

Certificate No. 492133 11

REGISTERED
- 2 MAR 1951

To

THE COMPANIES ACT, 1948."



Declaration of Compliance

I, the undersigned, do hereby declare that I am duly qualified to make the same in accordance with the requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of

the said Act, on behalf of a Company proposed to be registered as Bainbridge

(Bros) (Engineers) LIMITED.

I, CHRISTOPHER WESLEY SHIMELD

22 CLEGG STREET OLDHAM

do hereby and sincerely declare that I am "a Solicitor of the Supreme Court engaged in the formation of the said Company"

Bainbridge (Bros) (Engineers)

Limited,

that all the requirements of the Companies Act, 1948, in respect of matters precedent to and consequent on 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 Oldham in the County of Lancaster

on the 14 day of February 1951

and then and nine hundred and fifty one

Charles W. Shimeld

A Commissioner for Oaths.

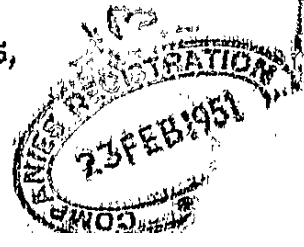
C.W. Shimeld

for registration by

Telephone: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNBERTIME, STRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2



No. of Certificate

492133/2

REGISTERED

2 MAR 1951

Form No. 25.



THE COMPANIES ACT, 1948.

Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF Bainbridge (Bros) Engineers

LIMITED,

Twenty Thousand Pounds, divided
into 20000 Shares of one pound each.

Signature Frank T. Bainbridge

Description Director of the Company
(State whether Director or Secretary)

Dated the 20th day of February 1957

presented for registration by

SHAW & BLAKE, LTD.
8, BELL YARD, TEMPLE BAR,
LONDON, W.C.2

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNFREYMR, ESTAND, LONDON."

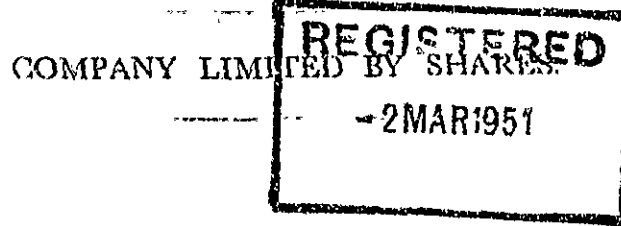
SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2





492133/2

THE COMPANIES ACT, 1948.



Memorandum of Association

OF

BAINBRIDGE BROS. (ENGINEERS) LIMITED

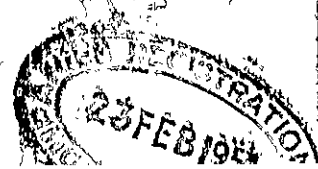
1. The name of the Company is "BAINBRIDGE BROS. (ENGINEERS) LIMITED".

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 business as mechanical and general engineers and as manufacturers, repairers and letters on hire of and wholesale and retail dealers in, machinery, rolling stock, implements, tools, accessories, hardware and engineering equipment of every kind and as tinsplate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods manufacturers.
- (b) To carry on business as builders' merchants and as builders, owners and managers of mills, furnaces, quarries, mines, ships, warehouses, docks, stores, wharves and as manufacturers, workers, merchants and dealers of and in cake spelter, pig lead, ingot, iron, steel, zinc, lead, copper, brass, tin, metals, ores, alloys, tinsplate, gases, oils, chemicals, manures, lime, cement.

41 417 2 BAINBRIDGE, Ltd.
100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000



rock, clay, concrete, aluminium facia soffit and spar facia brackets, bricks, stone, gravel, coke, minerals, by-products and substances of every description and as haulage and transport contractors and carriers, and to carry on all descriptions of trade or business connected with any of the above-mentioned trades, articles or services.

- (c) To carry on the business of Land Development and to buy, take on lease or hiring agreement or otherwise acquire, and to sell, let on lease, let on hire or otherwise turn to account, lands and buildings, and any rights and privileges connected therewith and in particular to develop any such land by laying out, constructing and maintaining roads, sewers, drains and waterworks and by erecting buildings thereon and laying out parks, gardens, sports and recreation grounds and providing other amenities and conveniences and for the purposes aforesaid to enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to builders and others on the security of lands with or without buildings erected thereon and to guarantee and secure the repayment of money borrowed from building societies or others on the security of lands with or without buildings erected thereon and to carry on the business of builders, contractors, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers and every other business connected with the building trade.
- (d) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying

on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.

- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.

- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £20,000 divided into 20,000 shares of £1 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
<i>Frank Bainbridge</i> <i>Mersey House Barrington</i> <i>Lane Dale</i> <i>Engineer</i>	<i>one</i>
<i>Harold Bainbridge</i> <i>419 Burnley Lane</i> <i>Chadderton Lanes</i> <i>Engineer</i>	<i>one</i>

DATED this 20th day of February 1951.

WITNESS to the above signatures :-

C. W. SHIMLE
C. W. Shimle

Solicitor and Notary

Oldham



492133/4

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

REGISTERED

-2MAR1951

Articles of Association

OF

BAINBRIDGE BROS. (ENGINEERS) LIMITED

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

3. The initial share capital of the Company is £20,000 divided into 20,000 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

9. Subject 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.

DIRECTORS

10. The number of Directors shall not be less than two or more than five and the first Directors of the Company shall be HAROLD BAINBRIDGE and FRANK BAINBRIDGE.

POWERS AND DUTIES OF DIRECTORS

11. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract

with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

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

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (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) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall be subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be

automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way or partly in another) as the Directors may determine.

SECRETARY

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Frank T. Cambridge

Merry House, Barrington Lane
Sale

Engineer

Harold Cambridge

469 Burnley Lane
Chadderton, Lancs.

Engineer

DATED this 20th day of February 1951.

WITNESS to the above signatures :-

A. J. Starnfield
Solicitor and Notary
Oldham.

DUPLICATE FOR THE FILE

No. 492133



Certificate of Incorporation

I Hereby Certify, That

BAINBRIDGE BROS. (ENGINEERS) LIMITED

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

Given under my hand at London this second day of
March.....One Thousand Nine Hundred and Fifty—one.

W. A. L. L.
Registrar of Companies.

Certificate
received by)

Date 7/3/51

35
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

Extraordinary Resolutions

(Pursuant to The Companies Act 1948, Sections 61 and 141)

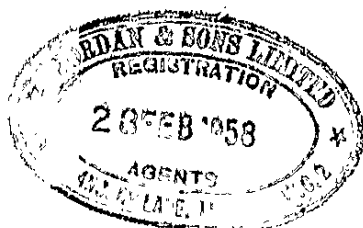
OF

BAINBRIDGE BROS. (ENGINEERS) LIMITED

Passed on the 31st day of January, 1958

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Facia Works, Woodhill Road, Bury, in the County of Lancaster, on the 31st day of January, 1958, the following EXTRAORDINARY RESOLUTIONS were duly passed:—

- "1. That the Capital of the Company be increased from £20,000 to £40,000 by the creation of 20,000 new Shares of £1 each ranking equally in all respects with the 20,000 existing Shares of £1 each in the Capital of the Company.
2. That it is desirable to capitalise the sum of £20,000 being part of the amount standing to the credit of the Profit and Loss Appropriation Account of the Company, and accordingly that the said sum of £20,000 is set free for distribution amongst the holders at the time of the passing of this Resolution of the 20,000 issued Shares of £1 each, in proportion to the amounts paid up or credited as paid up on the Shares held by them respectively, on condition that the said sum of £20,000 be not paid in cash, but be applied in paying up 20,000 unissued Shares of £1 each to be allotted and distributed, credited as fully paid up, to and among the said holders in the proportion aforesaid, and the Directors shall give effect to this Resolution: and that the 20,000 Shares to be allotted as aforesaid shall rank for Dividend as from the 31st day of January 1958."



Frank T Bainbridge

NO. OF COMPANY 492133

[C.F. 10]

THE COMPANIES ACT, 1948.



Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

BAINBRIDGE BROS. (ENGINEERS)

LIMITED.

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

Cat. No. C.F.10.

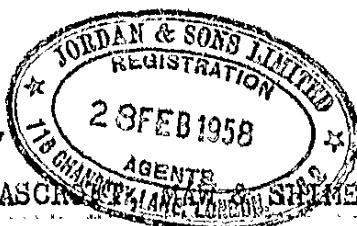
SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

P188 S2035 (m) (L)

REGISTERED
2 MAR 1958

Presented by



Solicitors,

22, Clegg Street, Oldham.

12/11/57
105

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

BAINBRIDGE BROS. (ENGINEERS) LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Ordinary Resolution of the Company dated the 31st day of January 1958 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 20,000 beyond the registered Capital of £ 20,000

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
20,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows :—

The new Shares will rank equally in all respects pari passu with the existing Shares of the Company.

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

(Signature).

Jack Lowburn

Secretary

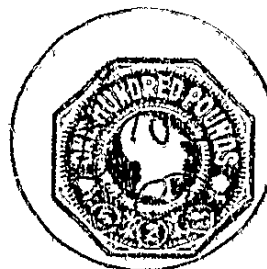
(State whether Director, or Secretary).

Dated the 31st day of January 1958

(a) " Ordinary, " " Extraordinary " or " Special "
(b) Delete as appropriate.

This margin to be reserved for binding.

/31



Inland
Revenue
Duty Stamp
to be
impressed
here.

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of Nominal Capital.

Pursuant to Section 112 of the Stamp Act, 1891.

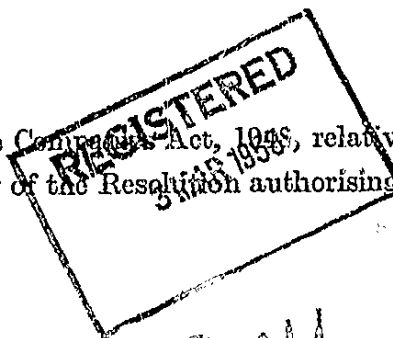
(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF
COMPANY

BAINBRIDGE BROS. (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 Stationers and Company Registration Agents

Presented for registration by

Ascroft, Maw & Shemeld,

22, Clegg Street, Oldham.



