the holder of the Shares or Debentures of the Company shall have any interest in the said Shares or Debentures, unless the holding of the said Shares or Debentures by a body corporate, or the interest in the said Shares or Debentures by a person other than the holder of the said Shares or Debentures shall fall within the exceptions to the basic conditions as stated in the said Seventh Schedule. All the other clauses of the Articles shall apply and be construed so as to be subject to the provisions of this Clause.

ALTERATION OF ARTICLES.

4. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the 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. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

6. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

7. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

8. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

9. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Share. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

10. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make,

in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

11. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 10 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said 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 the said Shares.

12. If at the expiration of the fourteen days referred to in Clause 11 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the

purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

13. Notwithstanding anything in Clause 12 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

14. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 9 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 12 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 16 (a) of the Articles and of Regulation 25 of Table A.

15. Nothing contained in the provisions of Clauses 9 to 14 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

16. (a) The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES.

17. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

18. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

19. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS.

20. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

21. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

22. (a) 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 herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

23. (a) Subject as hereinafter provided and to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands, every member present in person shall have one vote and on a poll every member shall have one vote for each share of which he is the holder, provided that the holders of preference shares shall have no right to receive notice of, or to attend or vote, either in person or by proxy at any general meeting by virtue of their holdings of such preference shares, unless a resolution is proposed directly and adversely affecting the special rights or privileges attached to the said preference shares or any of them.

(b) Regulations 63 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS.

24. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

25. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at

General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS.

26. (a) The number of the Directors of the Company shall be the number fixed from time to time by the Company in General Meeting but need not exceed one. The first Director of the Company shall be Archibald Johnstone of "Rosslare" Wayside Gardens, Scarcroft Thorner in the County of York Engineer. If and so long as there is a sole Director he shall have authority to exercise all the powers, authority and discretions by the Articles expressed to be vested in the Directors, and the Articles shall be interpreted as modified accordingly.

(b) Subject to the provisions of Section 184 of the Act and of Clause 30A of the Articles, the said Archibald Johnstone shall be styled "Governing Director" and shall hold office until he dies, resigns or ceases to hold 500 shares in the Company, and may at any time convene a General Meeting of the Company, and while he holds office as such Governing Director all powers, authorities and discretions vested in the Directors by the Companies Act, 1948, or these Articles shall be vested in him alone and all other Directors for the time being of the Company shall exercise such powers only as he may delegate to them and they shall be bound to conform to his directions in regard to the Company's business.

(c) Subject to the provisions of Section 204 of the Companies Act, 1948, the said Archibald Johnstone so long as he continues to hold office as Governing Director may, from time to time and at any time, appoint other persons to be Directors or Governing Directors of the Company, and define, limit and restrict their powers and fix their remuneration and duties, and may at any time without any notice remove any Director from office. Every such appointment or removal shall be in writing under the hand of the said Archibald Johnstone and if a Director at the time of his death, he may make such appointment by his Will or any Codicil thereto, and confer on any person so appointed all the powers which are conferred on him by these Articles as Governing Director, including the same power of appointing a new Governing Director by writing or by Will.

(d) So long as the said Archibald Johnstone (or any other person appointed by him as Governing Director) shall continue to hold the office of Governing Director, the provisions of these Articles hereinafter contained as to appointment, rotation and removal of Directors shall be in abeyance, but so soon as the said Archibald Johnstone and any such person as aforesaid (if any), shall cease to hold the office of Governing Director, the Company in General Meeting shall appoint Directors to whom the provisions as to the matters aforesaid of these Articles hereinafter contained shall apply.

(e) The qualification of a Director shall be the holding as beneficial owner of at least 50 Shares of 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.

(f) Regulations 76 and 78 of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

27. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

28. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not, the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

29. (a) A director may vote and be counted in the quorum at any meeting of the directors in respect of any contract or proposed contract or arrangement with the Company whether or not such director is directly or indirectly interested in any such contract or proposed contract.

(b) Regulations 80 to 83, inclusive, Sections (1), (3), (4) and (5) of Regulation 84, and Regulations 85 to 87, inclusive, of Table A shall apply.

DISQUALIFICATION OF DIRECTORS.

30A. The office of Director shall be vacated if the Director:-

(a) Ceases to be a Director by virtue of Section 182 of the Act; or

- (b) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence, other than an offence under the Road Traffic Acts; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

30B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS.

31. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

32. (a) The quorum necessary for the transaction of business at a Meeting of the Directors shall (until otherwise determined by the Company in General Meeting) be one, and one Director present alone at a duly convened Meeting of the Board of Directors may act and pass resolutions, and such acts and resolutions shall be as valid as if they had been performed or passed by a majority of the Directors present at a Meeting of the Directors attended by more than one Director.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS.

33. The Directors may from time to time mortgage any part of the property of the Company, including its uncalled Capital, and may issue Bonds, Debentures, Debenture Stock or other securities, either specifically charged upon the property and assets of the Company or not so charged, for such amounts and to such extent as the Directors may from time to time determine.

MANAGING DIRECTOR.

34. Regulations 107 to 109, inclusive, of Table A shall apply.

SECRETARY.

35. Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL.

36. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE.

37. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

38. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

39. Regulations 128 and 129 of Table A shall apply.

AUDIT.

40. Regulation 130 of Table A shall apply.

NOTICES.

41. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

42. Regulation 135 of Table A shall apply.

INDEMNITY.

43. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Archibald Johnston.
"Roshare" Wayside Gardens,
Scarscroft. Thorne, nr. Leeds.
Engineer.

Marian Johnston.
"Roshare" Wayside Gardens,
Scarscroft. Thorne. M^r-Leeds.
Housewife.

Dated this 20th day of May 1949

Witness to the above Signatures:-

C. G. Nelson
Solicitor
Leeds

DUPLICATE FOR THE FILE.

No. 469269



Certificate of Incorporation

I Hereby Certify, That

ARCHIBALD JOHNSONS (ENGINEERS) LIMITED

is this day Incorporated under the Companies Act, 1948
and that the Company is Limited.

Given under my hand at London this Third day of
June One Thousand Nine Hundred and Forty-nine.

R. Godd
Registrar of Companies.

Certificate
received by

Attokale for Shaw Sons Ltd: B. B. & C.

Date 17-6-49



Special Resolution

of

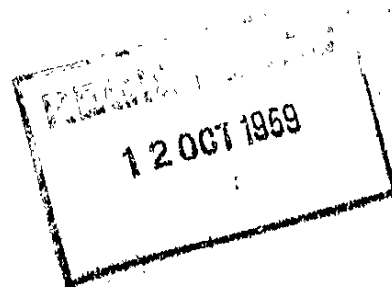
ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED

PASSED ON THE 28th DAY OF SEPTEMBER, 1959

At an Extraordinary General Meeting of the Members of the above-named Company held at Number 5 St. Paul's Street, in the City of Leeds on the 28th day of September 1959, the following Special Resolution was duly passed:—

"That the Share Capital of the Company be and is hereby increased from £7,500 divided into 4,500 Preference Shares of £1. each and 3,000 Ordinary Shares of £1. each to £100,000 by the creation of 92,500 additional Ordinary Shares of £1. each ranking pari passu as one class of Shares with the existing 3,000 Ordinary Shares of £1. each"

Archibald Johnstone
Chairman



C958

THE COMPANIES ACT, 1948.



Notice of Increase in Nominal Capital

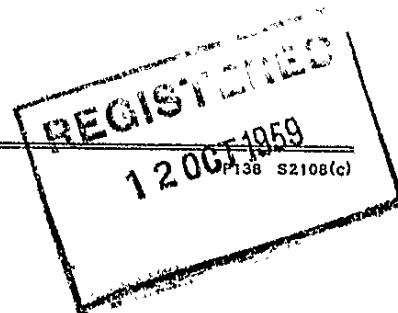
Pursuant to Section 63.



NAME OF
COMPANY.....ARCHIBALD JOHNSTONE (ENGINEERS).....

LIMITED.

TAT. No. C.F. 10.



SHAW & SONS
LIMITED.

Law Stationers and Company Registration Agents

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

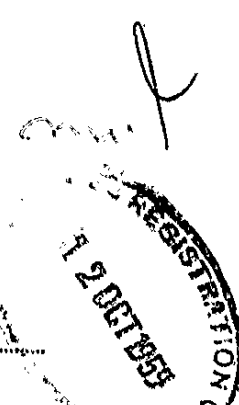
Presented by

MESSRS. C.W. NELSON & CO.

SOLICITORS

5 ST. PAUL'S STREET

LEEDS. 1.



