

Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

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

#### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

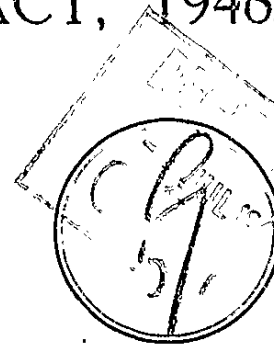
Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

766457

No. of Company.....



# THE COMPANIES ACT, 1948.



A 5/- 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

DAVID WORTHINGTON  
LIMITED.

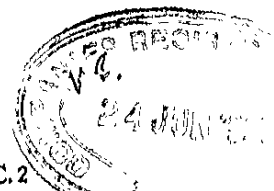
Presented for registration by

CHAS. DAVY & CO. LTD.  
2-11, PINE STREET,  
LONDON, E.C.1.

**CHAS. DAVY & CO., LTD.,**  
*Company Printers & Registration Agents.*

Head Office and Works:  
3-11, PINE STREET, LONDON, E.C.1.  
Telephone: TERMINUS 6267 (Four lines)

City Branch:  
11, MASONS AVENUE, BASINGHALL STREET, E.C.2



I, \_\_\_\_\_  
of \_\_\_\_\_ and \_\_\_\_\_ in the County of \_\_\_\_\_  
Lancaster

Do solemnly and sincerely declare that I am (" a person named in the

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"A Solicitor")"en-  
"gaged in the for-  
"mation or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Articles of Association as a Director ~~or Secretary~~.

of

16

DAVID WORTHINGTON

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 Blackpool  
in the County of Lancaster  
the 17<sup>th</sup> day of June 1963

*J. Worthington*

Before me

*[Signature]*

A Commissioner for Oaths. [or a Notary Public or  
Justice of the Peace.]

F. P. 100

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

766457

No. of Company.....

Form No. 25

THE STAMP ACT, 1891  
(54 & 55 Vic., Ch. 39).

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

DAVID W. BRIGHTON

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 by Section 41 of the Finance Act, 1933.

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

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

Presented for registration by

CHAS. DAVY & CO., LTD.  
3-11, PINE STREET,  
LONDON, E.C.1.

CHAS. DAVY & CO., LTD.,

Company Printers & Registration Agents

Head Office and Works:

3-11, PINE STREET, LONDON, E.C.1.

Telephone: TERMINUS 6267 (Four lines).

City Branch:

11, MASONS AVENUE, BASINGHALL STREET, E.C.2

VC. REGISTRAR  
24 JUN 1966

# THE NOMINAL CAPITAL

OF

.....  
.....DAVID NORTHINGTON..... Limited,

is £ 20,000....., divided into ... 20,000.....

Shares of ..... £1..... each.

\*Signature..... *J. Northington*.....

Officer..... Director.....

Dated the ..... 17<sup>th</sup>..... day of ..... June..... 19 63

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

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

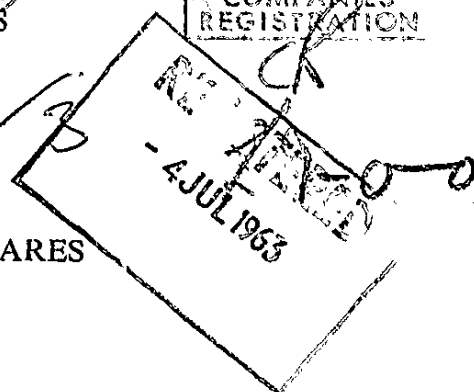


10/11

The Companies Act, 1948

766457

COMPANY LIMITED BY SHARES



## Memorandum of Association

OF

## David Worthington Limited.

1. The name of the Company is "DAVID WORTHINGTON 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 manufacturers of, and wholesale and retail dealers in motor silencers and exhaust systems, brake linings, motor car lamps, electric lamps, bulbs, clocks, mats, rugs, bumpers, number plates, horns, batteries, radiators, hoods, mascots, mirrors, luggage carriers, picnic cases, springs, tools, pumps, windscreen wipers and all accessories and component parts of every kind for motor cars and motor cycles.
  - (B) To construct, erect, equip and carry on the business of motor garages, motor coach stations, with all the usual convenient buildings, petrol, oil and diesel pumps, plant, machinery, articles and such equipment as is necessary therefor.
  - (C) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects,

- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (K) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commission to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (N) To make donations to such persons, and in such cases, and either of cash or other assets as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Q) To procure the Company to be registered or recognised in any country or place abroad.
- (R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.



- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (t) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause, of this clause, shall, except when otherwise expressed in such sub-clause, be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £20,000 divided into 20,000 Ordinary Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise,

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. (in words)
J. Worthington. 99, Blackpool Road, Barleton, Nr. Blackpool. (Motor Vehicle Manufacturer) ✓	One
E. Worthington " " " " " " Address as above (wife of the above) ✓	One

Dated this 17<sup>th</sup> day of June 1963. ✓

Witness to the above signatures:—

M. Edwards M EDWARDS.  
Solicitor  
25-1 Church Street  
Blackpool.

The Companies Act, 1948.