F30. S8 (K)

C.172

The Nominal Capital

OF

BAINBRIDGE BROS. (ENGINEERS)

LIMITED,

has by a Resolution of the Company dated the 31st day
of January, 1958, been increased by the addition thereto of
the sum of Twenty thousand Pounds,
divided into Twenty thousand Shares
of One pound each,
beyond the Registered Capital of Twenty thousand pounds

*Signature

Jack Cowburn

Secretary

Description

Date 31st January 1958

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

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

No. of Company : 492133



BAINBRIDGE BROS. (ENGINEERS) LTD.

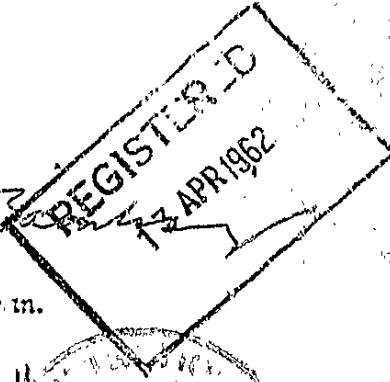
At a General Meeting of the Company held at the Registered Office, Facia Works, Woodhill Road, Bury, on Monday, 2nd April, 1962, the following resolution was passed as an Ordinary Resolution of the Company :—

“That the Share Capital of the Company be increased to £50,000 by the creation of 10,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares.”

F. BAINBRIDGE,

Frank T. Bainbridge

Chairman.

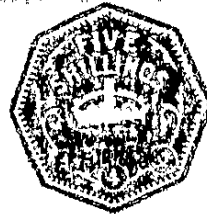


APR 1962

Number of
Company

492 133/48

Form No. 10,



THE COMPANIES ACT, 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

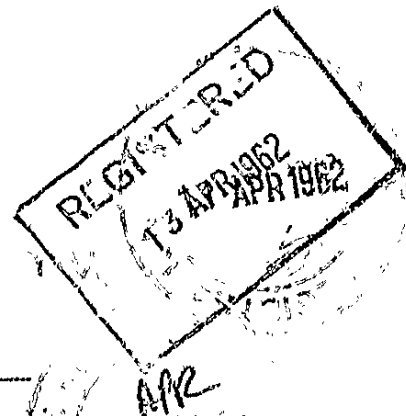
BAINBRIDGE BROS (ENGINEERS)

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by



The Solicitors' Law Stationery Society, Limited
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
25 Hanover Street, W.1; 35-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

BAINBRIDGE BROS (ENGINEERS)

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extra-
ordinary", or
"Special".

Section 63 of the Companies Act, 1948, that by a * Ordinary

Resolution of the Company dated the 2nd day of April 1962

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 10,000 beyond the Registered Capital
of £ 40,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount, of each Share
10,000	Ordinary	1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

To rank pari passu with the existing
Ordinary Shares

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director
or Secretary

Dated the

day of

1962

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

Number of
Company

492133/49

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

BAINBRIDGE BROS (ENGINEERS)

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

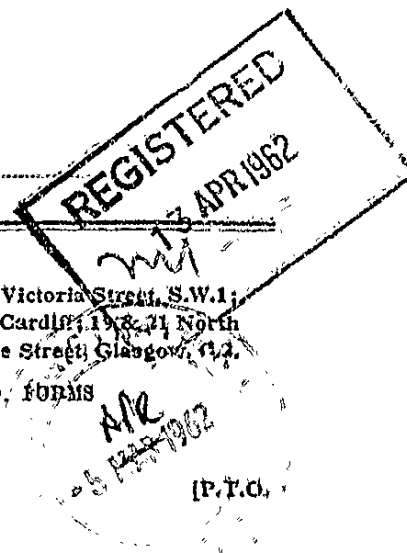
NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is Increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

The Solicitors' Law Stationery Society, Limited.
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 1; 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

BAINBRIDGE BROS (ENGINEERS) Limited

has by a Resolution of the Company dated
2nd April 1962 been increased by
the addition thereto of the sum of £ 10,000,
divided into:—

10,000 Ordinary Shares of £1 each

____ Shares of _____ each

beyond the registered Capital of £40,000.

Signature

Harold Bainbridge

(State whether Director or Secretary)

Director

Dated the 2nd day of April 1962.

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

No. of Company 402133

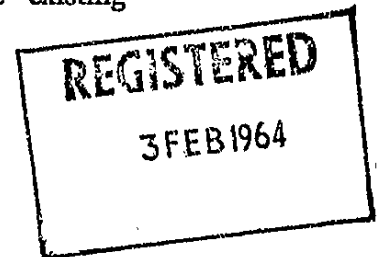
EV



BAINBRIDGE BROS. (ENGINEERS) LTD.

At a General Meeting of the Company held at the Registered Office, Facia Works, Woodhill Road, Bury, on Monday, 27th January, 1964, the following resolution was passed as an Ordinary Resolution of the Company:—

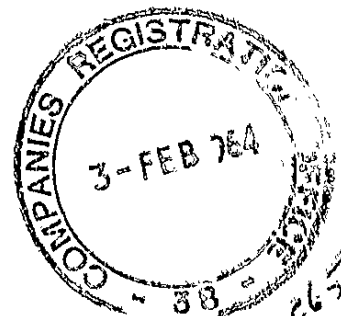
“That the Share Capital of the Company be increased to £80,000 by the creation of 30,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares.”



Frank T Bainbridge
F. BAINBRIDGE,

Chairman.

Handwritten initials



Number of
Company } 492133

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)



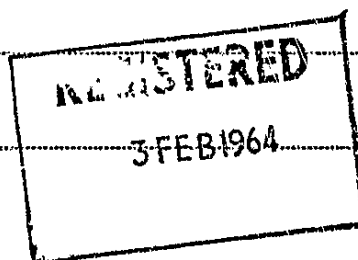
COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

BAINBRIDGE BROS (ENGINEERS)

LIMITED



Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 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; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

BAINBRIDGE BROS. (ENGINEERS)

Limited

has by a Resolution of the Company dated
27th January 1964 been increased by
the addition thereto of the sum of £ 30,000,
divided into:—

30,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £50,000

Signature

Harold Bunting

(State whether Director or Secretary)

Director

Dated the

27th

day of

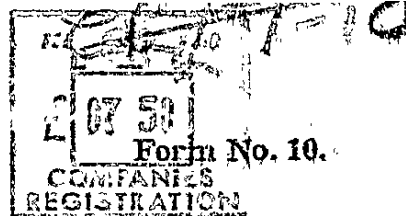
January 1964

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

Number of
Company

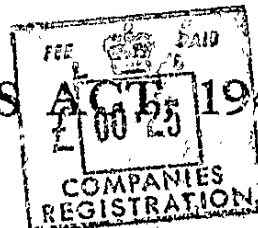
492133

55



THE COMPANIES

ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

BAINBRIDGE BROS (ENGINEERS) LTD

REGISTERED

11 FEB 1964

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Accounted by

The Solicitors' Law Stationery Society, Limited
22 Abchurch Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
100 Abchurch Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 3; 19 & 21 North
100 Abchurch Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

BAIN BRIDGE BROS. (ENGINEERS)

Limited, hereby gives you notice, pursuant to

**"Ordinary",
"Extra-
ordinary" or
"Special". Section 63 of the Companies Act, 1948, that by an ORDINARY
Resolution of the Company dated the 27th day of January 1964
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 30,000 beyond the Registered Capital
of £ 50,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
30,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

*To rank pari passu with the existing
Ordinary Shares*

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director
or Secretary

Director

Dated the

27th

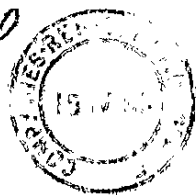
day of

January

1964

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

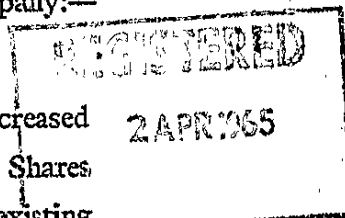
No. of Company 492133



BAINBRIDGE BROS. (ENGINEERS) LTD.

At a General Meeting of the Company held at the Registered Office
Tacia Works, Woodhill Road, Bury, on Friday, 26th March, 1965, the following
resolution was passed as an Ordinary Resolution of the Company:—

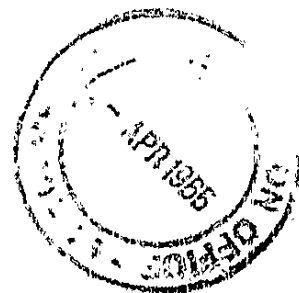
"That the Share Capital of the Company be increased
to £120,000 by the creation of 40,000 Ordinary Shares
of £1 each to rank pari passu with the existing
Ordinary Shares."



F. BAINBRIDGE,

Frank Bainbridge

Chairman.

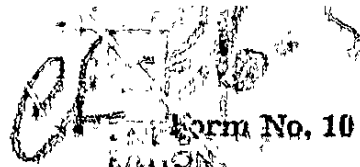


88

Number of
Company

492133

61



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED

2 APR 1965

Insert the
Name
of the
Company

Bainbridge Brothers (Engineers)

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

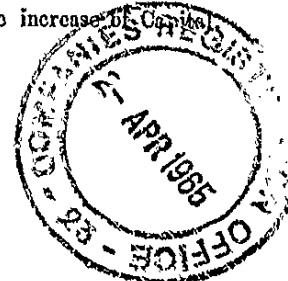
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital (See Twelfth Schedule to the Act).

Presented by

John A. Porter and Co.

33 Blackfriars Street.

Manchester 3.



The Solicitors' Law Stationery Society, Limited
107-109 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
14 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 64

P.T.O.

To THE REGISTRAR OF COMPANIES.

Bainbridge Brothers (Engineers)

**"Ordinary",
"Extra-
ordinary", or
"Special".

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an * Ordinary

Resolution of the Company dated the 26th day of March 1965

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 40,000 beyond the Registered Capital
of £ 20,000

The additional Capital is divided as follows:—

Number of Shares

40,000

Class of Share

Ordinary

Nominal amount
of each Share

£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—
To rank pari passu with the existing Ordinary shares.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

Harold Bainbridge

State whether Director
or Secretary

Director

Dated the

first

day of

April

1965

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

Number of
Company

492133

62

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

Cambridge Brothers (Engineers)

REGISTERED

2 APR 1965

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

John A. Porter and Co.