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ARCHIBALD JOHNSTONE (ENGINEERS)

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Special Resolution of the Company dated the 28th day of September 1959 the nominal Capital of the Company has been increased by the addition thereto of the sum of £92,500 beyond the registered Capital of £7,500

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
92,500	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 :—

That the Share Capital of the Company be and is hereby increased from £7,500 divided into 4,500 Preference Shares of £1. each and 3,000 Ordinary Shares of £1. each to £100,000 by the creation of 92,500 additional Ordinary Shares of £1. each ranking pari passu as one class of Shares with the existing 3,000 Ordinary Shares of £1. each

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

(Signature)

Archibald Johnstone
Director

(State whether Director, or Secretary)

Dated the 7th day of October 1959

(A "Ordinary," "Extraordinary" or "Special.")

This margin to be reserved for binding.

NO. OF COMPANY 469269 31

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

NAME OF COMPANY ARCHIBALD JOHNSTONE (ENGINEERS)

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.

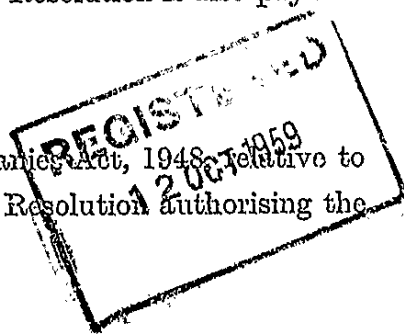
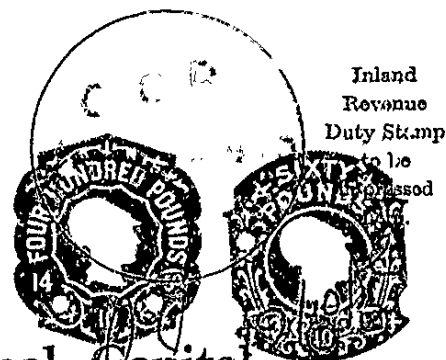
JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

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

Law & Attorneys and Company Registration Agents.

Presented for registration by

MESSRS. C.W. NELSON & CO.



CA 60
81223 (S) L



The Nominal Capital

OF

ARCHIBALD JOHNSTONE (ENGINEERS)

LIMITED,

has by a Resolution of the Company dated the Twentyeighth day
of September, 1959, been increased by the addition thereto of
the sum of 92,500 Pounds,
divided into 92,500 Shares
of £1. each,
beyond the Registered Capital of £7,500

*Signature

Description

Date 7th October 1959

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

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

THE COMPANIES ACT 1948

Special Resolutions

of

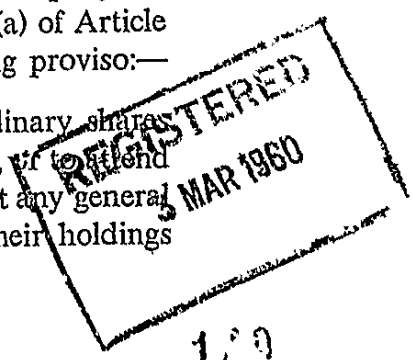
ARCHIBALD JOHNSTONE (Engineers) LTD.

PASSED THE 23rd DAY OF FEBRUARY 1960

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at 5 St. Paul's Street in the City of Leeds on the 23rd day of February 1960, the following Special Resolutions were passed:—

1. That the 4,500 Preference Shares of £1 each and the 95,500 Ordinary Shares of £1 each of the Company be converted into "A" Ordinary Shares of £1 each.
2. That 20,000 of the unissued "A" Ordinary Shares of £1 each be converted into 20,000 "B" Ordinary Shares of £1 each.
3. That the said 20,000 "B" Ordinary Shares of £1 each shall not confer on the holders thereof any right to receive notice of or to attend or to vote at any General Meeting of the Company, but save as aforesaid, the said 20,000 "B" Ordinary Shares and the 80,000 "A" Ordinary Shares of £1 each in the Capital of the Company shall rank pari passu in all respects according to the amounts paid up or credited as paid up on the said Shares respectively.
4. That the Articles of Association of the Company be altered by deleting the proviso to paragraph (a) of Article 23 and by substituting therefor the following proviso:—

"provided that the holders of "B" Ordinary Shares shall have no right to receive notice of, or to attend or vote, either in person or by proxy at any general meeting by virtue or in respect of their holdings of such "B" Ordinary Shares.



