



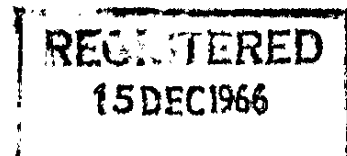
5/

Certificate No. .... 894128 / 1

Form No. 41.

Filing Fee 5/-

## THE COMPANIES ACT, 1948.



DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, when applying for Registration of a Company.

Insert the  
Name of the  
Company.

ASSOCIATED ENGINEERING (EXPORT SERVICES) .....

LIMITED.

Presented for filing by

Messrs. Alfred Neale & Co., .....

12, Pancras Lane, .....

LONDON, E.C. 4. ....

TELEPHONE. TEMPLE BAR 692\* (3 lines).

TELEGRAMS: "NUNCOMEDAR, ESTRAND, LONDON."

LEWIS COATES & LEECH LTD.

I, JAMES RAYMOND ELLIS

of Crown House, North End, Croydon, Surrey

(a) Here insert: Do solemnly and sincerely declare that I am (a) A Solicitor of the  
"A Solicitor of the Supreme Court"  
"engaged in the formation"  
Supreme Court engaged in the formation

or  
"A person named  
"in the Articles of  
"Association as a  
"Director" or  
"Secretary."

of ASSOCIATED ENGINEERING (EXPORT SERVICES) LIMITED

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 Declaration Act, 1935."

Declared at High Street  
Croydon in the County of Surrey  
the 28th day of November 1966

J. R. Ellis

Before me,

STUART, A. MILNE,  
4, HIGH ST., CROYDON,

This margin is reserved for binding.

Number of }  
Company }

894128 / 2

Form No. 25

# STATEMENT OF THE NOMINAL CAPITAL

OF

ASSOCIATED ENGINEERING (EXPORT SERVICES)

LIMITED



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

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Director and Secretary

Description

Dated the 22nd day of November, 1966.

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings 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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Messrs. Alfred Neale & Company.

12, Pancras Lane, London, E.C.4.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 18 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19-21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, W.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

10/

THE COMPANIES ACT, 1948.

894128/3

COMPANY LIMITED BY SHARES.



# Memorandum of Association

— OF —

ASSOCIATED ENGINEERING (EXPORT SERVICES)  
LIMITED. /

REGISTERED  
15 DEC 1966

1. The name of the Company is ASSOCIATED ENGINEERING (EXPORT SERVICES) 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, develop and expand the business of manufacturers and vendors of plain bearings and bushes and other engineering components and generally to carry on business as manufacturers of and alloyers of non-ferrous metals and various metals, die castings, general and mechanical engineers and manufacturers of all kinds of machinery, tool makers, metal workers and founders, machinists, metallurgists, electrical engineers, smiths, pattern and jig makers, and general workers in metals and to act as consulting engineers; to buy, sell, manufacture, repair, convert, let on hire and deal in metals, machinery, implements and hardware of all kinds, and to carry on business as engineers, designers and draftsmen and any other trade or business whatsoever, which can be advantageously and conveniently carried on in connection with or by way of expansion of any of the above businesses or the general business of the Company.

- (B) To carry on any other trade or business which can in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any schools and any educational, scientific literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits,

union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company.

- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, assets and liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property or rights suitable for the purposes of the Company, for such consideration whether in cash, shares or securities of this Company or otherwise as may be thought fit.
- (P) To take or otherwise acquire and hold shares, stock, debentures or other interests in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, and to sell and dispose of the same.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (S) To do all or any of the above things in any part of the world, and either as principals agents, trustees, contractors or otherwise, and either alone or in conjunction with

others, and either by or through agents, sub-  
contractors, trustees or otherwise. ✓

(T) To do all such other things as are incidental  
or conducive to the above objects or any of  
them.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100,  
divided into 400 shares of five shillings each. ✓



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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>R. G. B. Whitaker,</i> <i>Longwood, Allum Lane,</i> <i>Elstree, Herts.</i> <i>Sales Director /</i>	(1) One
<i>R. C. Battersby</i> <i>West Cross Rockshaw Rd.</i> <i>Mersham. Surrey</i> <i>Sales Manager /</i>	(1) One