33 Blackfriars Street

Manchester 3



The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 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; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Q4

Limited

26th March 1965 been increased by

divided into :—

40,000 ordinary Shares of £1 each

Shares of _____ each

beyond the registered Capital of 80,000

Ordinary Shares

Signature

(State whether Director or Secretary) Director

Dated the first day of April 1965

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

NO. OF COMPANY 492,133

68

[C.F. 28]

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION.

A-54-
Companies
Registration
Fee Stamp
must be
impressed
here

Notice of Consolidation, Division, Sub-Division,
or Conversion into Stock of Shares,

Specifying the Shares so Consolidated, Divided, Sub-Divided, or Converted into Stock,

OR OF THE

Re-conversion into Shares of Stock,

Specifying the Stock so Re-converted,

OR OF THE

Redemption of Redeemable Preference Shares,

OR OF THE

Cancellation of Shares

(otherwise than in connection with a Reduction of Share Capital under Section 66 of
the Companies Act, 1948)

Pursuant to Section 62.

NAME OF
COMPANY

BAINBRIDGE BROS. (ENGINEERS)

LIMITED.

CAT. No. C.F. 28.

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

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

Law Stationers and Company Registration Agents.

81287(M)LO

Presented by

Lewis Coates

To the Registrar of Companies.

BAINBRIDGE BROS. (ENGINEERS) LIMITED,

hereby gives you Notice in accordance with Section 62 of The Companies Act, 1948, that* each of the 120,000 Shares of £1 each of the Company has been divided into 10 Ordinary Shares of 2s. each.

Signature.....

P. J. Farrell

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

DATED the 19th February..... day of....., 1968.....

* e.g. In the case of Consolidation and Division "the 1000 Preference Shares of £10 each of this Company numbered 1 to 1000 have been consolidated and divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock, "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares "the £50,000 Ordinary Stock of this Company has been re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-division "each of the 5000 Ordinary Shares of £5 each has been divided into 5 Shares of £1 each." In the case of Redemption "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been redeemed." In the case of Cancellation, "2500 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been cancelled."

NOTE: The examples set out above will require amendment when distinctive numbers of shares are not used.

This margin to be reserved for binding.

11/34

"A"

Number of Company 492,133/69

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

Special Resolutions

(Pursuant to the Companies Act, 1948, Sections 5, 10, 61, 63 and 141)

OF

BAINBRIDGE BROS. (ENGINEERS) LIMITED

(Passed the 19th day of February, 1968)

At an EXTRAORDINARY GENERAL MEETING duly convened and held at 98, King Street, Manchester, 2, on the 19th day of February, 1968, the subjoined Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

(A) THAT the Memorandum of Association of the Company be amended by deleting the whole of Clause 3 thereof and substituting therefor the Clause numbered 3 in the printed document submitted to this meeting and for the purpose of identification subscribed by the Chairman thereof, such document being in the form of the reprint of the Memorandum of Association of the Company (as amended by this Resolution) to be filed with the Registrar of Companies.

(B) THAT the 120,000 issued Shares of £1 each of the Company be subdivided into and designated as an aggregate of 1,200,000 Ordinary Shares of 2s. each.

(C) THAT the authorised capital of the Company be increased from £120,000 to £200,000 by the creation of 800,000 new Ordinary Shares of 2s. each ranking *pari passu* with the 1,200,000 issued Ordinary Shares of 2s. each

(D) It is desirable to capitalise the sum of £20,000 standing to the credit of Profit and Loss Account in the books of the Company and accordingly that such sum of £20,000 be not paid in cash but be applied in paying up in full 200,000 unissued Ordinary Shares of 2s. each, ranking *pari passu* in all respects with the 1,200,000 fully paid Ordinary Shares of 2s. each, to be allotted and distributed, credited as fully paid up, to and amongst the Members of the Company at the date hereof in the respective proportions in which they hold the aforesaid 1,200,000 Ordinary Shares, such Allotment to be effected by renounceable Letters of Allotment and any fractions to be dealt with as the Directors may decide.

(E) THAT the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof, be and 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 thereof.

Handwritten signature
Chairman
12 FEB 1968

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

(AMENDED)

Memorandum of Association

OF

**BAINBRIDGE BROS. (ENGINEERS)
LIMITED**

(Amended by Special Resolution passed on 19th February, 1968)

(Incorporated the 2nd day of March, 1951)

Solicitors:

ASCROFT, MAW & SHIMELD,

22, CLEGG STREET,

OLDHAM.

VAUDREY OSBORNE & MELLOR,

30, ST. ANN STREET,

MANCHESTER 2.



Arthur Bainbridge Tainbridge
Chairman

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

(AMENDED)

Memorandum of Association

OF

BAINBRIDGE BROS. (ENGINEERS) LIMITED

(Amended by Special Resolution passed on 19th February, 1968)

1. The name of the Company is "BAINBRIDGE BROS. (ENGINEERS) 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 business as mechanical and general engineers and as manufacturers, repairers and letters on hire of and wholesale and retail dealers in, machinery, rolling stock, implements, tools, accessories, hardware and engineering equipment of every kind and as tinplate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods manufacturers.
 - (B) To carry on business as builders' merchants and as builders, owners and managers of mills, furnaces, quarries, mines, ships, warehouses, docks, stores, wharves and as manufacturers, workers, merchants and dealers of and in cake

or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.

- (G) To purchase, take on lease, hire or otherwise acquire and hold any plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (H) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (I) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangement as may seem desirable.
- (J) To lend money and give credit to and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (K) To receive money on deposit or loan and 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 moneys borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge, lien or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (L) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (M) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and

Arthur Bainbridge
Chairman

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

(AMENDED)

Memorandum of Association

OF

BAINBRIDGE BROS. (ENGINEERS) LIMITED

(Amended by Special Resolution passed on 19th February, 1968)

1. The name of the Company is "BAINBRIDGE BROS. (ENGINEERS) 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 business as mechanical and general engineers and as manufacturers, repairers and letters on hire of and wholesale and retail dealers in, machinery, rolling stock, implements, tools, accessories, hardware and engineering equipment of every kind and as tinplate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods manufacturers.

(B) To carry on business as builders' merchants and as builders, owners and managers of mills, furnaces, quarries, mines, ships, warehouses, docks, stores, wharves and as manufacturers, workers, merchants and dealers of and in cake

spelter, pig lead, ingot, iron, steel, zinc, lead, copper, brass, tin, metals, ores, alloys, tinplate, gases, oils, chemicals, manures, lime, cement, rock, clay, concrete, aluminium, facia soffitt and spar facia brackets, bricks, stone, gravel, coke, minerals, by-products and substances of every description and as haulage and transport contractors and carriers, and to carry on all descriptions of trade or business connected with any of the above-mentioned trades, articles or services.

- (c) To purchase for investment securities of any nature whatsoever and take on lease or in exchange or otherwise acquire for any estate or interest any lands, buildings, easements, licences, rights or privileges over or in respect of freehold or leasehold land, but so that the Company may acquire the same for the purpose of investment only and with a view to holding or managing the same and receiving the income thereof and shall not have power to deal or traffic in lands, buildings, leases, underleases, investments or securities and so that if from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so for any consideration thought fit and in particular for shares, debentures or other securities of other companies, but any surpluses or deficiencies arising on or from such realisation as aforesaid shall be capital surpluses not available for distribution or capital deficiencies, as the case may be, provided that nothing herein contained shall prohibit the Company from capitalising any capital surplus.
- (d) To acquire (for a consideration consisting of cash or Shares of the Company or partly the one and partly the other) the whole or any part of the Share Capital of any limited companies carrying on businesses of whatsoever nature and to co-ordinate the management and activities of any thereof which are subsidiaries of the Company.
- (e) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (f) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently

or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.

- (G) To purchase, take on lease, hire or otherwise acquire and hold any plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (H) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (I) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangement as may seem desirable.
- (J) To lend money and give credit to and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (K) To receive money on deposit or loan and 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 moneys borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge, lien or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (L) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (M) To establish and maintain or procure the establishment and maintenance of any contributory or non-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 company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or 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 and 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, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (N) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (O) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such company.
- (P) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (Q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (R) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same, in whole or in part by others.
- (S) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.

- (r) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (u) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (v) 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.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, provided that the Company shall not have power to act as Stock and Share Brokers or Dealers.
- (x) It is hereby expressly declared that the objects specified in each of the sub-clauses of this Clause 3 shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such sub-clauses) by reference to or inference from the terms of any other sub-clause (or the name of the Company), but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The share capital of the Company is £20,000* divided into 20,000 Shares of £1 each.

*At the date of amendment hereof, the Share Capital is £200,000 divided into 2,000,000 Ordinary Shares of 2s. 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.
<p>FRANK BAINBRIDGE, Mersey House, Carrington Lane, Sale. <i>Engineer.</i></p>	One
<p>HAROLD BAINBRIDGE, 419, Burnley Lane, Chadderton, Lancs. <i>Engineer.</i></p>	One

DATED this 20th day of February, 1951.

WITNESS to the above Signatures:—

C. W. SHIMELD,

Solicitor and Notary,
Oldham.

No. 492,133

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

NEW
Articles of Association
OF
**BAINBRIDGE BROS. (ENGINEERS)
LIMITED**

(Adopted by Special Resolution passed on 19th February, 1968)


(Incorporated the 2nd day of March, 1951)

Solicitors:

ASCROFT, MAW & SHIMELD,
22, CLEGG STREET,

OLDHAM.

VAUDREY OSBORNE & MELLOR,
30, ST. ANN STREET,
MANCHESTER 2.



F T Bainbridge
Chairman

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

**BAINBRIDGE BROS. (ENGINEERS)
LIMITED**

(Adopted by Special Resolution passed on 19th February, 1968)

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company except so far as the same are repeated or contained in these Articles. Table A excluded

INTERPRETATION

2. In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof. Interpretation clause

WORDS	MEANINGS	
The Act	The Companies Act, 1948.	Definitions
The Statutes ...	The Companies Act, 1948, and every other Act for the time being in force concerning joint stock companies and affecting the Company.	
These Articles ...	These Articles of Association and the regulations of the Company for the time being in force.	
The Office	The registered office of the Company.	
The Seal	The Common Seal of the Company.	