766457

REGISTERED  
- 4 JUL 1963



COMPANY LIMITED BY SHARES

## Articles of Association OF David Worthington Limited.

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 11, 24, 53, 75, 77, 79, 84, 88, 96, 97 and 99 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Parts I and II of Table "A" shall subject to the modifications hereinafter expressed, and the clauses hereinafter contained, be the Regulations of the Company.

### SHARES.

3. In Regulation 3 of Part I of Table "A" the words "with the sanction of an ordinary resolution" shall be deleted.

4. In Regulation 6 of Part I of Table "A" the words "five per cent" shall be substituted for the figure and words "10 per cent."

### LIEN.

5. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share,

## TRANSFER OF SHARES

6. Any member (hereinafter called the Vendor), who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

7. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

8. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.

9. Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Chairman of the Board for the time being, or failing him another Director nominated for that purpose by resolution of the Board, shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the Purchasers.

10. In the case of all the said shares not being sold under the above provisions after the expiration of three calendar months from the date of the notice given by the Vendor to the Board of his intention to sell, the Vendor shall be entitled, subject to Regulation 3 of Part II of Table "A" at any time within three calendar months after such expiration to transfer the shares not sold to any person at any price,

## GENERAL MEETINGS.

11. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table "A"

12. In Regulation 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three."

13. In Regulation 5 of Part II of Table "A" there shall be inserted after the word "passed" the words "as an ordinary resolution."

## DIRECTORS.

14. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

15. The number of the Directors shall be not less than two nor more than seven. The Company in general meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.

16. The first Directors shall be David Worthington and Edna Worthington.

17. The Company may without prejudice to the provisions of Section 184 of the Companies Act, 1948 by extraordinary resolution remove any Director before the expiration of his period of office and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director the provisions of this clause as to removal shall be subject to the terms of any contract between him and the Company.

## SECRETARY.

18. The first Secretary of the Company shall be Ivy Megson, and the terms and conditions of her appointment shall be determined by the Directors pursuant to Regulation 110 of Part I of Table 'A.'

**BORROWING POWERS**

19. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

**DISQUALIFICATION OF DIRECTORS**

20. The office of Director shall be vacated if the Director—

- (A) Resigns his office by notice in writing to the Company ; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors ; or
- (C) Is found lunatic or becomes of unsound mind ; or
- (D) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment ; or
- (E) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Companies Act, 1948.

21. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in the manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

22. In Regulation 78 of Part I of Table "A" the words "unless the Company otherwise direct" shall be deleted.

#### NOTICES

23. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

J. Worthington.  
99, Blackpool Road, Carlisle, Nr. Blackpool  
(Electric Sander Manufacture)

E. Worthington.  
"Address as above"  
(wife of the above)

---

Dated this 17<sup>th</sup> day of June 1963.  
Witness to the above signatures:-

M. Edward  
Solicitor  
251 Church Street  
Blackpool.



DUPLICATE FOR THE FILE.

No. 766457



## Certificate of Incorporation

I Hereby Certify, that

DAVID WORTWINGTON LIMITED

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

Given under my hand at London this FOURTH DAY OF JULY

ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

*L. S. Whitfield.*

Assistant Registrar of Companies.

Certificate  
received by

CHAS. DAVY & CO. LTD.  
3-11, PINE STREET,  
LONDON, E.C.1.

Date - 4 JUL 1963

DAVID DORRINGTON LIMITED

IT WAS RESOLVED at an EXTRAORDINARY GENERAL MEETING which was held at 4 Minckley Square Preston on Monday 13th of November 1978 at 12 noon that the Special Resolution set out below was passed

SPECIAL RESOLUTION

- (A) That the 20,000 Ordinary Shares of £1. each of the Company be consolidated and divided into 200,000 Ordinary Shares of 10p each
- (B) That the authorised share capital of the Company be increased to £20,200 by the creation of 2000 Ordinary Shares of 10p each
- (C) That forthwith upon the allotment of the Ordinary Shares pursuant to paragraph (D) of this Resolution, each of the issued Ordinary Shares of 10p each in the capital of the Company be converted into one Deferred Share of 10p having the rights and being subject to the restrictions attached thereto by the new Articles of Association of the Company as adopted by paragraph (E) of this Resolution
- (D) That upon the recommendation of the Directors, it is desirable to capitalise the sum of £200 being part of the amount standing to the credit of the Reserves of the Company and accordingly that such sum be set free for the distribution among the holders of the Ordinary Shares of 10p each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 2,000 unissued Ordinary Shares of 10p each, to be allotted and distributed credited as fully paid up to and amongst such persons in the proportion aforesaid that is to say in proportion of one new Ordinary Share of 10p for each 100 Ordinary Shares of 10p then held by them respectively
- (E) That the Articles of Association contained in the document submitted to the Meeting, a copy of which has for the purposes of identification been subscribed by the Chairman be and they are hereby adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association thereof



RELAUNCHED 17 AND MAY

1978

11.57

exhib

David Dorington  
Chairman.