DATED the 31st day of October 1966

WITNESS to the above Signatures :-

*Shrooper*  
*7 Fountain Close,*  
*Hillingdon,*  
*Uxbridge,*  
*Middlesex*  
*Company Secretary*

894128 / 4

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Articles of Association

— OF —

ASSOCIATED ENGINEERING (EXPORT SERVICES)  
LIMITED

REGISTERED

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

2. Regulations 24, 53, 75, 77 and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2 to 6 inclusive of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, 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, in like manner, dispose of any such new or original shares as aforesaid, 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 in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The proviso to regulation 32 of Part I of Table A shall be omitted.

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say :- *REGINALD JOHN CHARLESWORTH WHITAKER of Grangewood, Allum Lane, Elstree, Hertfordshire and ROBERT CHRISTOPHER BATTERSEY of Baldwyns, London Road North, Merstham, Surrey.*

8. The proviso to regulation 79 of Part I of Table A shall be omitted.

9. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director
- (2) If he ceases to be a Director by virtue of Section 182 of the Act
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors
- (4) If he becomes of unsound mind.

- (5) If he is prohibited from being a Director by any order made under section 188 of the Act
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act

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Names, Addresses and Descriptions of Subscribers.

*P. Whitaker, Longwood, Allam Lane,  
Elstree, Herts. Sales Director.*

*R.C. Battersby, West Cross  
Rochshaw Road, Merstham  
Surrey. Sales Manager*

DATED the *31st* day of *October* 1966

WITNESS to the above Signatures :-

*W Cooper*  
*7 Fountain Close,*  
*Hillinodon*

C.173

DUPLICATE FOR THE FILE.

No. 894128



## Certificate of Incorporation

I Hereby Certify that

ASSOCIATED ENGINEERING (EXPORT SERVICES) LIMITED

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

Given under my hand at London this FIFTEENTH DAY OF DECEMBER  
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

*L.S. Whisfield*

Assistant Registrar of Companies.

Certificate  
received by

STRAND, LONDON, W.C.2.

Date

1966

No.894128



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution  
of

Associated Engineering (Export Services) Limited

Passed 11th May, 1967

REGI

20 JUN 1967

At an EXTRAORDINARY GENERAL MEETING of the above named Company held at the Registered Office of the Company at Glacier House, Alperton, Wembley, Middlesex on Thursday the eleventh day of May, 1967 and at which meeting all the members having the right to attend and vote agreed to waive 21 days' notice of the meeting, the sub-joined Resolution was duly passed as a Special Resolution:-

RESOLUTION

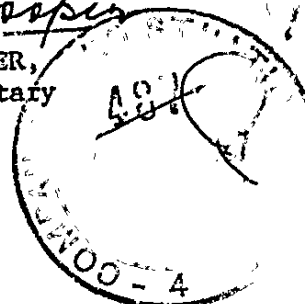
That the provisions of the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be lettered (EE) immediately after paragraph (E) of Clause 3 thereof namely:-

"To guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations and the repayment or payment of the capital or principal and premium of, and dividends and interest on, any stocks, shares, securities or obligations, of any company, and in particular, but without limiting the generality of the foregoing, of any company which is for the time being the Company's Holding Company (as defined by Section 154 of the Companies Act, 1948) or another subsidiary (as defined by the said Section) of the Company's Holding Company."



K.R.COOPER,  
Secretary

356



by:

G.A.Elliott, Assistant Secretary,  
The Glacier Metal Company Ltd.,  
Alperton, Wembley, Middlesex

Certificate No. 894128.

THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES.

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## Memorandum of Association

(As altered by Special Resolution passed 11th May, 1967)

OF

ASSOCIATED ENGINEERING (EXPORT SERVICES)  
LIMITED.

---

Incorporated the 15th day of December, 1966.

SIGNED BY. G. A. EMMOTT,  
ASSISTANT SECRETARY,

THE GLACIER METAL COMPANY LIMITED, ALFRED NEALE & CO.,  
368, Ealing Road, 12, Pancras Lane,  
ALPERTON, London, E.C.4.  
WEMBLEY,



894128/9

THE COMPANIES ACT, 1948.

38/50 COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

✓ ASSOCIATED ENGINEERING (EXPORT SERVICES)  
LIMITED.(As altered by Special Resolution passed 11th  
1967).

1. The name of the Company is "ASSOCIATED ENGINEERING (EXPORT SERVICES) 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, develop and expand the business of manufacturers and vendors of plain bearings and bushes and other engineering components and generally to carry on business as manufacturers of and alloyers of non-ferrous metals and various metals, die castings, general and mechanical engineers and manufacturers of all kinds of machinery, tool makers, metal workers and founders, machinists, metallurgists, electrical engineers, smiths, pattern and jig makers, and general workers in metals and to act as consulting engineers; to buy, sell, manufacture, repair, convert, let on hire and deal in metals, machinery, implements and hardware of all kinds, and to carry on business as engineers, designers and draftsmen and any other trade or business whatsoever, which can be advantageously and conveniently carried on in connection with or by way of expansion of any of the above businesses or the general business of the Company.
  - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
  - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery

✓ necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

✓ (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

✓ (EE) To guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations and the repayment or payment of the capital or principal and premium of, and dividends and interest on, any stocks, shares, securities or obligations, of any company, and in particular, but without limiting the generality of the foregoing, of any company which is for the time being the Company's Holding Company (as defined by Section 154 of the Companies Act, 1948) or another subsidiary (as defined by the said Section) of the Company's Holding Company.

✓ (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

✓ (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

✓ (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any schools and any educational, scientific literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits,

union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company.

- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, assets and liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property or rights suitable for the purposes of the Company, for such consideration whether in cash, shares or securities of this Company or otherwise as may be thought fit.
- (P) To take or otherwise acquire and hold shares, stock, debentures or other interests in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, and to sell and dispose of the same.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (S) To do all or any of the above things in any part of the world, and either as principals agents, trustees, contractors or otherwise, and either alone or in conjunction with

others, and either by or through agents, sub-  
contractors, trustees or otherwise, ✓

(T) To do all such other things as are incidental  
or conducive to the above objects or any of  
them. ✓

4. The liability of the members is limited.

5. The share capital of the Company is £100  
divided into 400 shares of five shillings each. ✓

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p>R. J. C. WHITAKER Grangewood, Allum Lane, Elstree, Herts.</p> <p>Sales Director</p> <p>R. C. BATTERSBY West Cross, Rockshaw Rd., Merstham, Surrey.</p> <p>Sales Manager</p>	<p>(1) ONE</p> <p>(1) ONE</p>

DATED the 31st day of October 1966.

WITNESS to the above Signatures :-

K. R. COOPER,  
7 Fountain Close,  
Hillingdon,  
Uxbridge,  
Middlesex.

Company Secretary

WE CERTIFY that this Document was  
produced by our Litographic Printing  
Process.

Certified a true copy

111

# ASSOCIATED ENGINEERING (EXPORT SERVICES) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held on 1st July, 1969, the following Resolution was passed as a SPECIAL RESOLUTION:—

## RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended in manner following:—

(a) By the insertion in the first line of Article 2 after the number "77" the following:—

" , 84 (2), 84 (4)".

(b) By the deletion of Article 7 and the substitution of the following new Article to be numbered 7:—

"7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two".

(c) By the insertion of the following new Article to be numbered 11:—

"11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration".

K. H. J. SINNOTT,

*Chairman.*

Presented by:- Freshfields (RCP/AUM)  
1 Bank Buildings  
Princes Street  
London. E.C.2.

22 AUG 1969

# THE COMPANIES ACTS 1948 to 1967

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

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

Insert the  
Name of  
the Company

ASSOCIATED ENGINEERING (EXPORT SERVICES) LIMITED

Section 110 of the Companies Act 1948 provides that:—

\* \* \* \* \*

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

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

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

Presented by

Presenter's Reference. \_\_\_\_\_

The Secretary, Associated Engineering (Export Services)  
Limited

Ince House, 60 Kenilworth Road, Leamington Spa,

Warwickshire.

Form No. 103  
(No filing fee payable)



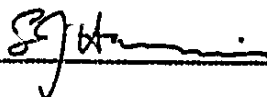
Notice of Place where Register of Members is kept or of any  
Change in that Place.

*To the REGISTRAR OF COMPANIES.*

ASSOCIATED ENGINEERING (EXPORT SERVICES) LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110  
of the Companies Act 1948, that the register of members of the Company  
is kept at Associated Engineering Limited, Ince House,  
60 Kenilworth Road, Leamington Spa, Warwickshire.

Signature \_\_\_\_\_




(State whether  
Director or Secretary) \_\_\_\_\_

Secretary \_\_\_\_\_

Dated the 28th day of August 1969.

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



**THE ASSOCIATED  
ENGINEERING  
GROUP**

Ince House, 60 Kenilworth Road, Leamington Spa, Warwickshire  
Telephone: 0926 21351 Telex No. 311259

**Your reference**

### Our reference

## RESOLUTION

That the Regulations contained in the printed document submitted to this meeting, and for the purpose of identification subscribed by the chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

CERTIFIED TRUE COPY.

J. M. Hubbard  
.....  
J. M. Hubbard  
Secretary.

Registered in England No. 894128

**Directors:** J. J. XXXXXXXX (Chairman) XXXXX Singsal, M. Monaghan, F. C. XXXXX R. Herrmann M. G. Nix

No. 894128

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

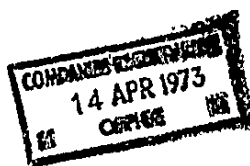
ARTICLES OF ASSOCIATION

of

Associated Engineering (Export Services) LIMITED

(adopted by Special Resolution passed on 23rd March 1973 )

(Incorporated on 15th Day Dec 19 66 )



FRESHFIELDS  
Grindall House  
25 Newgate Street  
London EC1A 7LH.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

Associated Engineering (Export Services) LIMITED

(adopted by Special Resolution passed on 23rd March 1973 )

TABLE A

1. Subject as hereinafter provided the regulations contained in Table A, Part II in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 shall apply to the Company. Subject as otherwise provided, references herein to regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARES

2. Unless the Company in general meeting shall otherwise resolve, the directors may allot, issue or grant options over any shares for the time being unissued and may determine the rights to be attached thereto and the terms upon which they be allotted or issued. This Article shall not apply to redeemable preference shares, which shall

be governed by the provisions of regulation 3 of Table A.

## DIRECTORS

3. (1) Unless and until otherwise determined by ordinary resolution of the Company the number of directors shall not be less than two. Regulation 75 of Table A shall be construed accordingly.

(2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

## BORROWING POWERS

4. The proviso in regulation 79 of Table A shall not apply.

## ALTERNATE DIRECTORS

5. (1) Each director shall have the power at any time to appoint to the office of an alternate director either (i) another director or (ii) any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment.

(2) The appointment of an alternate director shall automatically determine in any of the following events:-

(a) if his appointor shall terminate the appointment;

(b) on the happening of any event which, if he were a director, would cause him to vacate the office of director;

(c) if by writing under his hand left at the registered office

of the Company he shall resign such appointment; or

(d) if his appointor shall cease for any reason to be a director.

(3) An alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notice of meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and, in place of his appointor, to vote and be counted for the purpose of a quorum at any such meeting at which his appointor is not personally present and generally to perform all functions as a director of his appointor in his absence. Every alternate director shall be entitled in the absence from the United Kingdom of his appointor to sign in his place a resolution in writing of the directors pursuant to regulation 106 of Table A.

(4) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director but shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.

(5) An alternate director shall, during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.

(6) Subject to the provisions of this Article, the provisions of these Articles and of the regulations of Table A which apply to the Company relating to directors shall apply to every alternate director except that he shall not have power as such alternate director to appoint any director or other person as his alternate.

(7) Every appointment and removal of an alternate director shall be in writing signed by or on behalf of the appointor and shall take effect (subject to any approval required by paragraph (1) of this Article) upon receipt of such written appointment or removal at the registered office of the Company or by the secretary.

(8) Whenever a director is also an alternate director his rights and powers as such alternate director shall be additional to and separate from those which he has as director.

#### INTEREST OF DIRECTORS

6. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

Paragraphs (2) and (4) of regulation 84 of Table A shall not apply to the Company.

#### DIRECTORS PRESENT AT MEETINGS

7. It shall not be necessary for every director present at any meeting of directors or committee of directors to sign his name or for any book to be kept for this purpose. Regulation 86 of Table A shall be construed accordingly.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

8. The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written appointment or removal at the registered office of the Company or by the secretary.

9. While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 8.

10. While the Company is a subsidiary, regulations 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.



Number of Company: 894128 ✓

REGISTRATION

THE COMPANIES ACTS 1948 and 1967/

COMPANY LIMITED BY SHARES:

SPECIAL RESOLUTION

of

ASSOCIATED ENGINEERING (EXPORT SERVICES) LIMITED ✓

PASSED the 26th day of January 1982

AT an EXTRAORDINARY GENERAL MEETING ✓ of the Members of the above-named Company convened and held on the 26th January 1982, the following SPECIAL RESOLUTION ✓ was duly passed, all members entitled to attend and vote at such meeting having agreed in writing to dispense with the twenty-one days' notice of such Meeting:

SPECIAL RESOLUTION

"That the name of the Company be and is hereby changed to "AE EXPORT SERVICES LIMITED". ✓



D. G. Hunter ✓  
Chairman

Midland  
047087  
240.



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 894128

156

I hereby certify that

ASSOCIATED ENGINEERING (EXPORT SERVICES) LIMITED

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

AE EXPORT SERVICES LIMITED

Given under my hand at Cardiff the 16TH MARCH 1982

A handwritten signature in dark ink, appearing to read 'A. J. Jones'.

Assistant Registrar of Companies

Certificate No. 894128

B243

still 800

157.

THE COMPANIES ACT, 1948.

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

\_\_\_\_\_  
Memorandum

AND

Articles of Association

OF

AE EXPORT SERVICES LIMITED

\_\_\_\_\_  
Incorporated the 15th day of December, 1966

ALFRED NEALE & CO  
15 Pancras Lane  
London EC4



COMPANY LIMITED BY SHARES.

# Memorandum of Association

OF

AE EXPORT SERVICES LIMITED

1. The name of the Company is "AE-EXPORT-SERVICES-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, develop and expand the business of manufacturers and vendors of plain bearings and bushes and other engineering components and generally to carry on business as manufacturers of and alloyers of non-ferrous metals and various metals, die castings, general and mechanical engineers and manufacturers of all kinds of machinery, tool makers, metal workers and founders, machinists, metallurgists, electrical engineers, smiths, pattern and jig makers, and general workers in metals and to act as consulting engineers; to buy, sell, manufacture, repair, convert, let on hire and deal in metals, machinery, implements and hardware of all kinds, and to carry on business as engineers, designers and draftsmen and any other trade or business whatsoever, which can be advantageously and conveniently carried on in connection with or by way of expansion of any of the above businesses or the general business of the Company.
  - (B) To carry on any other trade or business which can in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit, or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any schools and any educational, scientific literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined,
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits,

union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company.

- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, assets and liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property or rights suitable for the purposes of the Company, for such consideration whether in cash, shares or securities of this Company or otherwise as may be thought fit.
- (P) To take or otherwise acquire and hold shares, stock, debentures or other interests in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, and to sell and dispose of the same.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (S) To do all or any of the above things in any part of the world, and either as principals agents, trustees, contractors or otherwise, and either alone or in conjunction with

others, and either by or through agents, sub-contractors, trustees or otherwise.

(T) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100 divided into 400 shares of five shillings each. ✓



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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber,
R. J. C. WHITAKER Grangewood, Allum Lane, Elstree, Herts.  Sales Director.	(1) ONE
R. C. BATTERSBY West Cross, Rockshaw Rd., Merstham, Surrey.  Sales Manager.	(1) ONE

DATED the 31st day of October 1966.

WITNESS to the above Signatures :-

K. R. COOPER,  
7 Fountain Close,  
Hillingdon,  
Uxbridge,  
Middlesex.

Company Secretary.

COMPANY LIMITED BY SHARES.

# Articles of Association

OF

AE EXPORTS SERVICES LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II~~X~~ of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "~~X~~Part II of Table A~~X~~") shall apply to the Company.
2. Regulations 24, 53, 75, 77 and 88 of Part I~~X~~ of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2 to 6 inclusive of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, 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, in like manner, dispose of any such new or original shares as aforesaid, 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 in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The proviso to regulation 32 of Part I of Table A shall be omitted.

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say :- PHIL PRINCE LOVE, REGINALD JOHN CHARLESWORTH WHITAKER, ROBERT CHRISTOPHER BATTERSBY, RUDOLF HERRMANN, GRAHAM EDWARD ALLEN and KENNETH RAYMOND COOPER.

8. The proviso to regulation 79 of Part I of Table A shall be omitted.

9. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director
- (2) If he ceases to be a Director by virtue of Section 182 of the Act
- (3) If he becomes bankrupt, or insolvent, or enters into any arrangement with his creditors
- (4) If he becomes of unsound mind.

(5) If he is prohibited from being a Director by any order made under section 188 of the Act

(6) If he is removed from office by a resolution duly passed under section 184 of the Act

Names, Addresses and Descriptions of Subscribers.

R. J. C. WHITAKER  
Grangewood,  
Allum Lane,  
Elstree, Herts.

Sales Director.

R. C. BATTERSEY  
West Cross,  
Rockshaw Rd.,  
Merstham, Surrey.


Sales Manager.



DATED the 31st day of October 1966.

WITNESS to the above Signatures :-

K. R. COOPER,  
7 Fountain Close,  
Hillingdon,  
Uxbridge,  
Middlesex.



Company Secretary.

# G

COMPANIES FORM No. 225(2)

## Notice by an holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

# 225(2)

Please do not  
write in  
this margin

Pursuant to section 225(2) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

894128

Name of company

\*

AF EXPORT SERVICES LIMITED

\* Insert full name  
of company

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

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

Day Month

3	1	1	2
---	---	---	---

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

Day Month Year

3	1	1	2	1	9	8	6
---	---	---	---	---	---	---	---

† delete as  
appropriateThe company is a [subsidiary][holding company]† of Turner & Newall PLC, company number 163992the accounting reference date of which is 31 December

Signed

[Director][Secretary]† Date 24.6.87

PRINTED AND SUPPLIED BY

**Jordan's**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUSHWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010Presentor's name address and  
reference (if any):Turner & Newall PLC  
Ashburton Road West  
Trafford Park  
Manchester M17 1RA

CJD

For official Use  
General Section

Post room

COMPANIES REGISTRATION

31 DEC 1987

M C RE 17

Company Number; 894128

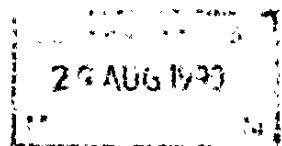
AE EXPORT SERVICES LIMITED

At an Extraordinary General Meeting of the Company held on 20 August 1990 the following Elective Resolutions were considered and on being approved IT WAS RESOLVED:

1. That, pursuant to Section 366A of the Companies Act 1985, the Company be and hereby is not required to hold an annual general meeting.
2. That, pursuant to Section 386 of the Companies Act 1985, the Company be and hereby is not obliged to appoint auditors annually.
3. That, pursuant to Section 252 of the Companies Act 1985, the Company be and is hereby exempt from the obligation to lay its statutory accounts and directors' report before the members of the Company in general meeting.

*T. J. Ward*

ASSISTANT SECRETARY



The Companies Act 1985  
Company Limited by Shares

## Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

894128

AE Export Services Limited

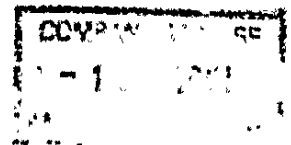
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Bowdon House, Ashburton Road West, Trafford Park, MANCHESTER, M17 1RA

on 28 October 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

that the Company, having satisfied the provisions of Section 250 Companies Act 1985 relating to dormant companies, be exempt from the obligation to appoint Auditors as otherwise required by Section 385 of that Act.



Signed

Position

T. J. Ward

Assistant Secretary

NOTE To be filed within 15 days of the passing of the special resolution