WORDS	MEANINGS
The United Kingdom ...	Great Britain and Northern Ireland.
Month ...	Calendar month.
Paid up ...	Includes credited as paid up.
Dividend ...	Includes bonus.
In writing ...	Written, printed or lithographed, or visibly expressed in all or any of these or any other modes of representing or reproducing words.

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

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Words in Statutes
to bear same
meaning in
Articles

Subject as aforesaid, any words or expressions defined in the Statutes shall bear the same meanings in these Articles.

BUSINESS

Directors may
commence or
drop any branch
business

3. Any branch or kind of business which by the Memorandum of Association of the Company, or these Articles, is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further, may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

Office of
Company

4. The office shall be at such place as the Directors shall from time to time appoint.

SHARE CAPITAL

5. At the date of adoption of these Articles the authorised capital of the Company is £200,000 divided into 2,000,000 Ordinary Shares of 2s. each.

SHARES

6. Save in so far as any particular transaction may be authorised by the Statutes, no part of the funds of the Company shall be employed in the purchase of or in loans on the security of the Company's shares.

Funds not to be employed in purchase of shares

7. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the capital of the Company, such commission not to exceed 10 per cent. of the price at which the shares are issued or an amount equivalent thereto. Any such commission may be paid in cash or in fully paid shares of the Company, or partly in one way and partly in the other, as may be arranged. The requirements of sections 52 and 53 of the Act, and Part II (3) of the Sixth Schedule and Part I (3) of the Eighth Schedule to the Act shall be observed, so far as applicable.

Underwriting of shares

8. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in section 65 of the Act, and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.

Payment of interest out of capital in certain cases

9. Subject to the provisions of Article 51, the unissued shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with section 57 of the Act.

Shares at disposal of Directors

10. (A) If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.

Receipts of joint holders of shares

(B) The Company shall not be bound to register more than four persons as joint holders of any share.

11. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these Articles otherwise expressly provided or as by

No trust recognised

Statute required or under an order of Court) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

Members
entitled to share
certificates

12. Every member shall without payment be entitled to receive within two months after allotment or lodgment or transfer (or within such other period as the conditions of issue shall provide) a certificate under the Seal specifying the shares allotted or transferred to him and the amount paid up thereon, provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Where part only of the shares comprised in a certificate are transferred, the member transferring shall be entitled without payment to a certificate for the balance thereof. If and so long as all the issued shares in the capital of the Company or all the issued shares of a particular class are fully paid-up and rank *pari passu* for all purposes, then none of those shares shall be distinguished by a denoting number. In all other cases each share shall be distinguished by a denoting number.

Omission of
denoting numbers

New certificate
may be issued

13. If any such certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced as the Directors shall require, and in case of wearing out or defacement on delivery up of the old certificate, and in case of destruction or loss on execution of such indemnity (if any) and in either case on payment of such sum, not exceeding 1s., as the Directors may from time to time require.

Member not
entitled to
dividend or to
vote until all
calls paid

14. No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

LIEN ON SHARES

Company to
have lien on
shares

15. The Company shall have a first and paramount lien and charge on all the shares not fully paid up registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, either alone or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

Lien may be
enforced by sale
of shares

16. For the purpose of enforcing such lien the Directors may sell all or any of the shares subject thereto in such manner as they

think fit, but no sale shall be made until such time as the moneys are presently payable, and until a notice in writing stating the amount due and demanding payment, and giving notice of intention to sell in default, shall have been served in such manner as the Directors shall think fit on such member or the persons (if any) entitled by transmission to the shares, and default in payment shall have been made by him or them for seven days after such notice.

17. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due, and the residue (if any) shall be paid to the member or the persons (if any) entitled by transmission to the shares; provided always that the Company shall be entitled to a lien upon such residue in respect of any moneys due to the Company but not presently payable like to that which it had upon the shares immediately before the sale thereof.

Application
of proceeds
of sale

18. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by any irregularity or invalidity in, the proceedings or be bound to see to the application of the purchase money, and after his name has been entered in the register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

Directors may
enter purchaser's
name in share
register

CALLS ON SHARES

19. The Directors may, subject to the regulations of these Articles and to any conditions of allotment, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each member shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Directors authorising such call shall have been passed. A call may be revoked or the time fixed for its payment may be postponed.

Directors
may make
calls

Fourteen days'
notice to be
given

When call
deemed made

20. The holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Liability of
joint holders

21. If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom

Interest on
unpaid call

the amount of the call is due shall pay interest on such amount at the rate of 10 per cent. per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to remit such interest or any part thereof.

Sums payable
on allotment
deemed a call

22. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date and any instalment of a call shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of the Statutes, or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.

Difference in
calls

23. The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

Calls may
be paid in
advance

24. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest (not exceeding, without the consent of a General Meeting, 10 per cent. per annum) as may be agreed upon between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. No sum paid up in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

TRANSFER OF SHARES

Members may
transfer shares

25. Subject to the restrictions of these Articles, any member may transfer all or any of his shares, but every transfer must be in writing, and in the usual common form or in such other form as the Directors may approve, and must be left at the transfer office of the Company accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

Signature of
transfers

26. The instrument of transfer shall be signed by or on behalf of the transferor and in the case of partly paid shares by or on

behalf of the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Nothing in these presents contained shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

27. The Directors may, in their discretion and without assigning any reason therefor, refuse to register the transfer of any share (not being a fully paid-up share) to any person whom they shall not approve as transferee. The Directors may also refuse to register any transfer of a share on which the Company has a lien, not being a fully paid-up share.

Directors may
refuse to register
transfers in
certain cases

28. If the Directors refuse to register a transfer of any share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by section 78 of the Act.

Notice of
refusal

29. No fee shall be charged for registration of a transfer or of any probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas or other document relating to or affecting the title to any shares.

No fees on
registration

30. The registration of transfers may be suspended and the register of members closed at such times and for such period as the Directors may from time to time determine, provided always that the register shall not be closed for more than thirty days in any year.

Register of
members may be
closed

TRANSMISSION OF SHARES

31. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

On death of
member survivor
or executor
only recognised

32. Subject to the provisions of these Articles, any person becoming entitled to a share in consequence of the death or bankruptcy of any member may upon producing such evidence of title as the Directors shall require, and subject as hereinafter provided, either be registered himself as holder of the share, or elect to have some person nominated by him registered as the transferee thereof.

Person becoming
entitled on
death or
bankruptcy of
member may be
registered

Person electing
to be registered
to give notice

33. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects. For all purposes of these Articles relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the same power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred and the notice were a transfer executed by the person from whom the title by transmission is derived.

Person electing
to have nominee
registered to
execute transfer

34. If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.

Rights of persons
entitled by
transmission

35. A person entitled to a share by transmission shall be entitled to receive and give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company, or (save as aforesaid) to any of the rights or privileges of a member, unless and until he shall have become a member in respect of the share.

FORFEITURE OF SHARES

Directors may
require payment
of call with
interest and
expenses

36. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid, together with any accrued interest and any expenses incurred by the Company by reason of such non-payment.

Notice requiring
payment to
contain certain
particulars

37. The notice shall name a further day on or before which such call, or such part thereof, as aforesaid, and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made will be liable to be forfeited.

On non-
compliance with
notice shares
forfeited on
resolution of
Directors

38. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest

and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

39. A forfeiture of shares under the preceding Articles shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Forfeiture to include dividends declared though not actually paid

40. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Notice of forfeiture to be given and entered in register of members

41. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.

Directors may allow forfeited share to be redeemed

42. Every share which shall be forfeited shall thereupon become the property of the Company, and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.

Shares forfeited belong to Company

43. A member whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, with interest thereon to the date of payment at such rate, not exceeding 10 per cent. per annum as the Directors shall think fit, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.

Holders of forfeited shares liable for call made before forfeiture

44. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands

Consequences of forfeiture

against the Company in respect of the share and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

Title to
forfeited share

45. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the time when it was forfeited, shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated, and such declaration, together with a certificate of proprietorship of the share under the Seal delivered to a purchaser or allottee thereof, shall (subject to the execution of any necessary transfer) constitute a good title to the share, and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any omission, irregularity or invalidity in or relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CONVERSION OF SHARES INTO STOCK

Shares may be
converted into
stock

46. The Company may, from time to time, by resolution of a General Meeting, convert all or any of its paid-up shares into stock and may from time to time, in like manner, reconvert any such stock into paid-up shares of any denomination.

Stock may be
transferred

47. When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in General Meeting shall direct, but in default of any such direction in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Company in General Meeting, or failing a resolution of a General Meeting, the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, provided that the minimum shall not exceed the nominal amount of the shares from which the stock arose, and may prescribe that stock is to be divided and transferable in units of corresponding amount.

48. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for other purposes as if they held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profits and assets of the Company, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

Holders of stock
entitled to same
dividends and
privileges as
holders of shares

49. All such provisions of these Articles as are applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "member" shall include "stock" and "a holder of stock" respectively.

Share includes
stock

INCREASE OF CAPITAL

50. The Company may from time to time, in General Meeting, whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully paid up or not, increase its capital by the creation of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the General Meeting resolving upon the creation thereof shall direct. Subject and without prejudice to any rights for the time being attached to the shares of any special class, any shares in such increased capital may have attached thereto such special rights or privileges as the General Meeting resolving upon the creation thereof shall direct, or, failing such direction, as the Directors shall by resolution determine, and in particular any such shares may be issued with a preferential, deferred or qualified right to dividends or in the distribution of assets and with a special or without any right of voting. Any Preference Share may be issued on the terms that it is or at the option of the Company is liable to be redeemed on such terms and in such manner (subject to the provisions of the Statutes) as may be provided by the Articles of Association of the Company for the time being in force.

Company may
increase its
capital

51. The Company in General Meeting may direct that any new shares shall be offered to the existing members in proportion as nearly as the circumstances admit to the number of existing shares held by them or that the same be offered to the holders of shares of any particular class or classes. Such offer shall be made

New shares may
be offered to
members

by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company; and further if, owing to the proportion which the number of the new shares bears to the number of shares held by members entitled to such offer as aforesaid, or from any other cause, any difficulty shall arise in apportioning the new shares or any of them in manner aforesaid, the Directors may in like manner dispose of the shares in respect of which such difficulty arises.