Archibald Johnstone
Chairman.

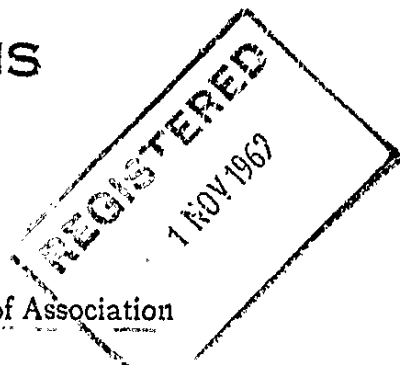


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ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED

SPECIAL RESOLUTIONS

Passed the 30th October, 1962.



1. That paragraph (e) of Article 3 of the Articles of Association of the Company be deleted

2. That the words "personally present" be deleted from Article 22 and the words "present personally or by proxy" be substituted therefor

3. That Article 26 of the Articles of Association of the Company be deleted and that the following new Article be substituted therefor :-

"26(a) Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than six

(b) A Director shall not be required to hold any share by way of qualification but nevertheless shall be entitled to attend and speak at any General Meeting, or at any Meeting of any class of Members of the Company

(c) Regulations 76 and 78 of Table "A" shall apply "

4. That Article 32 of the Articles of Association of the Company be deleted and that the following new Article be substituted therefor :-

"32. Regulations 98 to 106 inclusive of Table "A" shall apply"


CHAIRMAN

Handwritten notes:
4. Initials
not known
Handwritten initials

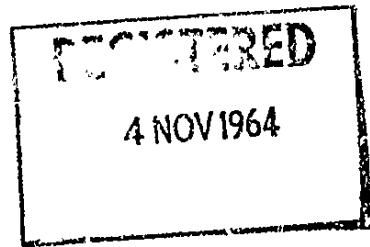
222



Special Resolution

OF

ARCHIBALD JOHNSTONE (ENGINEERS)
LIMITED



(Passed on the 3rd November, 1964.)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Ninelands Lane, Garforth, near Leeds, on ~~Tue~~ day, the 3rd day of November, 1964, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT the Articles of Association contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.


Chairman.



COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

ARCHIBALD JOHNSTONE (ENGINEERS)
LIMITED

(Adopted by Special Resolution passed on the 3rd November, 1964.)

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall constitute the regulations of the Company.

2. Regulations 24, 75, 77, 78, 84, 87 and 89 to 97 (inclusive) of Table A shall not apply to the Company.

3. The Company is a private company and accordingly:—

(a) The Directors may, without assigning any reason, decline to register any transfer of shares.

(b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one

or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

4. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A, and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Regulation 54 of Table A.

5. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

6. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall be not less than two nor more than ten.

7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

8. A member or members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

9. The proviso to Regulation 79 of Table A shall not apply to the Company.

10. The Directors may establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the

employment or service of the Company or of any other company which is a subsidiary of the Company, which is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid: Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family, or dependants of any such person.

11. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall arrange.

12. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

13. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract, matter or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, matter or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract, matter or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract, matter or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract, matter or arrangement after it is made or arises at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

14. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested.

15. The share capital of the Company at the date of the adoption of these Articles is £100,000 divided into 80,000 "A" Ordinary Shares of £1 each and 20,000 "B" Ordinary Shares of £1 each.

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED

REGISTERED

4 NOV 1964

We the undersigned, being all the members of Archibald Johnstone (Engineers) Limited hereby consent to every variation of the rights attached to the Shares held by us in the capital of Archibald Johnstone (Engineers) Limited which may be effected by the passing at the Extraordinary General Meeting of the Company to be held on the 3rd day of November, 1964, of the Special Resolution set out in the Notice convening such Meeting.

DATED the 3rd day of November, 1964.

Names of Shareholders	NUMBER OF SHARES HELD		Signatures of Members
	"A" Ordinary Shares of £1 each	"B" Ordinary Shares of £1 each	
Archibald Johnstone ...	23,560		<i>Archibald Johnstone</i>
Marian Johnstone ...	5,340		<i>Marian Johnstone</i>
Florence Rose Smith ...	800		<i>F. R. Smith</i>
Simon Lycett Green ...	3,700	2,500	<i>Simon Lycett Green</i>
Richard Stanley Buckle ...	500		<i>Richard Stanley Buckle</i>
Norman Braithwaite ...	4,500	4,000	<i>Norman Braithwaite</i>
James Johnstone ...	1,000		<i>James Johnstone</i>
TOTALS ...	39,400	6,500	

3, M. & CO., LTD., S76100/w.

