

THE COMPANIES ACT, 1948



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

VITAFOAM PENSIONS TRUST
LIMITED

Presented by

Boote Edgar & Co.,

53, Spring Gardens,

Manchester, 2.

1125 REC
1 MAY 1964
A

The Solicitors' Law Stationery Society, Limited
12 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; 131 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

I, James Herbert Ogden

of 53 Spring Gardens Manchester 2

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

Do solemnly and sincerely declare that I am (*) a Solicitor of the
Supreme Court engaged in the formation

of VITAFOAM PENSIONS TRUST Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at Manchester

the 15th day of May

one thousand nine hundred and sixty
one

James H. Ogden

Before me,

R. E. G. G. G.

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

DUPLICATE FOR THE FILE

No. 696460



Certificate of Incorporation

I Hereby Certify, that

VITAFOAM PENSIONS TRUST LIMITED

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

Given under my hand at London this ~~Twenty-third~~ day of
~~June~~ One Thousand Nine Hundred and Sixty ~~one~~.



Assistant Registrar of Companies.

Certificate
received by }

Date 23 JUN 1961

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

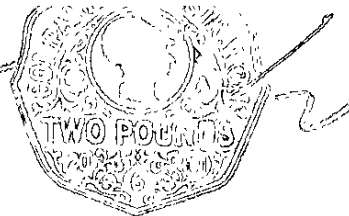
VITAFOAM PENSIONS TRUST
LIMITED

Incorporated the day of , 1961.

BOOTE, EDGAR & CO.,
Solicitors,
Manchester.



200100 / 27 / 1961
The Companies Act, 1948



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

VITAFQAM PENSIONS TRUST LIMITED.



1. The name of the Company (hereinafter called "the Company") is "VITAFQAM PENSIONS TRUST LIMITED."

2. The registered office of the Company will be situate in England.

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

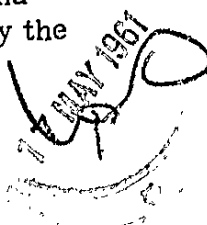
(A) To undertake and discharge the office and duty of Trustee or Trustees and of any Trust Deed Fund or Funds or Scheme or Schemes which may from time to time be established or formed for providing Superannuation Allowances, Pensions, Sick Pay, Gratuities, shares of profits or any other benefits whatsoever (whether in money or in kind) for the officers, employees, ex-officers and ex-employees (and their wives, widows or other relatives or dependants) of Vitafoam Limited and er any other company with or in which Vitafoam Limited is or may become allied or interested.

(B) To accept and undertake the duties of any such office of Trustee as aforesaid either gratuitously or for reward.

(C) To exercise all the powers, authorities, and discretions vested in the Trustee or Trustees for the time being of any Deed or instrument constituting or regulating any such Fund or Scheme as aforesaid.

(D) To invest the trust funds for the time being subject to the trusts of any other Deed or instrument as aforesaid, in the name of the Company in or upon such investments or securities as the Company shall think fit and shall be authorised by the relevant Deed or instrument and without being limited or restricted in any way by the

1.



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provisions of the Trustee Act 1925 and in particular without being limited or restricted by the provisions of that Act regarding the lending of money to be secured by mortgage or legal charge on real or leasehold property and out of the income of such investments or securities, or if such income shall be insufficient for the purpose, then out of the capital (if and so far as may be authorised or directed by the trusts thereof respectively) to raise, provide for and pay or provide all such allowances, pensions, sick pay, gratuities, shares of profits, and other benefits thereout under the trusts and provisions of any such Deeds or instruments.

- (E) To enter into such contracts with Assurance or other companies for the insurance or re-insurance or the investment of the trust funds for the time being subject to the trusts of any instrument or Deed as aforesaid or for the insurance of the trust fund or for the provision of any pension payable under such trusts and for the purpose of and in pursuance of any such contract as aforesaid to pay over or transfer to any such Company such part of the trust funds for the time being subject to the said trusts as the Company shall from time to time deem expedient or prudent for the benefit of any such fund or scheme as aforesaid.
- (F) For the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest over any real or personal property of any kind whatsoever, including contingent and reversionary rights in any property.
- (G) To borrow or raise money or secure or guarantee the repayment of money borrowed by the Company or any person, firm or other company, to guarantee, secure or discharge any debt or obligation of or binding on the Company or any person, firm or other company in such manner as may be thought fit.
- (H) To form, support or subscribe to any charitable educational or public institution, club, society or fund.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (J) To do all such other things in the execution of any such trusts as aforesaid as may be authorised directly or indirectly, by the said Deed or any other Deeds or instruments as aforesaid.

(K) To do all such other things as may be incidental or conducive to the attainment of the above objects.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Graham Hardisty Smith,
312, Wilbraham Rd.,
Broughton - cum - Hardy,
Manchester, 21.

Rubber Technologist.

Fredley Arthur Parker,
25 Valley View Road,
Rugby
Wolverhampton.

Company Director

DATED this 8th day of May 1961.

WITNESS to the above Signatures:-

J. Shewin
24, Lulworth Road,
Middletown,
Manchester.
Accounts Manager.



69620 / 3



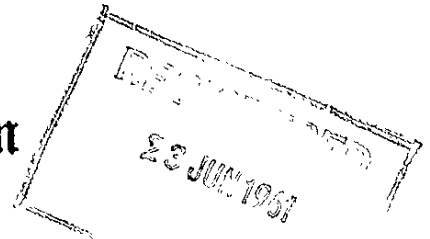
The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

VITAFQAM PENSIONS TRUST LIMITED.



GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS.	MEANINGS.
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Office	The registered office of the Association.
The Seal	The Common Seal of the Association.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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

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Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings as these presents.

MEMBERS.

2. The number of members with which the Company proposes to be registered is ten but the Directors may from time to time register an increase of members provided that the number of members shall not exceed fifty. *Regulations 2 to 6 inclusive contained in Part II of Table A of the Companies Act 1948 shall apply to this Company.*
3. The provisions of section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

GENERAL MEETINGS.

4. The Company shall in each year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
5. All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.
6. The Directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.
7. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members entitled to receive notices of or such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

8. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors, the election of members of the Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

10. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.

11. 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, or at such other place as the Chairman shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

12. The Chairman (if any) of the Directors shall preside as Chairman 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 unwilling to preside, the members present shall choose some member of the ~~Board~~ ^{Board or Directors}, or if no such member be present, or if all the members of the ~~Board~~ ^{Board} present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as if 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.

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its duly authorised representative as provided by section 139 of the Act. A proxy need not be a member of the Company.

22. 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 under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

23. 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 thereof shall be deposited at the registered office of the Company or at such other place within England as is specified in the notice convening the meeting not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the 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 proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

24. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

25. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

"VITAFOAM PENSIONS TRUST LIMITED.

"I,
"of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the (Annual or
"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.

"As witness my hand this day of 19 ."

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

27. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company.

DIRECTORS.

28. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two nor more than seven.

29. The names of the first Directors shall be determined by the subscribers to the Memorandum of Association.

30. The Directors may from time to time and at any time appoint any member of the Company to be a Director either to fill a casual vacancy or by way of addition to the Board of Directors provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

31. No person who is not a member of the Company shall be eligible to hold office as a Director.

POWERS OF THE DIRECTORS.

32. The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and 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 statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, 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.

33. The members for the time being of the Board of Directors of the Company may act notwithstanding any vacancy in their body; provided always that in case the ~~number~~ of the Directors shall at
number

any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for ^{him or} them to act as the Board of Directors of the Company for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

34. 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 by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in ^{the} place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL.

35. The Directors shall provide for the safe custody of the Seal which shall not be used except by the authority of the Directors and in the presence of at least one Director and of the Secretary, 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.

DISQUALIFICATION OF DIRECTORS.

36. The office of Director shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Company.
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

ROTATION OF DIRECTORS.

37. At the Annual General Meeting to be held in the year 1962 and

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in every subsequent year, one third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.

38. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment. As between Directors who became Directors on the same day those to retire shall in the absence of agreement be selected from among them by lot. The length of time a Director has been in office shall be computed from his last election or appointment. A retiring Director shall be eligible for re-election.

R. L. 10/10/13
39. The Company may, at the meeting at which a Director retires in manner aforesaid, fill up the vacated office by electing ^{another} a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

40. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible to the office of Director at any General Meeting, unless not less than three nor more than twenty-eight days 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.

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

R. L. 10/10/13
42. 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 by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not ^{been} removed.

PROCEEDINGS OF DIRECTORS.

43. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

44. A Director may, and on his request the Secretary shall, at

any time, summon a meeting of the Directors by notice served upon them. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

45 The Directors may from time to time elect a Chairman, who shall be entitled to preside at all meetings of the Directors at which he shall be present, and may determine for what period he is to hold office, 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 meeting and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting.

46. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally.

47. The Directors may delegate any of their powers to committees consisting of such Director or Directors as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

48. All acts done by any meeting of the Directors or of any committee of the 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 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.

49. The Directors shall cause proper minutes to be made of all appointments of officers and of the proceedings of all meetings of the Company and of the Directors and of committees of the Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all the Directors for the time being or of any committee of the Directors who are duly entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.

DISPOSAL OF PROFITS.

51. No part of the Company's profits or assets shall be applied

in the payment of dividends or other form of distribution to the members but shall be applied solely for the purposes of the Company or any trust administered by the Company or any charitable purpose.

AUDIT.

52. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

ACCOUNTS.

53. The Directors shall cause proper books of account to be kept with respect to :-

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and

(b) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered office of the Company, or, subject to section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

55. 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 not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

56. The Directors shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

NOTICES.

57. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

58. Notice of every General Meeting shall be given in any manner hereinbefore authorised to :-

- (a) every member except 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;
- (b) every person being a legal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

WINDING UP.

59. If the Company shall be wound up the balance of the assets shall be applied for the benefit of any trust then or formerly administered by the Company or for any charitable purpose as may be decided by the members in General Meeting.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Graham Hardisty Smith
312, Wilbraham Rd.,
Chorlton - cum - Harday,
Manchester, 21.

Rubber Technologist.

Family Arthur Parker
25 Valley View Road,
Ryton.
Oldham.

Company Director

DATED the 8th. day of May 1961.

WITNESS to the above Signatures :-

J. Sherrin
211, Lillworth Road,
Middletown,
Manchester.
Accounts Manager

NO: 6 9 6 4 6 0

THE COMPANIES ACTS 1948 - 1967

VITAFOAM PENSIONS TRUST LIMITED

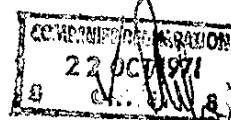
At an Extraordinary General Meeting of the above-named Company duly convened and held at the Registered Office on 19th October 1971 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to "BRITISH VITA
PENSIONS TRUST LIMITED"

T. Walker

T. Walker
COMPANY SECRETARY and SOLICITOR





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 696460

23

I hereby certify that

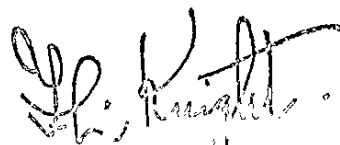
VITAFORM PENSIONS TRUST LIMITED

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

BRITISH VITA PENSIONS TRUST LIMITED

29th October 1971

Given under my hand at London the


(F. L. KNIGHT)

Assistant Registrar of Companies

THE COMPANIES ACT, 1948 & 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BRITISH VITA PENSIONS TRUST LIMITED

Passed the 2nd day of April, 1973

At an EXTRAORDINARY GENERAL MEETING of the above named Company held on 2nd April 1973, the Following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That in Article 28 the word "seven" be deleted and the word "ten" substituted therefor.

T. Walker
T. WALKER

SECRETARY

2nd April, 1973



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

BRITISH VITA PENSIONS TRUST LIMITED

(Passed 4th April 1977)

At an Extraordinary General Meeting of the above named Company duly convened and held at the Registered Office on 4th April 1977, the following Resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. That sub-Clauses (A) and (F) of Clause 3 of the Memorandum of Association of the Company be deleted.
2. That the following Clause be adopted as Sub-Clause (A) in the place of the former sub-Clause (A) namely :-

"(A) To undertake and discharge the office and duty of Trustee or Trustees and of any Trust Deed Fund or Funds or Scheme or Schemes which are now or may from time to time be established or formed for providing Superannuation Allowances, Pensions, Sick Pay, Gratuities, shares in profits or any other benefits whatsoever (whether in money or in kind) for the officers, employees, ex-officers, ex-employees (and their wives, widows or other relatives or dependants) of any company or corporation."

3. That the following clause be adopted as sub-Clause (F) in the place of the former sub-Clause (F) namely :-

- "(F)
- (a) To accept for or without reward the appointment by or for others (including Trustees of any trust fund or scheme) as manager or administrator of investments and securities and for the investment of money therein.
 - (b) For the purposes aforesaid and for all other purposes elsewhere expressed in this Clause 3 to hold, deal with, manage, direct the management of, buy, sell,

exchange, mortgage, charge lease, dispose of, or
grant any right of interest over any real or personal
property of any kind whatsoever, including contingent
and reversionary right in any property. 19

Norman Thimchen

CHAIRMAN



S/Rev 2/12/14/77

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

BRITISH VITA PENSIONS TRUST LIMITED

1. The name of the Company (hereinafter called "the Company") is "BRITISH VITA PENSIONS TRUST 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 undertake and discharge the office and duty of Trustee or Trustees and of any Trust Deed Fund or Funds or Scheme or Schemes which are now or may from time to time be established or formed for providing Superannuation Allowances, Pensions, Sick Pay, Gratuities, shares in profits or any other benefits whatsoever (whether in money or in kind) for the officers, employees, ex-officers and ex-employees (and their wives, widows or other relatives or dependants) of any company or corporation.
 - (B) To accept and undertake the duties of any such office of Trustee as aforesaid either gratuitously or for reward.
 - (C) To exercise all the powers, authorities and discretions vested in the Trustee or Trustees for the time being of any Deed or instrument constituting or regulating any such Fund or Scheme as aforesaid.
 - (D) To invest the trust funds for the time being subject to the trusts of any other Deed or instrument as aforesaid, in the name of the Company in or upon such investments or securities as the Company shall think fit and shall be authorised by the relevant Deed or instrument and without being limited or restricted in any way by the provisions of the Trustee Act 1925 and in

* The name of the Company was changed to British Vita Pensions Trust Limited on 19 October 1971.

particular without being limited or restricted by the provisions of that Act regarding the lending of money to be secured by mortgage or legal charge on real or leasehold property and out of the income of such investments or securities, or if such income shall be insufficient for the purpose, then out of the capital (if and so far as may be authorised or directed by the trusts thereof respectively) to raise, provide for and pay or provide for such allowances, pensions, sick pay, gratuities, shares of profits, and other benefits thereout under the trusts and provisions of any such Deeds or instruments.

- (E) To enter into such contracts with Assurance or other companies for the insurance or re-insurance or the investment of the trust funds for the time being subject to the trusts of any instrument or Deed as aforesaid or for the insurance of the trust fund or for the provision of any pension payable under such trusts and for the purpose of and in pursuance of any such contract as aforesaid to pay over or transfer to any such Company such part of the trust funds for the time being subject to the said trusts as the Company shall from time to time deem expedient or prudent for the benefit of any such fund or scheme as aforesaid.
- (F) a) To accept for or without reward the appointment by or for others (including Trustees of any trust fund or scheme) as manager or administrator of investments or securities and for the investment of money therein
b) For the purposes aforesaid and for all other purposes elsewhere expressed in this Clause 3 to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest over real or personal property of any kind whatsoever, including contingent and reversionary right in any property.
- (G) To borrow or raise money or secure or guarantee the repayment of money borrowed by the Company or any person, firm or other company, to guarantee, secure or discharge any debt or obligation of or binding on the Company or any person, firm or other company in such manner as may be thought fit.
- (H) To form, support or subscribe to any charitable educational or public institution, club, society or fund.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (J) To do all such other things in the execution of any such trusts as aforesaid as may be authorised directly or indirectly, by the said Deed or any other Deeds or instruments as aforesaid.
- (K) To do all such other things as may be incidental or conducive to the attainment of the above objects.

✓ 4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Graham Hardisty Smith
312 Wilbraham Road
Chorlton-cum-Hardy
Manchester, 21

Rubber Technologist

Fernley Arthur Parker
25 Valley New Road
Royton
Oldham

Company Director

DATED this 8th day of May 1961

WITNESS to the above signatures :-

J Sherwin
24 Lulworth Road
Middleton, Manchester
Accounts Manager

No. 696460

56
The Companies Act 1948

Company Limited by Guarantee and not having a Share Capital

Special Resolution
of
British Vita Pensions Trust Limited
(passed 26th November, 1982).

At the Annual General Meeting of the Company duly convened
and held at the Registered Office on 26 November 1982 the
following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT Article 47 of the Articles of Association
of the Company be altered by the addition of
the words "and such other person or persons"
after the words "Director or Directors"
appearing in line 2 of the said Article 47.



F.A. Parker.
Chairman.



The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

BRITISH VITA PENSIONS TRUST LIMITED.

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context---

WORDS.	MEANINGS.
The Act	The Companies Act, 1948.
These presents	These Articles of Association, and the regulations of the Association from time to time in force
The Office	The registered office of the Association.
The Seal	The Common Seal of the Association.
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

MEMBERS.

2. The number of members with which the Company proposes to be registered is ten but the Directors may from time to time register an increase of members provided that the number of members shall not exceed fifty. Regulations 2 to 6 inclusive contained in Part II of Table 'A' of the Companies Act 1948 shall apply to this Company.

3. The provisions of section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

GENERAL MEETINGS.

4. The Company shall in each year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

5. All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.

6. The Directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

7. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members entitled to receive notices of or such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

8. The accidental omission to give notice of a meeting, to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors, the election of members of the Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

10. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.

11. 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, or at such other place as the Chairman shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

12. The Chairman (if any) of the Directors shall preside as Chairman 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 unwilling to preside the members present shall choose some member of the Board of Directors or if no such member be present or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. 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.

14. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, 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 that resolution.

15. Subject to the provisions of Article 10 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS.

19. Subject as hereinafter provided, every member shall have one vote unless there are moneys due by him to the Company and unpaid.

20. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, on a show of hands and on a poll, by his committee, receiver, curator bonis or other person, in the nature of a committee, receiver or curator bonis appointed by that Court and any such committee receiver curator bonis or other person may on a poll, vote by proxy.

21. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, unless the member is a corporation. A corporation may vote by

its duly authorised representative as provided by section 139 of the Act. A proxy need not be a member of the Company.

22. 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 under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

23. 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 thereof shall be deposited at the registered office of the Company or at such other place within England as is specified in the notice convening the meeting not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the 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 proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

24. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

25. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit---

"VITAFOAM PENSIONS TRUST LIMITED.

"I,
"of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the (Annual or
"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.

"As witness my hand this day of 19 ."

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

27. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company.

DIRECTORS.

* 28. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two nor more than ten.

29. The names of the first Directors shall be determined by the subscribers to the Memorandum of Association.

30. The Directors may from time to time and at any time appoint any member of the Company to be a Director either to fill a casual vacancy or by way of addition to the Board of Directors provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

31. No person who is not a member of the Company shall be eligible to hold office as a Director.

POWERS OF THE DIRECTORS.

32. The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and 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 statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, 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.

33. The members for the time being of the Board of Directors of the Company may act notwithstanding any vacancy in their body, provided always that in case the number of the Directors shall at

any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for him or them to act as the Board of Directors of the Company for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

34. 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 by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL.

35. The Directors shall provide for the safe custody of the Seal which shall not be used except by the authority of the Directors and in the presence of at least one Director and of the Secretary, 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,

DISQUALIFICATION OF DIRECTORS.

36. The office of Director shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Company.
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

ROTATION OF DIRECTORS.

37. At the Annual General Meeting to be held in the year 1962 and

in every subsequent year, one-third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

38. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment. As between Directors who became Directors on the same day those to retire shall in the absence of agreement be selected from among them by lot. The length of time a Director has been in office shall be computed from his last election or appointment. A retiring Director shall be eligible for re-election.

39. The Company may, at the meeting at which a Director retires in manner aforesaid, fill up the vacated office by electing another person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

40. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible to the office of Director at any General Meeting, unless not less than three nor more than twenty-eight days 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.

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

42. 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 by an Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS.

43. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

44. A Director may, and on his request the Secretary shall, at

any time, summon a meeting of the Directors by notice served upon them. A Director who is absent from the United Kingdom, shall not be entitled to notice of a meeting.

45. The Directors may from time to time elect a Chairman, who shall be entitled to preside at all meetings of the Directors at which he shall be present, and may determine for what period he is to hold office, 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 meeting and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting.

46. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally.

* 47. The Directors may delegate any of their powers to committees consisting of such Director or Directors and such other person or persons as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

48. All acts done by any meeting of the Directors or of any committee of the 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 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.

49. The Directors shall cause proper minutes to be made of all appointments of officers and of the proceedings of all meetings of the Company and of the Directors and of committees of the Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all the Directors for the time being or of any committee of the Directors who are duly entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.

DISPOSAL OF PROFITS.

51. No part of the Company's profits or assets shall be applied

* Amended by Special Resolution passed 26.11.82.

in the payment of dividends or other form of distribution to the members but shall be applied solely for the purposes of the Company or any trust administered by the Company or any charitable purpose

AUDIT

52. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act

ACCOUNTS

53. The Directors shall cause proper books of account to be kept with respect to :

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and

(b) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered office of the Company, or, subject to section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

55. 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 not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

56. The Directors shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

NOTICES.

57. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

58. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except 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;
- (b) every person being a legal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

WINDING UP.

59. If the Company shall be wound up the balance of the assets shall be applied for the benefit of any trust then or formerly administered by the Company or for any charitable purpose as may be decided by the members in General Meeting.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GRAHAM HARDISTY SMITH,
312, Wilbraham Road,
Chorlton-Cum-Hardy,
Manchester 21.
Rubber Technologist.

FERNLEY ARTHUR PARKER,
25, Valley New Road,
Royton,
Oldham.
Company Director.

DATED the 8th day of May, 1961.

WITNESS to the above Signatures:-

J. SHERWIN,
24, Lulworth Road,
Middleton,
Manchester.
Accounts Manager.

DORMANT COMPANY RESOLUTION

COMPANY No. 626460

THE COMPANIES ACT 1985, SECTION 252 SPECIAL RESOLUTION OF

BRITISH VIM PENSION TRUST LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE 27th DAY OF NOVEMBER 1989

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

~~EITHER~~

~~The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.~~

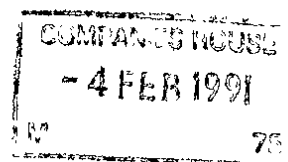
~~OR~~

The accounts of the company for the financial year ending 31st MARCH 1989 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

SIGNED

J. A. Hughes
~~Director or~~ Secretary of company

DATE 6th SEPTEMBER 1990





NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