*These are the Articles of Association adopted by the Company at a meeting*

THE COMPANIES ACTS 1948 - 76

COMPANY LIMITED BY SHARES

*Shareholder  
13 November  
1978*

NEW

ARTICLES OF ASSOCIATION

of

DAVID WORTHINGTON LIMITED

(Adopted by Special Resolution dated

1978)

*J. Worthington  
Chairman*

PRELIMINARY

1. The Company is a private company and subject as hereinafter provided and except and where the same are varied by or are inconsistent with these presents the Regulations contained or incorporated in Part II of Table "A" in the First Schedule to the Companies Act 1948 ("the Act"), shall apply to the Company. Subject as aforesaid references herein to Regulations in Table "A" shall be construed as referring to those in Part I thereof.

SHARE CAPITAL

2. (A) The share capital of the Company at the date of adoption of these Articles is £20,200 all of which has been issued and is fully paid being divided into 2,000 Ordinary Shares of 10p each and 200,000 Deferred Shares of 10p each.

(B) The following provisions shall apply to the Deferred Shares:-

Capital: on a liquidation the Deferred Shares shall carry the right to be repaid the capital paid up thereon after all other classes of share but shall carry no right to participate further in any surplus assets of the Company

Distributions: the Deferred Shares shall not rank for dividends or other distributions of the Company until the dividend paid in respect of the Ordinary Shares has exceeded £1,000 per Ordinary Share for two consecutive financial years

Voting: the Deferred Shares shall not entitle their holders to receive notice of or to attend or vote at any general meeting unless the business of such meeting includes a resolution for winding-up the Company or varying the rights of the Deferred Shares in which case they shall only be entitled to vote on any such resolution.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all unissued shares shall be at the disposal of the directors, who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the directors may determine but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.
4. If any such separate general meeting as is referred to in Regulation 4 of Table "A" shall be adjourned owing to the absence of a quorum and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class concerned who are present in person or by proxy shall be a quorum.
5. Regulation II of Table "A" shall be read and construed as if the words "not being a fully paid share" and "other than fully paid shares" were deleted therefrom.
6. In Regulation 15 of Table "A" the words "except insofar as may be otherwise agreed between the Company and any member in the case of the shares held by him" shall be inserted immediately after the words "provided that".

#### TRANSFER OF SHARES

7. An instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until

the name of the transferee is entered in the Register in respect thereof; Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 22 of Table "A" shall not apply.

#### GENERAL MEETINGS

8. In every notice calling a general meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.
9. In Regulation 54 of Table "A" the words "in person or by proxy" shall be inserted after the words "the members present" in the last line thereof.
10. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and Regulation 58 of Table "A" shall be construed accordingly.
11. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.
12. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a body corporate which is a member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table "A" shall not apply.

#### DIRECTORS

13. Unless and until otherwise determined by the Company in general meeting, the number of directors shall be not less than two. Regulation 75 of Table "A" shall be modified accordingly.

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any director from office or appoint any person to be a director.
15. 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. Any director so appointed shall (subject to Regulation 88 of Table "A" and to Section 184 of the Companies Act, 1948) hold office until he is removed pursuant to the last preceding Article. Regulations 89 to 97 (inclusive) of Table "A" shall not apply.
16. A director shall require no shareholding qualifications. Regulation 77 of Table "A" shall not apply.
17. Every director shall have the power to appoint (1) any other director or (2) any person approved for that purpose by a resolution of the directors to act as alternate director during his absence and at his discretion to remove such alternate director, and on such appointment being made the alternate director, except as regards remuneration and the power to appoint an alternate shall be subject in all respects to the terms and conditions existing with reference to the other directors of the Company, and every alternate director, while so acting, shall exercise and discharge all the functions, powers and duties of the director whom he represents. Any director, acting as alternate, shall have an additional vote for every director for whom he acts as alternate.
18. All appointments and removals of an alternate director shall be effected by instrument in writing signed by the appointor and delivered at the Registered Office of the Company.
19. Any director who, by request, performs special services or goes or resides abroad for any purposes of the Company may (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, percentage of the profits or otherwise as the directors may determine, which shall be charged as part of the Company's ordinary working expenses.

#### BORROWING POWERS

20. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table "A" shall not apply.

#### POWERS AND DUTIES OF DIRECTORS

21. A director who is in any way, either 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. Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested, and if he do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 and the words commencing "and every director present" at the end of Regulation 86 of Table "A" shall not apply.

#### PENSIONS AND ALLOWANCES

22. The directors may grant retiring pensions or annuities or other allowances including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as managing director, assistant managing director or in any other executive office or employment under the Company or indirectly as executive officer or employee of any subsidiary company of the Company or its holding company (if any), notwithstanding that he may be or may have been a director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table "A" shall not apply.

#### PROCEEDINGS OF DIRECTORS

23. A resolution in writing signed by all the directors for the time being (or their duly appointed alternates) shall be as effective as a resolution passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors (or their duly appointed alternates) and signature in the case of a body corporate

which is a director shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 106 of Table "A" shall not apply.



No. of Company. 766457

29

## THE COMPANIES ACTS 1948 to 1967

\* DELETE "and Statement" in cases where a SEPARATE statement is necessary; see overleaf for notes.