RICHARD BUTLER & CO.

SIC

DATE 4 NOV 1964
LONDON E.C.2.

50 ...

Special Resolutions

OF

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED

(Passed on the 24th November, 1964.)

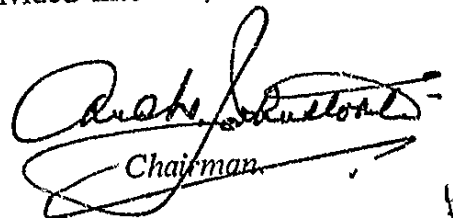
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Ninelands Lane, Garforth, near Leeds, on Tuesday, the 24th day of November, 1964, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:

RESOLUTIONS

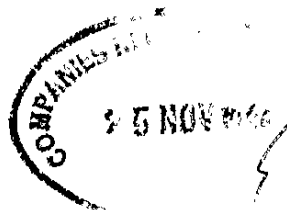
1. That the share capital of the Company which is at present £100,000 divided into 80,000 "A" Ordinary Shares of £1 each (of which 39,400 have been issued) and 20,000 "B" Ordinary Shares of £1 each (of which 6,500 have been issued) be and it is hereby reconstituted so as to be £100,000 divided into 100,000 Ordinary Shares of £1 each and so that such reconstitution be and it is hereby effected by the conversion of all the 80,000 "A" Ordinary Shares of £1 each and all the 20,000 "B" Ordinary Shares of £1 each into Ordinary Shares of £1 each ranking *pari passu* in all respects.

2. That the Articles of Association of the Company be altered by deleting Article 15 and by substituting therefor the following new Article:—

"15. The share capital of the Company at the date of the adoption of this Article is £100,000 divided into 100,000 Ordinary Shares of £1 each."


Chairman

B., M. & CO., LTD. S76384/w



134
RICHARDS, BUTLER & CO.,
135
128-140, KINGSWAY,
LONDON, E.C.7

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
the Company

ARCHIBALD JOHNSTONE (ENGINEERS)

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (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.....

Economiser Works,

Calder Vale Road,

Wakefield,

Yorkshire.

Signed.....

J. H. Butters

State whether Director or Secretary..... Secretary

Date..... 7th November, 1967.

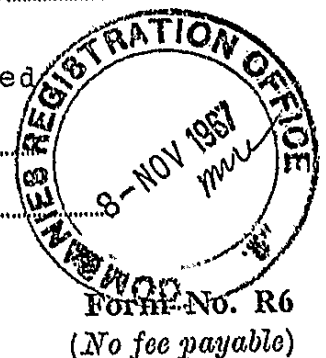
Presented by :

Presenter's reference :..... DHB/HE

Archibald Johnstone (Engineers) Limited

Economiser Works,

Wakefield, Yorkshire.



Printed and published by

The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, C.2.

Companies 23

P10705.18-0-07

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ARCADEIA JOINSTONE (ENGINEERS) LIMITED

(passed on the 6th ^{November,} ~~September,~~ 1973)

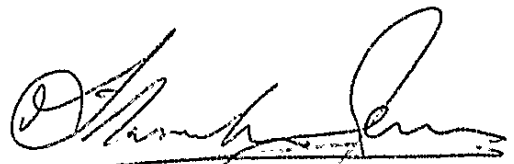
At an EXTRAORDINARY GENERAL MEETING of the above-named
Company duly convened and held on the 6th ^{November} ~~September~~,
1973 the following Resolution was duly passed as a
SPECIAL RESOLUTION :

RESOLUTION

THAT the provisions of the Memorandum
of Association relating to the objects
of the Company be altered by deleting
Clause 3 thereof in its entirety and
substituting therefor a new Clause 3
as set out in the printed document
submitted to this Meeting and signed
for identification by the Chairman.

RICHARDS BUTLER & CO.,
STONE HOUSE,
111/110, BISHOPSGATE,
LONDON EC2M 4HY
SOLICITORS.

Chairman.