New shares
considered as
original capital

52. Subject to any directions that may be given in accordance with the powers contained in the Memorandum of Association or these Articles, any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.

ALTERATIONS OF CAPITAL

Company may
alter its
capital in
certain ways

53. The Company may from time to time in General Meeting:—

- (A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, or
- (B) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, or
- (C) by sub-division of its existing shares, or any of them, divide its capital, or any part thereof, into shares of smaller amount than is fixed by its Memorandum of Association, and so that as between the holders of the resulting shares one or more of such shares may by the resolution by which the sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares subject nevertheless to the provisions of Article 56.

Company may
reduce its capital

54. The Company may from time to time by Special Resolution reduce its share capital and any capital redemption reserve

fund or share premium account in any manner authorised and with and subject to any incident prescribed or allowed by the Statutes.

55. Anything done in pursuance of either of the last two preceding Articles shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient, with power for the Directors, on any consolidation of shares, to deal with fractions of shares in any manner they may think fit.

Any alteration of capital to be made according to Statutes

MODIFICATION OF RIGHTS

56. Subject to the provisions of section 72 of the Act, all or any of the rights or privileges for the time being attached to any class of shares forming part of the capital for the time being of the Company (and notwithstanding that the Company may be or be about to be in liquidation) may be modified or abrogated in any manner with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings (including the obligation to notify members as to their right to appoint proxies) shall *mutatis mutandis* apply, provided always that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid up on the issued shares of the class, and that the members of such class shall on a poll have one vote for each share of the class held by them respectively, provided also that if at any adjourned meeting of the members of such class a quorum as above defined is not present those members who are present shall form a quorum. Unless otherwise provided by the terms of issue thereof, the rights or privileges attached to any class of shares will not be deemed to be modified or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

Rights of shareholders may be altered

GENERAL MEETINGS

57. A General Meeting shall be held as the Annual General Meeting in each year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall elapse between the holding of any two successive Annual General Meetings.

Annual General Meetings

58. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Extraordinary General Meetings

Calling of
Extraordinary
General
Meetings

59. The Directors may call an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as is provided by the Statutes.

Notice of
meeting

60. Twenty-one days' notice in writing at the least of every meeting convened for the purpose of passing a Special Resolution and of every Annual General Meeting and fourteen days' notice in writing at the least of every other General Meeting (the length of notice being exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions hereinafter contained or under the Act entitled to receive notices from the Company, provided always that with such consents as are prescribed by sections 133 (3) and 141 (2) of the Act a meeting may be convened upon a shorter notice and in such manner as the consenting members may approve; but the accidental omission to give such notice to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate any resolution passed or proceeding at any such meeting. Every notice of an Annual General Meeting shall describe the meeting as an Annual General Meeting and every notice of a General Meeting or of a class meeting shall comply with any requirements of the Statutes as regards the notification to members of their rights as to the appointment of proxies.

PROCEEDINGS AT GENERAL MEETINGS

Special
business

61. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the balance sheet and profit and loss account, the group accounts (if any), and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet, the election of Directors in place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

No business
to be transacted
unless quorum
present

62. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Three members personally present shall be a quorum for all purposes.

63. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present shall be a quorum.

If quorum not present meeting adjourned or dissolved

64. The Chairman, with the consent of any meeting at which a quorum is present, may adjourn the meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Notice of adjournment to be given

65. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be present but unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, one of themselves to be Chairman of the meeting.

Chairman of Board to preside at all meetings

66. At any General Meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting or by at least three members for the time being entitled to vote at the meeting, or by a member or members representing one-tenth or more of the total voting rights of all the members having the right to vote at the meeting, or by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn. The instrument

How resolution decided

appointing a proxy to vote at a meeting shall be deemed to confer authority to demand or join in demanding a poll, and for the purposes of this Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Poll to be taken
as Chairman
shall direct

67. Subject as provided in Article 68, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll in
certain cases

68. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

Chairman to
have casting
vote

69. In the case of an equality of votes, either on a show of hands or at a poll, the Chairman of the meeting shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a member, or as a representative or proxy of a member.

Business to be
continued if
poll demanded

70. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

Member to have
one vote or one
vote for every
share

71. Subject to any special rights, restrictions or prohibitions as regards voting for the time being attached to any special class of shares in the capital of the Company, on a show of hands every member personally present shall have one vote only, and in case of a poll every member present in person or by proxy shall have one vote for each share held by him. On a poll being taken at a meeting of the Company or at a meeting of any class of members, a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Votes of member
suffering from
mental disorder

72. A member incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or at a poll, by his receiver, committee, *curator bonis*, or other legal curator, and such last-mentioned persons may give their votes by proxy on a poll.

Votes of joint
holders of shares

73. If two or more persons are jointly entitled to a share, then, in voting upon any question, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other holders of the share, and for

this purpose seniority shall be determined by the order in which the names stand in the register of members.

74. Save as herein expressly provided, no member other than a member duly registered who shall have paid everything for the time being due from him and payable to the Company in respect of his shares shall be entitled to vote on any question either personally or by proxy at any General Meeting.

Registered members only entitled to vote

75. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

How votes may be given and who can act as proxy

76. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of the Company or of any class of members thereof; and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands.

Representation of companies which are members of this Company at meetings

77. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation either under its common seal, or under the hand of some officer or attorney duly authorised in that behalf.

Instrument appointing proxy to be in writing

78. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or if the Directors shall appoint some other place, at that place at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Instrument appointing a proxy to be left at Company's office

79. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which it was executed, provided that no intimation in writing of the death, insanity or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

When vote by proxy valid though authority revoked

Form of proxy

80. Any instrument appointing a proxy shall be in the following form, with such variations as circumstances may require or the Statutes permit or in such other form as the Stock Exchange Authorities may approve:—

"I,
 "of
 "a member of the above-named Company, hereby appoint
 "
 " of
 "
 "and failing him
 "of
 "to vote for me and on my behalf at the [Annual,
 "Extraordinary, or Adjourned, as the case may be] General
 "Meeting of the Company, to be held on the day of
 "
 ", and at every adjournment
 "thereof for/against (*) the resolution(s) to be proposed
 "thereat.

"As witness my hand this day of 19 .

"(*) Strike out whichever is not desired. Unless otherwise instructed the proxy will vote or abstain, as he thinks fit."

DIRECTORS

Appointment
and number
of Directors

81. The number of Directors shall be not less than two and not more than ten.

No age limit
for Directors

82. Unless and until otherwise determined by the Company in General Meeting, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed (as the case may be) as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

83. The Directors may from time to time appoint any other person to be a Director either to fill a casual vacancy or by way of addition to the Board, but so that the maximum number fixed as above shall not be thereby exceeded. Any Director appointed under this Article shall hold office only until the Annual General Meeting following next after his appointment, when he shall retire, but shall be eligible for election as a Director at that meeting. He shall not be taken into account in determining the rotation of retirement of Directors at such meeting.

Casual vacancy

84. The continuing Directors at any time may act, notwithstanding any vacancy in their body, provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number fixed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body or calling a General Meeting of the Company, but not for any other purpose.

Directors may act notwithstanding vacancies, but if less than minimum number fixed by Articles may only fill vacancies or call meeting

85. No share qualification shall be required by a Director.

Directors' qualification

86. The Directors may (if they so resolve) be paid out of the funds of the Company by way of remuneration for their services (without prejudice to their respective rights (if any) to additional remuneration pursuant to the terms of any Service Agreement) an aggregate amount not exceeding £300 per annum together with such further sum (if any) as the Company in General Meeting may from time to time determine, for division amongst the Directors (or any thereof) as the Chairman may in either case decide. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in and about the business of the Company, including their expenses of travelling to and from Board, Committee or General Meetings.

Directors' remuneration

87. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company, or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

Special remuneration

88. Subject to the provisions of sections 191 and 192 of the Act, and without prejudice to any other powers conferred upon them

Directors may pay pensions

Fc

by the Articles of the Company, the Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or any Subsidiary thereof or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

MANAGING AND EXECUTIVE DIRECTORS

Directors may
appoint Managing
or Executive
Directors

89. (A) The Directors may from time to time appoint one or more of their body to any executive office, including that of Managing Director or Joint Managing Director, for such period, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, but so that no such Executive or Managing Director shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed. The remuneration of such Director may be by way of salary or commission, or participation in profits, or by any or all of those modes, and it may be made a term of his appointment that he be paid a pension or gratuity on retirement from his office.

Provisions to
which Managing
and Executive
Directors will be
subject

(B) A Managing Director or Joint Managing Director or Executive Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to removal as the other Directors of the Company, and if he cease to hold the office of Director he shall, *ipso facto* and immediately, cease to be a Managing Director or an Executive Director, as the case may be.

SECRETARY

Secretary

Power for
Directors to
appoint an
Assistant or
deputy

90. The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Directors may from time to time if there is no Secretary or no Secretary capable of acting by resolution appoint an assistant or deputy Secretary to exercise the functions of the Secretary.

THE SEAL

91. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least one Director and of the Secretary, and the said Director and the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and, in favour of any purchaser or person *bona fide* dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. The signature of the foregoing officers of the Company may, if the Directors so resolve, be mechanically applied if and for so long as the method of application of such signatures is controlled by the Auditors, Transfer Auditors (if any) or Bankers of the Company. Every certificate for shares, stock, debenture stock or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the Seal but such certificates shall not (save to the extent that the terms and conditions for the time being relating to any debentures or debenture stock or other loan capital of the Company require the certificates therefor to be signed or countersigned) be signed or countersigned by any person.