## \* Notice and Statement\* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name of Company.

DAVID WORTHINGTON

† State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a † Special Resolution of the Company dated the Thirteenth day of November 19 78 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 200.00 beyond the registered capital of £ 20,000

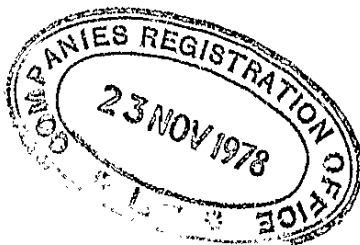
The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount <sup>4</sup> of each share
2000	Ordinary	10p

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:—

Ranking parri passu with the existing ordinary shares

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.



Signature

J. Megson

State whether Director or Secretary

Secretary



Dated the 13 day of November 19 78.

Presented by

Presentor's Reference JHC /

Ingham, Clegg &amp; Crowther &amp; Laytons

4 Winckley Square, Preston

SLAUGHTER AND MAY  
35, BASINGHALL ST.  
LONDON, E.C.2 GPO 1/16

No. 766457

/37

Still Private



## Certificate of Incorporation

I **Hereby Certify**, that

DAVID WORTHINGTON LIMITED

is this day incorporated under the Companies Act, 1946, and that the  
Company is Limited.

Given under my hand at London this FOURTH DAY OF JULY  
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

*Assistant Registrar of Companies.*



81

---

COMPANY LIMITED BY SHARES

---

MEMORANDUM OF ASSOCIATION

OF

DAVID WORTHINGTON LIMITED

---

1. The name of the Company is "DAVID WORTHINGTON 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 manufacturers of, and wholesale and retail dealers in motor silencers and exhaust systems, brake linings, motor car lamps, electric lamps, bulbs, clocks, mats, rugs, bumpers, number plates horns, batteries, radiators, hoods, mascots, mirrors, luggage carriers, picnic cases, springs, tools, pumps, windscreen wipers and all accessories and component parts of every kind for motor cars and motor cycles.
  - (B) To construct, erect, equip and carry on the business of motor garages, motor coach stations, with all the usual convenient buildings, petrol, oil and diesel pumps, plant, machinery, articles and such equipment as is necessary therefor.
  - (C) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the

Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.

- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.
- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (K) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commission to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (N) To make donations to such persons, and in such cases, and either of cash or other assets as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Q) To procure the Company to be registered or recognised in any country or place abroad.
- (R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (S) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.

- (T) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (U) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (V) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (W) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause, of this clause, shall, except when otherwise expressed in such sub-clause, be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is \*£20,000 divided into 20,000 Ordinary Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

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 (in words)
D. WORTHINGTON, 99, Blackpool Road, Carleton, Nr. Blackpool.  Motor Silencer Manufacturer.	One
E. WORTHINGTON, 99, Blackpool Road, Carleton, Nr. Blackpool.  Wife of the above.	One

- ✓ \* By a Special Resolution of the Company passed on 13th November, 1978 the share capital was increased to £20,200 divided into 2,000 Ordinary Shares of 10p. each and 200,000 Deferred Shares of 10p. each.



Dated this 17th day of June, 1963.

Witness to the above signatures :-

M. EDWARDS

251, Church Street,  
Blackpool,  
Solicitor.

---

COMPANY LIMITED BY SHARES

---

NEW

ARTICLES OF ASSOCIATION

of

DAVID WORTHINGTON LIMITED

(Adopted by Special Resolution dated 13th November, 1978)

---

PRELIMINARY

1. The Company is a private company and subject as hereinafter provided and except and where the same are varied by or are inconsistent with these presents the Regulations contained or incorporated in Part II of Table "A" in the First Schedule to the Companies Act 1948 ("the Act"), shall apply to the Company. Subject as aforesaid references herein to Regulations in Table "A" shall be construed as referring to those in Part I thereof.

SHARE CAPITAL

2. (A) The share capital of the Company at the date of adoption of these Articles is £20,200 all of which has been issued and is fully paid being divided into 2,000 Ordinary Shares of 10p each and 200,000 Deferred Shares of 10p each.

(B) The following provisions shall apply to the Deferred Shares:-

Capital: on a liquidation the Deferred Shares shall carry the right to be repaid the capital paid up thereon after all other classes of share but shall carry no right to participate further in any surplus assets of the Company

Distributions: the Deferred Shares shall not rank for dividends or other distributions of the Company until the dividend paid in respect of the Ordinary Shares has exceeded £1,000 per Ordinary Share for two consecutive financial years

Voting: the Deferred Shares shall not entitle their holders to receive notice of or to attend or vote at any general meeting unless the business of such meeting includes a resolution for winding-up the Company or varying the rights of the Deferred Shares in which case they shall only be entitled to vote on any such resolution.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all unissued shares shall be at the disposal of the directors, who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the directors may determine but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.
4. If any such separate general meeting as is referred to in Regulation 4 of Table "A" shall be adjourned owing to the absence of a quorum and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting, those holders of shares of the class concerned who are present in person or by proxy shall be a quorum.
5. Regulation II of Table "A" shall be read and construed as if the words "not being a fully paid share" and "other than fully paid shares" were deleted therefrom.
6. In Regulation 15 of Table "A" the words "except insofar as may be otherwise agreed between the Company and any member in the case of the shares held by him" shall be inserted immediately after the words "provided that".