COMPANY LIMITED BY SHARES

Combustion Engineer

MEMORANDUM OF ASSOCIATION

of

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED

(Adopted by Special Resolution passed on the
6th November, 1973)

*Manufacturers & dealers
in metal tubing*

1. The name of the Company is "ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the business of manufacturers of and dealers in metal tubing and articles made therefrom whether semi-fabricated or fully finished, either ferrous or non-ferrous and in particular but without prejudice to the generality of the foregoing made from carbon steels, stainless steels and other steels; to carry on all or any of the businesses of mechanical, structural, electrical and civil engineers, contractors and consultants, machine tool makers and dealers, metal and alloy makers, dealers, refiners and workers; and to buy, sell and deal in any of the foregoing products and any articles manufactured therefrom.
 - (2) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
 - (3) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
 - (4) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (5) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (6) To acquire and undertake the whole or any part of the business, property and liabilities

RICHARDS BUTLER & CO
STONE HOUSE

of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on, or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.

- (7) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.
- (8) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.
- (9) To lend money or give credit to such persons on such terms as may seem expedient.
- (10) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (11) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.
- (12) 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.
- (13) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.
- (14) To establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.

- (15) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (16) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (17) To enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.
- (18) To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.
- (19) To amalgamate with any other company.
- (20) To dispose by any means of the whole or any part of the undertaking or property of the Company.
- (21) To distribute any of the Company's property among the members in specie.
- (22) To cause the Company to be registered or recognised in any part of the world.
- (23) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.
- (24) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other

body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and

- (B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 Ordinary 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	No. of Shares taken by each Subscriber
Archibald Johnstone, "Roselare" Wayside Gardens, Scarcroft, Thorner, Nr. Leeds. Engineer	One
Marion Johnstone, "Roselare", Wayside Gardens, Scarcroft, Thorner, Nr. Leeds. Housewife	One
TOTAL SHARES TAKEN	Two

DATED this 20th day of May, 1949

WITNESS to the above Signatures :-

C.W. Nelson,
Solicitor,
Leeds.1.

Ref. 241001-1
Number of Company :

169269
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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED

(passed on the 6th ~~September~~ November, 1973)


At an EXTRAORDINARY GENERAL MEETING of the above-named
Company duly convened and held on the 6th ~~September~~ November,
1973 the following Resolution was duly passed as a
SPECIAL RESOLUTION :

RESOLUTION

THAT the name of the Company be changed
to "E. Green & Son (Tubes) Limited".




Chairman.


RICHARDS BUTLER & CO.,
STONE HOUSE,
120-122, FLOPSGATE,
LONDON EC2M 4HY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 469269/²⁶0

I hereby certify that

ARCHIBALD JOHNSTONE (ENGINEERS) LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

E. GREEN & SON (TUBES) LIMITED

Given under my hand at London the **27TH NOVEMBER 1973**

M Taylor
F. L. C. R.
Assistant Registrar of Companies

(PC Box 10)
Aqua House
12 Greek Street
Leeds LS1 1HR
Telephone 0532 459631
Telex (London Office) 885734
Telegraphic address Apocope Leeds

ROBSON & RHODES

Chartered Accountants

Internationally
Dunwoody Robson McGladrey & Pullen

Your reference

Our reference

B/PD/G16A

Date

20th October 1983

469269

108

D. H. Butters, Esq.,
Director and Secretary,
Green's Economiser Group PLC,
Calder Vale Road,
WAKEFIELD,
WF1 5PF.

Dear Sir,

We hereby tender our resignation as auditors of the following companies with effect from 20th October 1983:

E. Green & Son Limited

~~E. Green & Son (Tubes) Limited~~

E. Green & Son (Brotherton Chemicals) Limited

E. Green & Son (Site Services) Limited

E. Green & Son (Castings) Limited

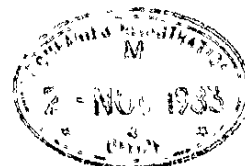
Green's Economiser Limited

For the purposes of Section 16(2) of the Companies Act 1976 we confirm we are not aware of any circumstances connected with our resignation which we consider should be brought to the notice of the Members or creditors of the Companies.

May we point out that Section 16(3) of the Companies Act 1976 requires that a copy of this notice be forwarded within fourteen days of receipt to the Registrar of Companies.