Seal to be affixed by authority of resolution of Board and in the presence of one Director and Secretary save as specified

POWERS OF DIRECTORS

92. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Business of Company to be managed by Directors

93. The Directors may make such arrangements as may be thought fit for the management of the Company's affairs abroad, and may for this purpose (without prejudice to the generality of their powers) appoint local boards, attorneys and agents, and fix their remuneration, and delegate to them such powers as may be deemed requisite or expedient. The Company may exercise all the powers of section 35 of the Act, and the official seal shall be affixed by the authority and in the presence of, and the instruments sealed therewith shall be signed by, such persons as the Directors shall from time to

Company may exercise power under sections 35 and 119 of the Act

time by writing under the Seal appoint. The Company may also exercise the powers of section 119 of the Act with reference to the keeping of Dominion Registers. The obligations and conditions imposed by those sections and any sections ancillary thereto shall be duly observed.

Limit to
Directors'
borrowing powers

94. (A) Subject as hereinafter provided the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

(a) The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies so as to secure (so far as by such restriction and exercise they can do so) that the aggregate amount for the time being remaining undischarged of all moneys borrowed by the Company and/or any of its subsidiary companies (exclusive of moneys for the time being owing by the Company to any such subsidiary or by any such subsidiary to the Company or another such subsidiary) shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed twice the aggregate (after deducting from such aggregate any debit balance on Profit and Loss Account and any amount in respect of goodwill) of the following (a) the amount paid up on the issued share capital of the Company; (b) the amounts respectively standing in the books of the Company and its subsidiaries to the credit of (i) any reserves of a capital nature; (ii) Share Premium account; (iii) Profit and Loss Account and (iv) all other reserves save any reserve for future taxation. For the purposes of the said limit the issue of debentures shall be deemed to constitute borrowing notwithstanding that the same may be issued in whole or in part for a consideration other than cash.

(c) No person dealing with the Company or any of its subsidiaries shall by reason of the foregoing provision be concerned to see or inquire whether this limit is observed, and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the limit hereby imposed had been or would thereby be exceeded.

Power to pay
pensions, etc.

95. The Directors are empowered to grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain

or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees. In this Article 95 the expression "Company" shall include any Subsidiary thereof.

DISQUALIFICATION OF DIRECTORS

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

Office of
Director vacated
in certain
cases

- (A) If a receiving order is made against him, or he makes any arrangement or composition with his creditors.
- (B) If he becomes incapable by reason of mental disorder of discharging his duties as a Director.
- (C) If he ceases to hold the number (if any) of shares required to qualify him for office or does not acquire the same within two months after election or appointment.
- (D) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (E) If he is prohibited from being a Director by an order made under section 188 of the Act.
- (F) If by notice in writing to the Company he resigns his office.
- (G) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act or pursuant to Article 97.

97. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another person in his stead; any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed, but shall be eligible for re-election.

Removal of
Directors

Interest of
Directors

98. (A) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 199 of the Act.

(B) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the Meeting, but neither of these prohibitions shall apply to:—

- (i) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (ii) to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (iii) any contract by a Director to subscribe for or underwrite shares or debentures of the Company; or
- (iv) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of, or a person beneficially interested in shares or other securities of any such other company; or
- (v) any arrangement made in exercise of the power conferred by Article 88

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

(c) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any Director is in any way interested, be liable to 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 or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(D) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

99. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

Directors may act in their professional capacities

100. Any Director may continue to be or become a director, managing director, manager or other officer or member of any other company in which this Company may be interested, and (unless otherwise agreed) no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or member of any such other company.

Directors holding office with companies in which Company is interested, etc.

101. Notwithstanding anything contained in the preceding Articles, the Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, managers or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director, managing director, manager or other officer of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

Directors' voting powers conferred by shares in any other company held or owned by the Company

ROTATION OF DIRECTORS

102. At the Annual General Meeting of the Company in every year, one-third of the Directors for the time being (subject to the provisions of Articles 83 and 89 (B)), or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office.

One-third of Directors to retire at Annual General Meeting

103. The Directors to retire at every Annual General Meeting shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors

Senior Directors to retire

Retiring
Directors
re-eligible

to retire shall in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

Office may
be filled
at meeting
at which
Directors
retire

104. The Company may at the meeting at which any Director retires in manner aforesaid, fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up the vacated office or a resolution for the re-election of the retiring Director has been rejected.

Members eligible
for office of
Director if
prescribed
notice and
consent lodged
at office

105. No person not being a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

Prescribed
notice

106. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than seven nor more than twenty-one clear intervening days.

Number of
Directors may
be increased
or reduced

107. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may make the appointments necessary for effecting any such increase, and may determine in what rotation such increased or reduced number shall go out of office.

PROCEEDINGS OF DIRECTORS

Meeting of
Directors

Quorum

108. The Directors or any committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. Unless and until unanimously resolved by the Directors to the contrary in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.

Director may
call meeting
of Board

109. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors by

notice served upon the several members of the Board. Unless and until otherwise resolved to the contrary by the Directors, in fixing the date of any such meeting no account need be taken of the absence of any Director from the United Kingdom and notice to any such Director shall be given to his address within the United Kingdom.

110. The Directors or any committee of the Directors may from time to time elect a Chairman who shall preside at their meetings, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, a substitute for that meeting shall be appointed by such meeting from among the Directors present.

Directors may
elect Chairman

111. (A) The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.

Directors may
delegate powers
to committees

(B) Any Director shall have power to nominate any person to act or attend as his alternate and at his discretion to remove such alternate Director by notice in writing to the Company: and on such appointment being made the alternate Director shall (except as regards share qualification (if any) and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director while acting in the place of an absent Director shall enjoy all the rights and exercise all the duties of the Director he represents. Notwithstanding the foregoing, the Directors may resolve at any time that any person who is thereafter proposed to be appointed as an alternate shall be a person approved of by a majority of the Directors.

Power to
appoint and
remove alternates

(C) The alternate Director so appointed may be a person who is already a Director in his own right, in which case he shall have a separate vote on behalf of the Director he represents in addition to his own vote.

Voting power
of alternate

(D) Any instrument appointing an alternate Director shall be delivered to and retained by the Company and shall as nearly as circumstances will admit be in the form or to the effect as follows:—

Appointment
of alternate

“I
“a Director of
“Limited in pursuance of the power in that behalf contained
“in the Articles of Association of the Company hereby nominate
“
“of

"to act as alternate Director in my place and to exercise and
"discharge all my duties as a Director of the Company.

AS WITNESS my hand this
19 ".

day of

When alternate
automatically
vacates his
office

(E) If the Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by resigning at and being re-elected at one and the same meetings) the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

All acts done
by Directors
to be valid

112. All acts *bona fide* done by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

Minutes to be
made and when
signed by
Chairman to be
conclusive
evidence

113. (A) The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors, and of the attendance thereat, and of the proceedings of all meetings of the Company and all business transacted, resolutions passed and orders made at such meetings, and any such minutes of any such meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

(B) A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of the Directors. Any such resolution may consist of several documents in the like form each signed by one or more Directors.

DIVIDENDS AND RESERVE FUND

Application
of profits

114. Subject to any rights or privileges for the time being attached to any shares in the capital of the Company, having preferential, deferred or other special rights in regard to dividends, the profits of the Company which it shall from time to time be

determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls.

115. The Company in General Meeting may from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company. No higher dividend shall be paid than is recommended by the Directors, and a declaration by the Directors as to the amount of the profits at any time available for dividends shall be conclusive. The Directors may, if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time pay an interim dividend, or pay any preferential dividends on shares issued upon the terms that the preferential dividends thereon shall be payable on fixed dates.

Declaration of dividends

116. With the sanction of a General Meeting, dividends may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the members in accordance with their rights of fully paid shares, stock or debentures of any other company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any member.

Payment of dividends in specie

117. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper to a reserve fund or reserve account, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for any other purposes for which the profits of the Company may lawfully be applied, or shall, with the sanction of the Company in General Meeting, be as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend or bonus, and the Directors may divide the reserve fund into separate funds for special purposes, and may either employ the sums from time to time carried to the credit of such fund or funds in the business of the Company or invest the same in such investments (other than the shares of the Company) as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

Directors may form a reserve fund and invest it

Unpaid calls
and debts
may be deducted
from dividends

118. The Directors may deduct from any dividend or other moneys payable in respect of any shares held by a member, either alone or jointly with any other member, all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls or otherwise.

Dividend
warrant

119. Any dividend, instalment of dividend or interest in respect of any share may be paid by cheque or warrant payable to the order of the member entitled thereto, or (in the case of joint holders) of that member whose name stands first on the register in respect of the joint holding.

Dividend
warrants
to be sent to
members
by post

120. Every such cheque or warrant shall (unless otherwise directed) be sent by post to the last registered address of the member entitled thereto, and the payment of the cheque or warrant in favour of the person whose name appears on the register of members as the holder of any share, or, in the case of joint holders, of any one of such holders, or of his or their agent duly appointed in writing, shall be a good discharge to the Company for all dividends or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Unpaid
dividends not
to bear interest
and when
forfeitable

121. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and the Company shall not be constituted a trustee in respect thereof. All dividends unclaimed for a period of twelve years after having been declared shall be forfeited and shall revert to the Company.

CAPITALISATION OF RESERVES, ETC.

Capitalisation

122. Subject to any necessary sanction or authority being obtained the Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (B) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the shares and proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the Ordinary Shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution

apply such sum in paying up in full any unissued shares in the capital of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares to, and distribute the same credited as fully paid up amongst, such shareholders in the proportions aforesaid, in satisfaction of their shares and interests in the said capitalised sum, or shall apply the sum so resolved to be capitalised or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued Ordinary Shares held by such shareholders. Where any difficulty arises in respect of any such distribution the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares in trustees upon such trusts for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with section 52 of the Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

ACCOUNTS

123. The Directors shall cause proper books of account to be kept:— Accounts to be kept

- (A) of the assets and liabilities of the Company,
- (B) of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and
- (C) of all sales and purchases of goods by the Company,

and such books shall be so kept as to give a true and fair view of the state of the Company's affairs and to explain its transactions. The books of account shall be kept at the Office, or, subject to section 147 (3) of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Where books may be kept

124. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no

Accounts and books may be inspected by members

member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or authorised by the Directors or by a resolution of the Company in General Meeting.

Yearly statement
of income and
expenditure to
be made up and
laid before
Company

125. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, made up to a date not more than six months before such meeting and in conformity with the requirements of the Statutes.