#### TRANSFER OF SHARES

7. An instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until

the name of the transferee is entered in the Register in respect thereof; Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 22 of Table "A" shall not apply.

#### GENERAL MEETINGS

8. In every notice calling a general meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.
9. In Regulation 54 of Table "A" the words "in person or by proxy" shall be inserted after the words "the members present" in the last line thereof.
10. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and Regulation 58 of Table "A" shall be construed accordingly.
11. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.
12. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a body corporate which is a member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table "A" shall not apply.

#### DIRECTORS

13. Unless and until otherwise determined by the Company in general meeting, the number of directors shall be not less than two. Regulation 75 of Table "A" shall be modified accordingly.

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any director from office or appoint any person to be a director.
15. 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. Any director so appointed shall (subject to Regulation 88 of Table "A" and to Section 184 of the Companies Act, 1948) hold office until he is removed pursuant to the last preceding Article. Regulations 89 to 97 (inclusive) of Table "A" shall not apply.
16. A director shall require no shareholding qualifications. Regulation 77 of Table "A" shall not apply.
17. Every director shall have the power to appoint (1) any other director or (2) any person approved for that purpose by a resolution of the directors to act as alternate director during his absence and at his discretion to remove such alternate director, and on such appointment being made the alternate director, except as regards remuneration and the power to appoint an alternate shall be subject in all respects to the terms and conditions existing with reference to the other directors of the Company, and every alternate director, while so acting, shall exercise and discharge all the functions, powers and duties of the director whom he represents. Any director, acting as alternate, shall have an additional vote for every director for whom he acts as alternate.
18. All appointments and removals of an alternate director shall be effected by instrument in writing signed by the appointor and delivered at the Registered Office of the Company.
19. Any director who, by request, performs special services or goes or resides abroad for any purposes of the Company may (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, percentage of the profits or otherwise as the directors may determine, which shall be charged as part of the Company's ordinary working expenses.

#### BORROWING POWERS

20. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table "A" shall not apply.

#### POWERS AND DUTIES OF DIRECTORS

21. A director who is in any way, either 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. Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested, and if he do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 and the words commencing "and every director present" at the end of Regulation 86 of Table "A" shall not apply.

#### PENSIONS AND ALLOWANCES

22. The directors may grant retiring pensions or annuities or other allowances including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as managing director, assistant managing director or in any other executive office or employment under the Company or indirectly as executive officer or employee of any subsidiary company of the Company or its holding company (if any), notwithstanding that he may be or may have been a director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table "A" shall not apply.

#### PROCEEDINGS OF DIRECTORS

23. A resolution in writing signed by all the directors for the time being (or their duly appointed alternates) shall be as effective as a resolution passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors (or their duly appointed alternates) and signature in the case of a body corporate

which is a director shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 106 of Table "A" shall not apply.

Number of } 766457  
Company }

/38

## THE COMPANIES ACTS 1948 to 1976

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Subdivided, 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 of the Companies Act 1948.*

Insert the  
Name of  
the  
Company

DAVID WORTHINGTON

LIMITED

*Presented by*

*Presentor's Reference*

I Megson

Company Secretary.

Oyez Publishing Limited, Norwich House, 11/13 Norwich Street, London EC4A 1AB, a subsidiary of The Solicitors' Law Stationery Society, Limited.





TO THE REGISTRAR OF COMPANIES.

DAVID WORTHINGTON

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948

that by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 13th November 1978 the 20,000 Ordinary Shares of £1 each in the capital of the Company were consolidated and divided into 200,000 Ordinary Shares of 10p each.

(Signature)

*J. Megban*

(State whether Director or Secretary) Secretary

Dated the 13th day of NOVEMBER 1978

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

David Worthington LTD.  
**Horne, Brooke, Shenton & Co.**

CHARTERED ACCOUNTANTS

R. HORNE, T. R. SHENTON, J. C. BROOKE J.P., T. COULSON

Associate: R. J. Scurrah, B. Comm (Hons)

9/11 MILBOURNE STREET  
BLACKPOOL FY1 3ES

TELEPHONES  
BLACKPOOL 28985  
BLACKPOOL 24909  
(STD 0253)

Our ref HJS/SS/W131

Your ref

27th April 1979

Miss I. Megson,  
Company Secretary,  
David Worthington Limited,  
Mowbray Drive,  
Blackpool.


Dear Miss Megson,

At the request of the directors, we hereby submit our formal resignation as auditors of the company, the resignation to be effective from 25th May 1979, being the date of the company's Annual General Meeting for 1979.

We appreciate that the reason for which we have been requested to resign relates to the takeover of the company by Senior Engineering (Phoenix) Limited, and as a result the directors of the ultimate holding company consider that it would be advantageous if all group companies were audited by the same professional firm.

In connection with our resignation, we would confirm that there are no circumstances, which we consider should be brought to the notice of either the members or the creditors of the company.

Yours faithfully,  
p.p. Horne, Brooke, Shenton & Co.,



R. J. Scurrah.

DAVID WORTHINGTON LTD

766457/43

# Tansley Witt & Co

In Association with Bernard Phillips & Co  
Chartered Accountants

28 Fley Place, London EC1N 6RE tel 01 242 1666 telex 267546 telegrams Callwitten London

IG Hardman AI Wyborn J Garon Ash MK Foster B Phillips ELC Sneyland NA Chalmers ECG Barnett  
SD Haylar RII Stone BH Jones IR Harvey CJ Gee CF Halpin RS Hewer PJ Seward LF Stamp FGI Under  
MG Mison TP Phillips EA Norman IM Reed CIR Mzy M' Palmer EWV Holdins FC Flood JFK Lee NL Pye AM Roberts AP Lincoln

5th October 1979

SDH/LM

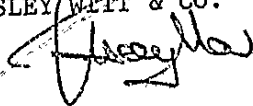
The Board of Directors,  
David Worthington Limited,  
Mowbray Drive,  
Blackpool,  
Lancs.

Dear Sirs,

As you are aware, as from 1st September 1979 the London partners in Tansley Witt & Co. joined with the partners in Arthur Andersen & Co. to form a new firm which is practising under the name of Arthur Andersen & Co. Accordingly, this letter is notice of the formal resignation of Tansley Witt & Co. with effect from 1st September 1979.

As required by Section 16 of the Companies Act 1976, we confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully,  
TANSLEY WITT & CO.



No. 766457

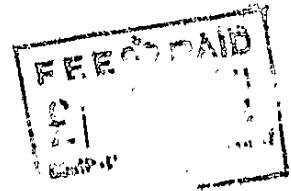
16

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of


DAVID WORTHINGTON LIMITED



At an Extraordinary General Meeting of the above-named Company duly convened and held on Tuesday, 3rd June, 1986 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be and it is hereby changed to Senior Metal Products Limited.

  
.....  
Chairman of the Meeting.



via luo  
039521

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 766457

/ 67

I hereby certify that

DAVID WORTHINGTON LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

SENIOR METAL PRODUCTS LIMITED

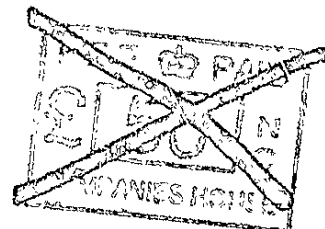
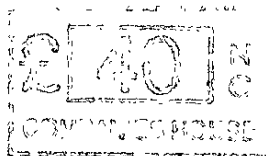
Given under my hand at the Companies Registration Office,  
Cardiff the 17TH JUNE 1986

A handwritten signature in cursive script, appearing to read 'E. I. Jones'.

MRS. E. I. JONES

an authorised officer

NC. 706457



SENIOR METAL PRODUCTS LIMITED

Written resolution of the Members of the Company  
passed pursuant to Article 12 of the  
Company's Articles of Association

IT IS HEREBY RESOLVED that the name of the Company be changed to  
The Phoenix Steel Tube Company Limited.

.....  
for and on behalf of  
Senior Engineering Group plc

Date 9/12/88

.....  
D.D. McFarlane

Date 9/12/88

.....  
M. W. Westcott

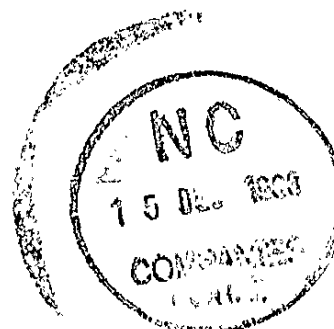
Date 9/12/89

Certified a true copy of the above written resolution.

.....  
Director/Secretary

Presented by: Slaughter and May,  
35 Basinghall Street,  
London, EC2V 5DB  
Ref: GPJF/FMP

MB  
140  
04-2-88



FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 766457

I hereby certify that

SENIOR METAL PRODUCTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THE PHOENIX STEEL TUBE COMPANY LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 3 JANUARY 1989

*M. Moss*  
MRS. M. MOSS

an authorised officer

No. 766457

The Companies Act, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE PHOENIX STEEL TUBE COMPANY LIMITED

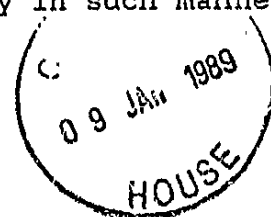
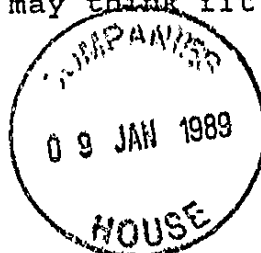
1. The name of the Company is "THE PHOENIX STEEL TUBE COMPANY LIMITED".

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

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

- (A) To carry on business as manufacturers of, and wholesale and retail dealers in motor silencers and exhaust systems, brake linings, motor car lamps, electric lamps, bulbs, clocks, mats, rugs, bumpers, number plates, horns, batteries, radiators, hoods, mascots, mirrors, luggage carriers, picnic cases, springs, tools, pumps, windscreen wipers and all accessories and component part of every kind for motor cars and motor cycles.
- (B) To construct, erect, equip and carry on the business of motor garages, motor coach stations, with all the usual convenient buildings, petrol, oil and diesel pumps, plant, machinery, articles and such equipment as is necessary therefor.
- (C) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.

EMPO045.88T





- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.
- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages,

or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.

- (K) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commission to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (N) To make donations to such persons, and in such cases, and either of cash or other assets as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Q) To procure the Company to be registered or recognised in any country or place abroad.
- (R) To appoint any person or person, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

- (S) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (T) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (U) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (V) To do all or any of the above things in any apart of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (W) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause, of this clause, shall, except when otherwise expressed in such sub-clause, be in no wise limited or restricted by reference to or reference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is \*£20,000 divided into 20,000 Ordinary Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes or there may be attached thereto respectively any preferential, deferred or other special rights,

privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

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 (in words)
D. WORTHINGTON,  99, Blackpool Road, Carleton, Nr. Blackpool  Motor Silencer Manufacturer.	One
E. WORTHINGTON, 99, Blackpool Road, Carleton, Nr. Blackpool  Wife of the above.	One

\* By a Special Resolution of the Company passed on 13th November, 1978 the share capital was increased to £20,200 divided into 2,000 Ordinary Shares of 10p each and 200,000 Deferred Shares of 10p each.

Dated this 17th day of June, 1963.

Witness to the above signatures:-

M. EDWARDS  
251, Church Street,  
Blackpool,  
Solicitor.

Certified a true copy

.....  
Secretary

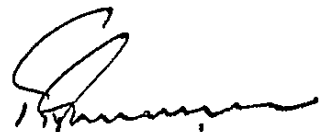
Number of Company: 766457

Special Resolution  
of  
THE PHOENIX STEEL TUBE COMPANY LIMITED

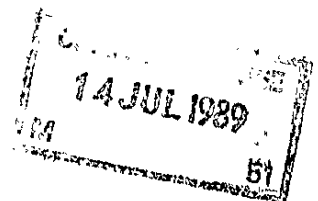
At the Annual General Meeting of the above named Company duly convened and held on 26th May 1989 the following resolution was duly passed as a Special Resolution:-

Special Resolution

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



SECRETARY



Number of Company: 766457

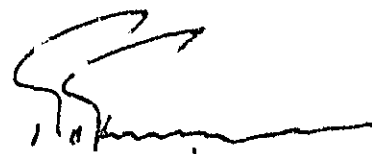
Special Resolution  
of  
THE PHOENIX STEEL TUBE COMPANY LIMITED

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

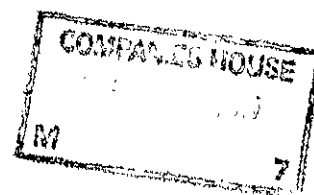
Special Resolution

---

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



SECRETARY



  
Number of Company: 766457

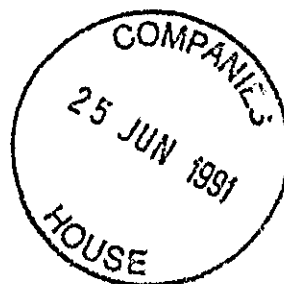
Special Resolution  
of  
THE PHOENIX STEEL TUBE COMPANY LIMITED

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

Special Resolution

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

  
SECRETARY.



No. 766457

THE COMPANIES ACT 1985  
(As amended)

SPECIAL RESOLUTION

of

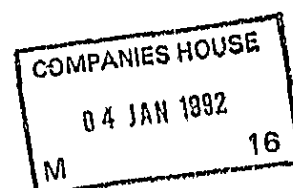
THE PHOENIX STEEL TUBE COMPANY LIMITED

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

SPECIAL RESOLUTION

THAT the regulations contained in the document laid before the Meeting and signed for the purposes of identification by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

*1/39 ALN*  
.....  
Chairman of the Meeting



*1/39*



THE COMPANIES ACT 1985  
(As amended)  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF

No. 766457

THE PHOENIX STEEL TUBE COMPANY LIMITED

TABLE A

1. Subject as hereinafter provided, the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 as amended by the Companies Act 1967 and as in force on 24th May, 1973 (hereinafter call Table "A") shall apply to the Company.

PRIVATE COMPANY

2. Clauses 24 and 53 of Part I and Clause 1 of Part II of Table A shall not apply.

SHARE CAPITAL

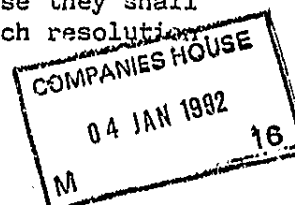
3. (a) The share capital of the Company at the date of adoption of these Articles is £20,200 all of which has been issued and is fully paid being divided into 2,000 Ordinary Shares of 10p each and 200,000 Deferred Shares of 10p each.

(b) The following provisions shall apply to the Deferred Shares:-

Capital: on a liquidation the Deferred Shares shall carry the right to be repaid the capital paid up thereon after all other classes of share but shall carry no right to participate further in any surplus assets of the Company

Distributions: the Deferred Shares shall not rank for dividends or other distributions of the Company until the dividend paid in respect of the Ordinary Shares has exceeded £1,000 per Ordinary Share for two consecutive financial years

Voting: the Deferred Shares shall not entitle their holders to receive notice of or to attend or vote at any general meeting unless the business of such meeting includes a resolution for winding-up the Company or varying the rights of the Deferred Shares in which case they shall only be entitled to vote on any such resolution



102

## UNISSUED SHARES

4. Subject as hereinafter provided, all unissued shares 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 and for such consideration and upon such terms and conditions as the Directors may determine.

## ISSUE OF SHARES

5. Unless otherwise determined from time to time by the Company in General Meeting, any shares for the time being unissued and new shares of any class hereafter created shall before they are issued be offered to the then existing holders of shares in proportion, as nearly as may be, to the number of shares held by them respectively. Such offer shall be made 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 person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise dispose of any unissued shares which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered under this Article.

## LIEN

6. Clause 11 of Part I of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.

## TRANSFER OF SHARES

7. The Directors may, in their discretion and without assigning any reason therefor, refuse to register a transfer of any share to any person who is not already a Member. The Directors may also refuse to register the transfer of any share on which the Company has a lien. Clause 3 of Part II of Table A shall not apply.

8. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by or on behalf of the transferee. Clause 22 of Part I of Table A shall not apply.

## GENERAL MEETINGS

9. In Clause 54 of Part I of Table A the words "in person or by proxy" shall be inserted after the words "the Members present".

10. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Clause 58 of Part I of Table A shall be construed accordingly.

11. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

## DIRECTORS

12. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two. Clause 75 of Part I

of Table A shall be construed accordingly. A Director shall not be liable to retire nor be ineligible for re-election or appointment as a Director by reason of his attaining or having attained the age of 70 or any other age, and paragraph (a) of Clause 88 of Part I of Table A shall be deleted.

13. 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 by way of salary, percentage of profits or otherwise as the Directors may determine.

14. A Director need not be a Member of the Company and Clause 77 of Part I of Table A shall not apply.

15. Without in any way limiting or restricting the general powers of the Directors to grant pensions, allowances or other similar payments to officers or ex-officers, employees or ex-employees of the Company, or the relatives, dependants or connections of any such persons, it is hereby expressly declared that any salaried Director (as hereinafter defined) may participate in any pension or assurance scheme for the benefit of the Company's employees, whether the Company contributes thereto or not, and that the Directors may accordingly include in any such scheme, or may make such grant or pay such pension, annuity or other retiring or similar allowance to, any salaried Director or his relatives, dependants or connections upon such terms as the Directors may think fit. It shall be no objection to any such inclusion, grant or payment that the salaried Director remains an ordinary Director of the Company entitled to participate in the ordinary remuneration payable to the Directors. Any salaried Director may vote as a Director upon any resolutions affecting or relating to any such scheme, pension, grant or allowance or relating to his participation therein notwithstanding that he is or may be interested therein. For the purposes of this Article the expression "salaried Director" means a Managing Director and any other Director holding any salaried employment or office under the Company in respect of which he is paid remuneration beyond his ordinary remuneration as a Director but it is

hereby expressly declared that such expression does not include a Director in respect of his ordinary services as a Director. Clause 87 of Part I of Table A shall not apply.

16. Each Director shall have the power to appoint either (i) another Director or (ii) any other person approved for that purpose by the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

17. The proviso to Clause 79 of Part I of Table A shall not apply.

18. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Clause 84 of Part I of Table A shall be construed accordingly.

19. 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 any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to Clause 88 of Part I of Table A) hold office until he is removed pursuant to Article 19. Clauses 89 to 97 (inclusive) of Part I of Table A shall not apply.

20. The holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting, may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.

21. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being.

#### NOTICES

22. A notice sent by post shall be deemed served at the time when the same was posted and Clause 131 of Part I of Table A shall be construed accordingly.

JPLS0111.88D

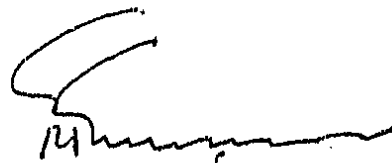
Number of Company: 766457

. Special Resolution  
of  
THE PHOENIX STEEL TUBE COMPANY LIMITED

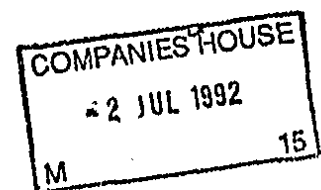
At the Annual General Meeting of the above named Company duly convened and held on 22nd May, 1992 the following resolution was duly passed as a Special Resolution:-

Special Resolution

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



SECRETARY.




Company No. 766457

THE COMPANIES ACTS 1948 TO 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
THE PHOENIX STEEL TUBE COMPANY LIMITED  
(PASSED ON 21st MAY 1993)

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

RESOLUTION

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

  
-----  
Secretary