Yours faithfully,

Robson Rhodes




Number of Company: 469269

Special Resolution
of
E.GREEN & SON (TUBES) LIMITED

At the Annual General Meeting of the above named Company duly convened and held on 29th May 1987 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.


SECRETARY.



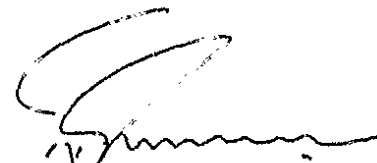
Number of Company: 469269

Special Resolution
of
E. GREEN & SON (TUBES) LIMITED

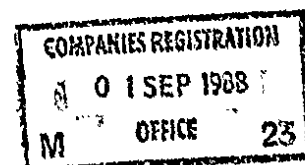
At the Annual General Meeting of the above named Company duly convened and held on 31st May 1988 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY



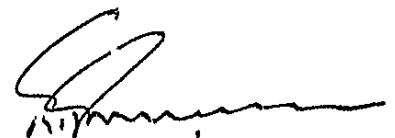
Number of Company: 469269

Special Resolution
of
E. GREEN & SON (TUBES) LIMITED

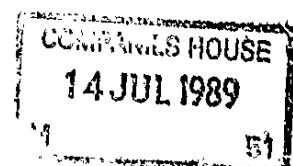
At the Annual General Meeting of the above named Company duly convened and held on 26th May 1989 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY



Number of Company: 469269

Special Resolution
of
E. GREEN & SON (TUBES) LIMITED

At the Annual General Meeting of the above Company duly convened and held on 25th May 1990 the following resolution was duly passed as a Special Resolution:-

Special Resolution

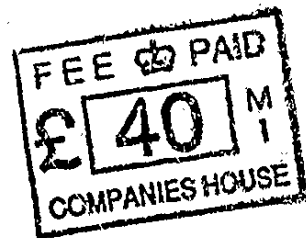
That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY



No. 469269



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

E. GREEN & SON (TUBES) LIMITED

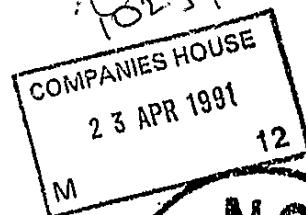
At an Extraordinary General Meeting of the above-named Company duly convened and held on 16th April 1991 the Resolution set out below was duly passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be and it is hereby changed to

A C FABRICATIONS & PIPEWORK (PETROCHEMICALS) LIMITED.

189.12.2
.....
Chairman of the Meeting





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 469269

I hereby certify that

E. GREEN & SON (TUBES) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**A C FABRICATIONS & PIPEWORK (PETROCHEMICALS)
LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 1 MAY 1991

A. M. Evans.
A. M. EVANS

an authorised officer

Number of Company: 469269

. Special Resolution

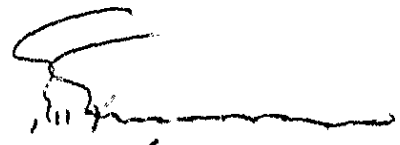
of

AC FABRICATIONS & PIPEWORK (PETROCHEMICALS) LIMITED

At the Annual General Meeting of the above named Company duly convened and held on 24th May 1991 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY.

Number of Company: 469269

Special Resolution
of

A C FABRICATIONS & PIPEWORK (PETROCHEMICALS) LIMITED

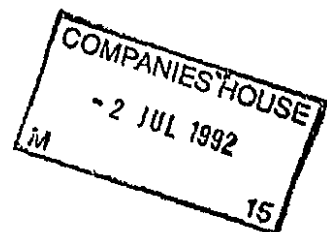
At the Annual General Meeting of the above named Company duly convened and held on 22nd May, 1992 the following resolution was duly passed as a Special Resolution:-

Special Resolution

That as the Company satisfies the conditions laid down in Section 252 of the Companies Act 1985 in that it is not a holding company, that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed for the period to the conclusion of the next General Meeting.



SECRETARY.



Company No. 469269

THE COMPANIES ACTS 1948 TO 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
AC FABRICATIONS & PIPEWORK (PETROCHEMICALS) LIMITED
(PASSED ON 21st MAY 1993)

At the Annual General Meeting of the above named Company duly convened and held on the 21st day of May 1993 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That as the Company satisfies the conditions laid down in Section 250 of the Companies Act 1985 in that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed until such time as the Company is no longer dormant.



Secretary