Balance sheet,
etc., to be made
out yearly

126. A balance sheet shall be made out in every year and laid before the Company in General Meeting. Such balance sheet shall contain all such particulars as are required by the Statutes, and shall be made up as at the date to which the profit and loss account is made up, and shall be accompanied by or have annexed or attached thereto a report of the Directors as to the state of the Company's affairs (which shall duly comply with the requirements of the Statutes), a report of the Auditors, such group accounts (if any), and such other documents as are required by the Statutes to accompany the same or to be annexed or attached thereto. Printed copies of all such documents as aforesaid shall, twenty-one clear days at least before each meeting, be delivered or sent by post to the registered address of every member who is entitled to receive the same, to the Auditors, and to every holder of debentures of the Company who is entitled to receive the same, as required by section 158 of the Act, but subject as provided in paragraphs (b) and (c) of the proviso to sub-section (1) of that section and four copies (or other the requisite number) of each of the said documents shall at the same time be forwarded to whichever be applicable of the Quotations Department, The Stock Exchange, London and the Quotations Department, The Northern Stock Exchange, or to both thereof if the circumstances so require. The Auditors report shall be read before the Company in General Meeting and shall be open to inspection by any member as required by section 162 of the Act.

AUDIT

Accounts to be
audited

127. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

Provisions
as to audit

128. The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated by sections 159 to 162 of the Act.

NOTICES

129. A notice or other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address.

Service of
notices by
Company

130. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such share.

How joint
holders of
shares may
be served

131. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

Members abroad
not entitled to
notices unless
they give address

132. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter addressed to the Company, or to such officer, at the office.

Services of
notices on
Company

133. Any notice or other document if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid registered letter as the case may be.

When service
effected

134. Any notice or other document served upon or sent to any member in accordance with these Articles shall, notwithstanding that he be then deceased or bankrupt, and whether the Company have notice of his death or bankruptcy or not, be deemed to be duly served or sent in respect of any shares held by him (either alone or jointly with others) until some other person is registered in his stead as the holder or joint holder of such shares, and such service or sending shall be a sufficient service or sending on or to his executors, administrators or assigns and all other persons (if any) interested in such shares.

Service on
deceased or
bankrupt
members

WINDING UP

Distribution
of assets
in specie

135. If the Company shall be wound up the Liquidators (whether voluntary or official) may, with the sanction of an Extraordinary Resolution, divide among the members in specie 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 or for the benefit of the members or any of them as the Liquidators with the like sanction shall think fit. Any such resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights, but each member shall in that event have a right of dissent and other ancillary rights in the same manner as if such resolution were a Special Resolution passed pursuant to section 287 of the Act.

INDEMNITY

136. Every Director, Managing Director, agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

BAINBRIDGE BROS. (ENGINEERS)

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Document Filer's Reference.....

Form No. 10 8

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; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

.....
.....
.....
BAINBRIDGE BROS. (ENGINEERS) Limited, hereby gives you notice, pursuant to
* "Ordinary",
"Extra-ordinary", or
"Special". Section 63 of the Companies Act, 1948, that by a * Special
Resolution of the Company dated the 19th day of February, 1968,
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 80,000 beyond the Registered Capital
of £ 120,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
800,000	Ordinary	2s.

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:—

The new Ordinary Shares rank pari passu in all respects with the
1,200,000 existing Ordinary Shares.

*** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature..... *P. G. Lavelli*

State whether Director } Director
or Secretary }

Dated the 19th day of February, 1968.

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

Number of } 492,133 / 11
Company }

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

BAINBRIDGE BROS. (ENGINEERS)

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

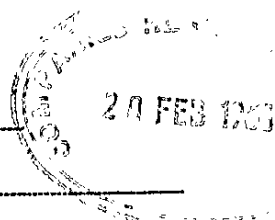
NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

L. W. Galt

Document Filer's Reference.....



Form No. 26a

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; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

OF

Dated the 19th day of February 1968.

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

No. 492,133

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

(AMENDED)

Memorandum of Association

OF

**BAINBRIDGE BROS. (ENGINEERS)
LIMITED**

(Amended by Special Resolution passed on 19th February, 1968)

(Incorporated the 2nd day of March, 1951)

Solicitors:

ASCROFT, MAW & SHIMELD,

22, CLEGG STREET,

OLDHAM.

VAUDREY OSBORNE & MELLOR,

30, ST. ANN STREET,

MANCHESTER 2.

692133/74

Certified a true copy as attested by Special Resolution
passed on 19th February, 1968.

Arthur Bannister

CHAIRMAN

Doc 69
11/24

THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

(AMENDED)

Mechanical & general engineers
Memorandum of Association

OF

**BAINBRIDGE BROS. (ENGINEERS)
LIMITED**

(Amended by Special Resolution passed on 19th February, 1968)

1. The name of the Company is "BAINBRIDGE BROS. (ENGINEERS) 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 business as mechanical and general engineers and as manufacturers, repairers and letters on hire of and wholesale and retail dealers in, machinery, rolling stock, implements, tools, accessories, hardware and engineering equipment of every kind and as tinplate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods manufacturers. —

✓ (B) To carry on business as builders' merchants and as builders, owners and managers of mills, furnaces, quarries, mines, ships, warehouses, docks, stores, wharves and as manufacturers, workers, merchants and dealers of and in cake



spelter, pig lead, ingot, iron, steel, zinc, lead, copper, brass, tin, metals, ores, alloys, tinsplate, gases, oils, chemicals, manures, lime, cement, rock, clay, concrete, aluminium facia soffitt and spar facia brackets, bricks, stone, gravel, coke, minerals, by-products and substances of every description and as haulage and transport contractors and carriers, and to carry on all descriptions of trade or business connected with any of the above-mentioned trades, articles or services. —

- ✓ (c) To purchase for investment securities of any nature whatsoever and take on lease or in exchange or otherwise acquire for any estate or interest any lands, buildings, easements, licences, rights or privileges over or in respect of freehold or leasehold land, but so that the Company may acquire the same for the purpose of investment only and with a view to holding or managing the same and receiving the income thereof and shall not have power to deal or traffic in lands, buildings, leases, underleases, investments or securities and so that if from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so for any consideration thought fit and in particular for shares, debentures or other securities of other companies, but any surpluses or deficiencies arising on or from such realisation as aforesaid shall be capital surpluses not available for distribution or capital deficiencies, as the case may be, provided that nothing herein contained shall prohibit the Company from capitalising any capital surplus. ✓
- ✓ (d) To acquire (for a consideration consisting of cash or Shares of the Company or partly the one and partly the other) the whole or any part of the Share Capital of any limited companies carrying on businesses of whatsoever nature and to co-ordinate the management and activities of any thereof which are subsidiaries of the Company. ✓
- ✓ (e) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company. ✓
- ✓ (f) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently

or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company. ✓

- ✓ (G) To purchase, take on lease, hire or otherwise acquire and hold any plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- ✓ (H) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company. ✓
- ✓ (I) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangement as may seem desirable. ✓
- ✓ (J) To lend money and give credit to and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company. ✓
- ✓ (K) To receive money on deposit or loan and 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 moneys borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge, lien or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be. ✓
- ✓ (L) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments. ✓
- ✓ (M) To establish and maintain or procure the establishment and maintenance of any contributory or non-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 company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or 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 and 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, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- ✓ (N) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- ✓ (O) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such company.
- ✓ (P) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- ✓ (Q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- ✓ (R) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same, in whole or in part by others.
- ✓ (S) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.

- ✓ (T) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- ✓ (U) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- ✓ (V) 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.
- ✓ (W) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them provided that the Company shall not have power to act as Stock and Share Brokers or Dealers.
- ✓ (X) It is hereby expressly declared that the objects specified in each of the sub-clauses of this Clause 3 shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such sub-clauses) by reference to or inference from the terms of any other sub-clause (or the name of the Company), but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The share capital of the Company is £20,000* divided into 20,000 Shares of £1 each.

*At the date of amendment hereof, the Share Capital is £200,000 divided into 2,000,000 Ordinary Shares of 2s. 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.
<p>FRANK BAINBRIDGE, Mersey House, Carrington Lane, Sale. <i>Engineer.</i></p>	<p>One</p>
<p>HAROLD BAINBRIDGE, 419, Burnley Lane, Chadderton, Lancs. <i>Engineer.</i></p>	<p>One</p>

DATED this 20th day of February, 1951.

WITNESS to the above Signatures :—

C. W. SHIMELD,

Solicitor and Notary,
Oldham.

Number of
Company

492133/78 77

THE COMPANIES ACTS 1948 to 1967

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

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
Name of
the Company

Bainbridge Bros (Engineers)

LIMITED

Section 110 of the Companies Act 1948 provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by The Company

Presenter's Reference

Arbuthnot House,

Breeds Place,

Hastings, Sussex.

Form No. 103
(No filing fee payable)

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 14-22 Renfrew Court,
Glasgow, G.2.

Companies 4D

F17220,21-1-60

To the REGISTRAR OF COMPANIES.

Signature.

(State whether
Director or Secretary).

Dated the 18 day of September, 1969.

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

Company No. 492133. 188

SPECIAL RESOLUTION

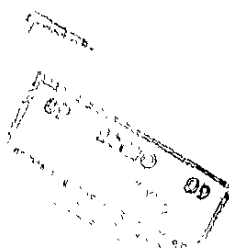
BAINBRIDGE BROS. (ENGINEERS) LIMITED

PASSED 12th APRIL 1976

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Registered Office Facia Works, Woodhill Road, Bury, BL8 1BW on Monday 12th April 1976 the subjoined Special Resolution was duly passed, viz:

"That the name of the company be changed from
BAINBRIDGE BROS. (ENGINEERS) LIMITED
to BAINBRIDGE ENGINEERING LIMITED."

DENNIS FREDJOHN,
Chairman.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

492133

/89

I hereby certify that

FAIRBRIDGE REVS. (ENGINEERS) LIMITED

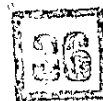
having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

FAIRBRIDGE ENGINEERING LIMITED

Given under my hand at Cardiff the

12TH MAY 1976

D. A. Pendlebury



D. A. PENDLEBURY

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

SPECIAL RESOLUTIONS

of

BAINBRIDGE ENGINEERING LIMITED

At an Extraordinary General Meeting of the company duly convened and held on 15th September 1978, the following Resolutions were proposed and duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That the memorandum of association of the company be altered by the addition immediately after Clause 3(k) of the memorandum of the following sub-clause 3(k)(i):-

- (i) As a separate and independent object to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by all or any of such methods the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any company including any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or a holding company (as defined as aforesaid) of the Company's holding company or otherwise associated with the Company in business.

2. That the articles of association of the company be amended by the substitution for the existing articles of association of the new articles of association appearing in the proof produced to the meeting and for the purpose of identification initialled by the Chairman.



P. L. ...
Secretary

COMPANY LIMITED BY SHARES

no change
main objects.

(AMENDED)

MEMORANDUM OF ASSOCIATION

OF

BAINBRIDGE ENGINEERING LIMITED

1. The name of the Company is "BAINBRIDGE ENGINEERING 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 business as mechanical and general engineers and as manufacturers, repairers and letters on hire of and wholesale and retail dealers in, machinery, rolling stock, implements, tools, accessories, hardware and engineering equipment of every kind and as tinplate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods manufacturers. ✓
- (B) To carry on business as builders' merchants and as builders, owners and managers of mills, furnaces, quarries, mines, ships, warehouses, docks, stores, wharves and as manufacturers, workers, merchants and dealers of and in cake

51



spelter, pig lead, ingot, iron, steel zinc, lead, copper, brass, tin, metals ores, alloys, tinsplate, gases, oils, chemicals, manures, lime, cement, rock, clay, concrete, aluminium fascia soffit and spar fascia brackets, bricks, stone, gravel, coke, minerals, by-products and substances of every description and as haulage and transport contractors and carriers, and to carry on all descriptions of trade or business connected with any of the above-mentioned trades, articles or services.

- (C) To purchase for investment securities of any nature whatsoever and take on lease or in exchange or otherwise acquire for any estate or interest any lands, buildings, easements, licences, rights or privileges over or in respect of freehold or leasehold land, but so that the Company may acquire the same for the purpose of investment only and with a view to holding or managing the same and receiving the income thereof and shall not have power to deal or traffic in lands, buildings, leases, under-leases, investments or securities and so that if from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so for any consideration thought fit and in particular for shares, debentures or other securities of other companies, but any surpluses or deficiencies arising on or from such realisation as aforesaid shall be capital surpluses not available for distribution or capital deficiencies, as the case may be, provided that nothing herein contained shall prohibit the Company from capitalising any capital surplus
- (D) To acquire (for a consideration consisting of cash or Shares of the Company or partly the one and partly the other) the whole or any part of the Share Capital of any limited companies carrying on businesses of whatsoever nature and to co-ordinate the management and activities of any thereof which are subsidiaries of the Company.
- (E) To carry on any other business, whether subsidiary or not, which can, in the opinion of the Company, be carried on conveniently or advantageously in connection with the business of the Company.
- (F) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently

or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.

- (G) To purchase, take on lease, hire or otherwise acquire and hold any plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (H) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (I) To enter into partnership or amalgamate with any person or body for the purpose or carrying on any business or transaction within the objects of the Company and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (J) To lend money and give credit to and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (K) To receive money on deposit or loan and 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 moneys borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge, lien or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (K) (i) As a separate and independent object to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the

Adopted by
Special
Resolution
Dated 15th
September 1978.

Company or by all or any of such methods the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any company including any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or a holding company (as defined as aforesaid) of the Company's holding company or otherwise associated with the Company in business.

- (L) To invest, lend or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit and to vary investments.
- (M) To establish and maintain or procure the establishment and maintenance of any contributory or non-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 company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or 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 and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and wellbeing of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (N) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (O) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such company.

- (P) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (Q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (R) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same, in whole or in part by others.
- (S) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (T) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (U) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (V) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform subcontracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (W) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them provided that the Company shall not have power to act as Stock and Share Brokers or Dealers.
- (X) It is hereby expressly declared that the objects specified in each of the sub-clauses of this Clause 3 shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such sub-clauses) by reference to or inference from the terms of any other sub-clause (or the name of the Company) but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

4. The liability of the Members is limited. ✓
5. The share capital of the Company is £20,000 divided into 20,000 Shares of £1 each.

By an Extraordinary Resolution passed 31st January 1958 the Share Capital was increased to £40,000 by the creation of 20,000 new shares of £1 each ranking equally in all respects with the 20,000 existing shares of £1 each.

By an Ordinary Resolution passed 2nd April 1962 the Share Capital was increased to £50,000 by the creation of 10,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares.

By an Ordinary Resolution passed 27th January 1964 the Share Capital was increased to £80,000 by the creation of 30,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares.

By an Ordinary Resolution passed 26th March 1965 the Share Capital was increased to £120,000 by the creation of 40,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares.

By a Special Resolution passed 19th February 1968 the 120,000 Issued Shares of £1 each were subdivided and designated as an aggregate of 1,200,000 Ordinary Shares of 10p (2s) each. The Authorised Capital was increased from £120,000 to £200,000 by the creation of 800,000 new Ordinary Shares of 10p (2s) each ranking pari passu with the 1,200,000 issued Ordinary Shares of 10p (2s) each.

The share capital as revised is therefore £200,000 divided into 2,000,000 Ordinary Shares of 10p 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 & Descriptions of Subscribers

Number of Shares
taken by each
Subscriber ✓

FRANK BAINBRIDGE

One

Mersey House,

Carrington Lane,

Sale.

Engineer.

HAROLD BAINBRIDGE

One

419 Burnley Lane,

Chadderton,

Lancs.

Engineer

DATED this 20th day of February, 1951

WITNESS to the above Signatures:-

Solicitor and Notary

Oldham.

ARTICLES OF ASSOCIATION

-of-

BAINBRIDGE ENGINEERING LIMITED

(adopted by Special Resolution dated
15th September, 1978)

I. General

1. Subject as hereinafter provided the regulations contained in Table A, Part I of the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.

2.(a) Regulation 53 of Part I of Table A shall not apply and 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 members present in person or by proxy shall be a quorum.

(b) 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.

II. Shares

3. The share capital at the date of the adoption of these Articles is £ 200,000 divided into 2,000,000 Ordinary Shares of 10p each.

4. All unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and upon such terms and conditions as the Directors may determine.

III. Lien

5. The Company's lien on shares shall extend to all shares including fully paid up shares and regulation 11 of Part I of Table A shall be construed accordingly.

IV. Proxies

6. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be produced at any meeting at which the person named in the instrument wishes to vote by that person before he votes and in default of such production any vote cast by that person shall not be counted.

Regulation 69 of Part I of Table A shall not apply

VI. Directors

7. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

Regulation 79 of Part I of Table A shall not apply.

8. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the meeting.

9. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration as the Directors may determine.

10. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Regulations 84(2) and 84(4) and regulations 89 to 95 inclusive shall not apply.

VI. Alternate Directors

11. Any Director may, by writing under his hand, appoint any person (whether a Director or member of the Company or not) to be his alternate, and such alternate shall be entitled, in the absence of the Director whom he represents, to attend and vote at meetings of the Directors but the appointment of a person who is not a Director must be approved by at least two-thirds of the Directors before becoming effective. A Director may at any time, by notice in writing to the Secretary left at the registered office of the Company, revoke the appointment of his alternate and appoint another person in his place and if a Director dies or ceases to hold the office of Director the appointment of his alternate shall thereupon determine.

12. Every person acting as an alternate Director shall be an officer of the Company but shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be such proportion of the remuneration payable to the Director appointing him as he and that Director shall agree.

13. Where a Director has given to the Secretary notice of his absence from the United Kingdom and is represented by an alternate Director, due notice of any meeting of the Directors shall be given to such alternate Director, but an alternate Director shall not otherwise be entitled to receive notice of meeting of the Directors.

14. A Director who is also an alternate director shall be entitled to a separate vote on behalf of the Director he is representing in addition to his own vote.

VII. Divisional Directors

15. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of divisional director of the Company and the following provisions with regard to any such appointment or appointments shall have

effect:-

(i) The appointment, tenure of office, remuneration (if any) and scope of duties of a divisional director shall be determined from time to time by the directors with full power to make such arrangements as they think fit; and the directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a divisional director, except that no act shall be done that would impose any personal liability on any divisional director except with his full knowledge and consent.

(ii) The directors may also from time to time remove any divisional director from office and if they so decide appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the divisional director and the Company.

(iii) The appointment of a person to be a divisional director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as divisional director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a divisional director shall be vacated if he becomes of unsound mind, or bankrupt or makes any arrangement or composition with his creditors generally or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under Section 188 of the Act or if he resigns his office or is removed from office by a resolution of the Board.

(iv) A divisional director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Companies Act 1948 or these Articles and no divisional director shall be entitled to attend or be present at any meetings of the Board or of any committee of directors unless the Directors shall require him to be in attendance.

(v) A divisional director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge and experience and advice.

Ernst & Whinney Chartered Accountants

Comprising
Turquand Barton Mayhew & Co.
and Whinney Murray & Co.

492133
115.
Lowry House
17 Marble Street
Manchester
M2 3AW

Phone: 061 832 5784
Telex: 668202

Our ref: B189 B GL

20 October 1980

The Secretary
Bainbridge Engineering Limited
235 Old Marylebone Road
London
NW1 5QT

Dear Sir

In accordance with section 16 of the Companies Act 1976, we write to notify you of our formal resignation as auditors of your company. This resignation takes effect from the time at which you receive this letter.

In accordance with section 16(2) of the 1976 Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully

Ernst & Whinney





COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] []

492133

Name of company

* RAINBRIDGE ENGINEERING LIMITED

*Insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

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

Day Month

3 0 0 9

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

Day Month Year

3 0 0 9 1 9 8 9

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

The company is a [subsidiary] ~~holding company~~† of HILL & SMITH HOLDINGS PLC, company number 671474the accounting reference date of which is 30th September

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed [Signature]Designation DIRECTORDate 11th January 1989

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

JOHN SILK & CO.,
Barclays Bank Chambers
Church Square,
Oldbury, Warley,
West Midlands
B69 4EZFor official use
General Section

Post room

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate