

Number of  
Company

945120

## THE COMPANIES ACT, 1948

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.

MARSTON RADIATOR SERVICES

LIMITED



Entered by

J.S. COPP

IMPERIAL CHEMICAL HOUSE

MILLBANK, LONDON, S.W.1.



Form No. 41  
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited  
91-92 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

11th Dec 1958

Companies 6c

[P.T.O.]

I, RICHARD MACOLM THOMAS, SOLICITOR

of IMPERIAL CHEMICAL HOUSE

MILLBANK

LONDON, S.W.1.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"

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

Do solemnly and sincerely declare that I am ("a" a Solicitor of

the Supreme Court engaged in the formation

of MARSTON RADIATOR SERVICES

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, 1935.

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

Declared at 31 Great Peter Street  
London SW1

the 12<sup>th</sup> day of December  
one thousand nine hundred and sixty-  
eight

*R.M. Thomas*

Before me,

*R. M. Thomas*

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

Number of  
Company

945120

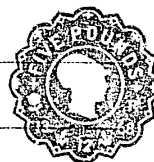
Form No. 25

STATEMENT OF THE NOMINAL CAPITAL  
OF

MARSTON RADIATOR SERVICES

LIMITED

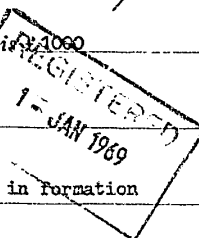
Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of  
the Finance Act, 1899, Section 39 of the Finance Act, 1920, and  
Section 41 of the Finance Act, 1933.



THE NOMINAL CAPITAL of the above named Company is £1000

Signature

Description Solicitor engaged in formation



Dated the 12<sup>th</sup> day of December 1968

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100  
or fraction of £100.

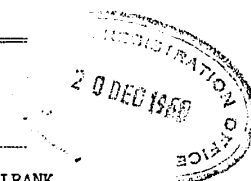
This Statement is to be filed with the Memorandum of Association or other  
document when the Company is registered and should be signed by an Officer of the  
Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in  
the formation.

Presented by

J.S. COPP

IMPERIAL CHEMICAL HOUSE, MILLBANK,

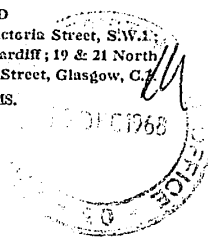
LONDON, S.W.1.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2  
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

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Companies 6



MARSTON  
637456



THE COMPANIES ACT, 1948  
THE COMPANIES ACT, 1967  
945120 §  
COMPANY LIMITED BY SHARES



## Memorandum of Association

OF

### MARSTON RADIATOR SERVICES LIMITED

1. The name of the Company is "Marston Radiator 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 subscribe for, take, or otherwise acquire, and hold shares, stock, debentures or other securities of any other company carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(B) To acquire and undertake the whole or any part of the business, property, rights, assets and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(C) To carry on the business of automobile, general, mechanical, electrical and hydraulic engineers, iron-founders, steel and brass founders, boiler makers, manufacturers of plant, equipment and machinery of all kinds, ball bearings, axles, radiators, shaftings and pulleys, tool makers, metal workers, tin plate and sheet metal workers, millwrights, mill furnishers, leather merchants, belting manufacturers, lorry builders, coach builders, upholsterers,

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- (b) (ii) To carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners, storers and warehousemen of motor cars, motorcycles, cyclecars, motors, scooters, cycles, bicycles and carriages, launches, boats, vans, aeroplanes, hydroplanes and other conveyances of all descriptions (all hereinafter comprised in the term "motors and other things") by whatever means propelled or assisted, and other things used for, in, or in connection with motors and other things.

(ii) To buy, sell, let on hire, repair, alter and deal in machinery, component parts, accessories and fittings of all kinds for motors and other things, and all articles and things referred to in sub-paragraph (i) hereof or used in, or capable of being used in, connection with the manufacture, maintenance and working thereof.

(iii) To carry on the business of garage keepers and suppliers of and dealers in petrol, electricity and other motive power to motors and other things.

- (E) To carry on any other trade or business which can 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.
- (F) To purchase, take on lease or in exchange, hire, apply for or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, trade marks, 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.
- (G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, shops, stores, factories, buildings, works, plant, machinery or services necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (H) To borrow money on the debenture stock, mortgages, or any other securities of or any of the property of the company or its uncalled capital upon such terms and conditions as the company shall think fit;
- (I) To receive monies due or payable or interest thereon;
- (J) To lend money on such terms and conditions as the directors may think fit, with or without security, and to do all such things as the directors may think fit in connection with the foregoing contract to enter into;
- (K) To grant pensions or allowances to Directors, ex-Directors, or ex-employees of the company, or to any persons connected with the company, or to any persons who may concur in establishing any such pension or allowance schemes (whether or not the directors may be a party to the same), and to do all such things as the directors may think fit in connection with the foregoing, and to support or defend any such pension or allowance schemes, the sum of money payable thereunder by the Directors, or by the Company, or by any club or association, or by any scheme calculated to benefit the Directors or its officers;
- (L) To make, draw, discount, sell and deal in, and to execute, and to negotiate, transferable instruments;
- (M) To invest and to manage the property of the company in such manner as the directors may think fit;
- (N) To subscribe for, and to underwrite, and to guarantee, and to do all such things in connection with the foregoing, any such stock or securities as may be issued at any time last preceding the date of the meeting of the directors;
- (O) To pay for, and to discharge, and to do all such things in connection with the foregoing, any such debts or liabilities as may be agreed to be paid by the company;

converters, smiths, wood  
general contractors and  
manufacture, repair, convert,  
bearings, axles, radiators,  
implements and hardware

manufacturers of, dealers  
brokers and warehousemen of  
scooters, cycles,  
boats, vans, aeroplanes,  
of all descriptions (all  
term "motors and other  
propelled or assisted, and  
connection with motors

repair, alter and deal in  
accessories and fittings of  
engines, and all articles and  
apparatus (i) hereof or used in,  
connection with the manu-  
facture thereof.

of garage keepers and  
control, electricity and other  
things.

or business which can be  
the Company in connection  
the above businesses or the

in exchange, hire, apply  
for any estate or interest  
rights, privileges, con-  
s, trade marks, licences,  
stock-in-trade, and any  
kind necessary or con-  
in connection with the  
branch or department thereof.

enlarge, alter and maintain  
buildings, bridges, shops,  
works, plant, machinery or  
rent for the Company's  
or subsidise the erection,  
of any of the above.

- (H) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit.
- (I) To receive money on deposit, with or without allowances or interest thereon.
- (J) To lend money to any person, company, corporation or trust with or without security on such terms as may be thought proper and to guarantee the performance of any contract to enter into surety and to give indemnities.
- (K) To grant pensions, allowances, gratuities and bonuses to Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (L) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills, notes and other negotiable or transferable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (N) To subscribe for conditionally or unconditionally, to underwrite, issue on commission or otherwise and convert, any such stocks, shares or securities as mentioned in the last preceding paragraph.
- (O) To pay for any business, property or rights acquired or agreed to be acquired by the Company, and generally to

satisfy any obligation of the Company, by the issue or transfer of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.

- (p) To enter into arrangements for partnership, sharing profits, reciprocal concessions, co-operation or otherwise with any company, corporation, trust or person having objects altogether or in part similar to those of the Company, or carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (q) To promote or assist in or contract with any person or company for the promotion of any company or companies, for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose.
- (r) To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company, upon such terms and for such price or other consideration of any kind as the Company may think fit.
- (s) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (t) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or arrangement of the nature of partnership, or in any other manner.
- (u) To remunerate or make donations to any person or persons whether directors, officers or agents of the Company or not, for services rendered or to be rendered in or about the conduct of the Company's business.

- (v) To adopt such means as the Company and keepers may seem expedient and the press, by circulars, by and exhibition of works, books and periodicals, donations, or television or aspect of television, ing.
- (w) To obtain any provision enabling the Company effect or for effecting a constitution or for any expedient and to oppose which may seem calculated to prejudice the Company.
- (x) To distribute among the members of the Company, or among any property of the Company amounting to a reduction of the sanction (if any) for the same.
- (y) To do all or any of the above in any part of the world, and as principally or otherwise, and by or otherwise and either alone or jointly.
- (z) To do all such other things as may be necessary to the attainment of the objects of the Company.

And it is hereby declared that this Clause, except where used in reference to the United Kingdom or elsewhere, a paragraph of this Clause except a paragraph shall be separate and distinct and shall not be limited or restricted by any other paragraph or the name of the Company.

- 4. The liability of the Members.
- 5. The share capital of the Company shall be £1,000 Ordinary Shares of £1 each.

Company, by the issue or any other company credited or of debentures or other company.

for partnership, sharing, co-operation or otherwise, or trust or person having similar to those of the Company to carry on any business as directly or indirectly to

contract with any person or any company or companies, all or any of the property or for any other purpose.

to dispose of or otherwise for all or any part of the on such terms and for such of any kind as the Company

for the debentures, mortgage of any other company in for any services rendered or flowing from any such com-

other company whose objects are to those of the Company, (for fully or partly paid-up undertaking, subject to the other company as aforesaid, or by sale or purchase (for or otherwise) of all or a shares or stock of this or any aforesaid, or by partnership or partnership, or in any other

contributions to any person or officers or agents of the Company or to be rendered in or company's business.

(v) To adopt such means for making known the products of the Company and keeping the same before the public as may seem expedient and in particular, by advertising in the press, by circulars, by fixed advertisements, by purchase and exhibition of works of art or interest, by publication of books and periodicals, by granting prizes, rewards or donations, or television or by taking part in any branch or aspect of television, or television programme contracting.

(w) To obtain any provisional order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(x) 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.

(y) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(z) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "company" in this Clause, except where used in reference to the 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 that the objects specified in each paragraph of this Clause except where otherwise expressed in such paragraph shall be separate and independent objects of the Company and shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited. /

5. / The share capital of the Company is £1,000, divided into 1,000 Ordinary Shares of £1 each. The shares in the original or any



increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the several persons whose names are set out below, are desirous of being formed into a company, and for this purpose we have caused this Memorandum of Association to be drawn up, and we have taken the number of shares to be taken by each of us, and have signed the same opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS

*Richard John*  
*Imperial Chemicals*  
*Millbank.*  
*London. S.W.1.*  
*Solicitor*

*Richard Malcolm*  
*Imperial Chemicals*  
*Millbank*  
*London S.W.1.*  
*Solicitor*

DATED this *12th*  
nine hundred and sixty-eight

WITNESS to the above Signatures

*Am*

to several classes, and there may  
be preferential, deferred or other  
restrictions as to dividend,

vii

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Richard John Cole</i> <i>Imperial Chemical House</i> <i>Millbank.</i> <i>London. S.W. 1.</i> <i>Solicitor.</i>	<i>One.</i>
<i>Richard Malcolm Thomas</i> <i>Imperial Chemical House</i> <i>Millbank</i> <i>London S.W. 1.</i> <i>Solicitor</i>	<i>One</i>

DATED this *12<sup>th</sup>* day of December One thousand  
nine hundred and sixty-eight.

WITNESS to the above Signatures : —

*Anne Stanford Miller*  
*16 Brickwood Rd*  
*East Croydon*  
*Surrey.*  
*Secretary.*

M462

10/-  
No. 6  
7  
B/-

945120 / 4

THE COMPANIES ACT, 1948  
THE COMPANIES ACT, 1967

COMPANY LIMITED BY SHARES

## Articles of Association

OF

### MARSTON RADIATOR SERVICES LIMITED

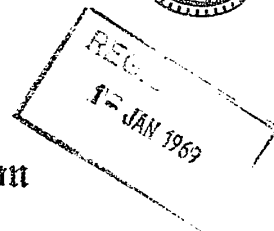
#### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948, with the exceptions of regulations, 24, 53, 75, 77, 78, 79, 82, 84, 86, 88, 89, 90, 91, 92, 93, 94, 95, 96 and 97 shall apply to the Company. Part II of the said Table A shall not apply to the Company.

#### PRIVATE COMPANY

2. The Company is a Private Company, and accordingly:—

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company were, while in that employment, and, after the determination of that employment, have continued to be members of the Company) shall be limited to fifty, Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.



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### SHARE CAPITAL

3. (A) The capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

(B) Save as the Company may by ordinary Resolution otherwise direct, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the Act.

### TRANSFER OF SHARES

4. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share whether fully paid or not.

### PROCEEDINGS AT GENERAL MEETINGS

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more persons.

### DIRECTORS

7. The number of Directors shall not be less than two and all Directors shall be appointed by Imperial Metal Industries Limited. The method of appointment shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of Imperial Metal Industries Limited.

8. Imperial Metal Industries Limited shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to remove any Director or Directors including any person or persons who are Directors of the Company at the date of

adoption of these Articles of Association. Any Director so removed may appoint any other person or persons to fill the place of the Director or Directors so removed. Any Director or Directors vacating office may also in a similar manner

9. Each of the Directors shall hold office for the term of years in the manner provided by Article 8 or 17.

10. A Director shall not be qualified to hold office if he is not a citizen of the United Kingdom or if he is not a resident in the United Kingdom for a period of not less than 183 days in the year.

### BORROWING

11. The Directors may exercise all such powers and do all such acts and things as they may think fit to borrow money and to mortgage or charge all or any part of the property, real and personal, of the Company and any debenture stock and other securities of the Company and any debt, liability or obligation of the Company.

### POWERS AND DUTIES OF DIRECTORS

12. A Director may vote at any meeting of the Directors in respect of any arrangement in which he is interested and if he shall so vote he shall be reckoned in estimating a quorum for the meeting. Any arrangement is under consideration if it is being considered by the Directors.

13. A Director may hold any other office or place of profit or be employed by the Company (other than as a Director or intending Director or as a contractor with the Company) and shall any such contract or any contract entered into by him on behalf of the Company be valid and he shall not be liable to be avoided or being so interested be liable to account for any profit realised by any such contract or arrangement in which he is interested as a Director holding that office or place of profit or as a contractor.

14. Any Director may hold any other office or place of profit or be employed by the Company (other than as a Director or intending Director or as a contractor with the Company) and shall any such contract or any contract entered into by him on behalf of the Company be valid and he shall not be liable to be avoided or being so interested be liable to account for any profit realised by any such contract or arrangement in which he is interested as a Director holding that office or place of profit or as a contractor.

adoption of these Articles of Association and by the like notice to appoint any other person or persons to be a Director or Directors in the place of the Director or Directors so removed or in place of any Director or Directors vacating office. Imperial Metal Industries Limited may also in a similar manner appoint additional Directors.

9. Each of the Directors shall hold office until he is removed in manner provided by Article 8 or dies or vacates office under Article 17.

10. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.

#### BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue 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.

#### POWERS AND DUTIES OF DIRECTORS

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom 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.

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

14. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company in which the Company may be interested, but such Director shall unless the Board of Directors shall otherwise direct be accountable

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is £1,000 divided into 1,000

ordinary Resolution other-  
the disposal of the Directors,  
or otherwise deal with or dis-  
times and generally on such  
shares shall be issued at a  
ct.

#### SHARES

absolute right without assigning  
any transfer of a share whether

#### GENERAL MEETINGS

cted at any General Meeting  
at the time when the meeting  
otherwise provided, two members  
quorum.

the Act, a resolution in writing  
being entitled to receive notice  
tings (or being corporations by  
shall be as effective as if the same  
of the Company duly convened  
documents in the like form each

#### DIRECTORS

shall not be less than two and all  
Imperial Metal Industries Limited.  
be by notice in writing to the  
by a duly authorised officer of

Limited shall be entitled at any  
ice in writing to the Secretary of  
Director or Directors including any  
rs of the Company at the date of

15. Each Director shall have the power to nominate any person approved by Imperial Metal Industries Limited to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and upon such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for any remuneration as alternate Director. Any Director of the Company appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

16. The Directors shall cause minutes to be made in books provided for the purpose:—

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (C) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

## VACATION OF OFFICE BY DIRECTORS

17. The office of Director shall be vacated if the Director:—

- (A) becomes bankrupt or make any arrangement or composition with his creditors generally; or

- (B) becomes prohibited by any order made under the Companies Act, 1956; or
- (C) becomes of unsound mind or infirmity; or
- (D) (not being a person holding office by virtue of his termination if he ceases to hold office) resigns his office by writing signed by him or if (being such a person) he is removed from office and the Directors shall not appoint him to any office; or
- (E) shall for more than six months without the written permission of the Directors cease to hold office during that period his office shall be vacated.

## LOCAL MAJ

18. The Directors may from time to time, and at any time, cause the Company to purchase or acquire its own shares, whether or not the Company is at the time a public company, in such manner as they may think fit and the provisions of the Companies Act, 1956 shall be without prejudice to the powers conferred by this Article.

[illegible]

20. The Company may exercise the powers conferred by Section 35 of the Act to have an official seal shall be affixed by the Directors and the instruments sealed thereon as the Directors shall from time to time appoint.

- (B) becomes prohibited from being a Director by reason of any order made under any legislation affecting the Company; or
- (C) becomes of unsound mind or incapacitated by age or infirmity; or
- (D) (not being a person holding an executive office subject to termination if he ceases from any cause to be a Director) shall resign his office by notice in writing to the Company or if (being such a person) he shall tender his resignation and the Directors shall resolve to accept the same; or
- (E) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

#### LOCAL MANAGEMENT

18. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they may think fit and the provisions contained in the two next following Articles shall be without prejudice to the general powers conferred by this Article.

19. The Directors may from time to time and at any time establish any Local Board or Agency for managing any of the affairs of the Company in any such specified locality; and may appoint any persons or body corporate to be members of such Local Board or Managers or Agents, and may fix their remuneration and the Directors may from time to time and at any time delegate to any persons or body corporate so appointed any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, to forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed and may annul or vary any such delegation.

20. The Company may exercise all the powers conferred by Section 35 of the Act to have an official seal for use abroad and such official seal shall be affixed by the authority, and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint.



---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Richard John Coles  
Imperial Chemical House  
Millbank.  
London S.W.1.  
Solicitor. /

Richard Malcolm Thomas  
Imperial Chemical House  
Millbank  
London S.W.1.  
Solicitor. /

---

DATED this 12<sup>th</sup> day of December One thousand  
nine hundred and sixty-eight.

WITNESS to the above signatures:—

Anne Stanford Miller  
16 Brickwood Rd  
East Croydon  
Surrey  
Secretary.





## CERTIFICATE OF INCORPORATION

No. 045120

I hereby certify that

**MARSTON RADIATOR SERVICES LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **13<sup>th</sup> JANUARY, 1969.**

A handwritten signature in dark ink, appearing to read "R. Knight".

*Assistant Registrar of Companies*

Number of  
Company

945120

Form No. 103

## THE COMPANIES ACT, 1948



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

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

(Pursuant to section 110 (3))

Insert the  
Name of  
the Company

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

Presented by J.S. Copp

Imperial Chemical House

Millbank

London S.W.1.



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

Companies 40

F:2720.5-2-65

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

To the REGISTRAR OF COMPANIES.

Marston Radiator 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 Kynoch Works  
Witton Birmingham 6.

Signature J. M. Kelly

(State whether  
Director or Secretary) Secretary

Dated the 1st day of January 1969.

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

No. 507018

THE COMPANIES ACT, 1948  
THE COMPANIES ACT, 1967

---

COMPANY LIMITED BY SHARES

---

---

NEW ARTICLES OF ASSOCIATION

of

BRITTOLL RADIATOR (SERVICES) LIMITED  
(Adopted by Special Resolution passed on  
the 1st January, 1969)

---

Incorporated the 17th day of April, 1952

J. S. Copp,  
Imperial Chemical House,  
Millbank,  
London, S.W.1.

No. 507018

THE SECOND SCHEDULE

THE COMPANIES ACT, 1948

THE COMPANIES ACT, 1967

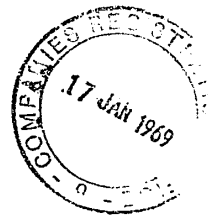
COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

BRITTOILL RADIATOR (SERVICES) LIMITED

(Adopted by Special Resolution passed on  
the 1st January, 1969)



PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948, with the exceptions of regulations, 24, 53, 75, 77, 78, 79, 82, 84, 86, 88, 89, 90, 91, 92, 93, 94, 95, 96 and 97 shall apply to the Company. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly :-
- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company were, while in that employment, and, after the determination of that employment, have continued to be members of the Company) shall be limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.

- (C) Any invitation to the public to subscribe for any shares or

debentures of the Company is prohibited.

- (D) The Company shall not have power to issue share warrants to bearer.

SHARE CAPITAL

3. (A) The Capital of the Company at the date of the adoption of these Articles is £22,000 divided into 20,000 7½% Cumulative Preference Shares of £1 each and 2,000 Ordinary Shares of £1 each. The said 7½% Cumulative Preference Shares and Ordinary Shares shall confer on the holders thereof the rights and privileges and be subject to the restrictions and provisions following namely:-

- (i) The said 7½% Cumulative Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of 7½ per centum per annum and the right in a winding-up to repayment of capital and all arrears of dividend (if any) thereon in priority to the Ordinary Shares but they shall not confer the right to any further participation in profits or assets of the Company. Subject thereto and to any special rights which may be attached to any class of shares hereafter issued the profits of the Company available for dividend and resolved to be distributed shall be distributed among the holders of the Ordinary Shares rateably according to the amount paid up on such Shares.
- (ii) The 7½% Cumulative Preference Shares shall not confer the right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting unless at the date of the notice convening the Meeting the preference dividend thereon shall have remained unpaid for six months after any half-yearly date fixed for payment thereof or

unless a Resolution is to be proposed for abrogating or directly and adversely varying any of the rights or privileges of the holders of such Shares as a class in either of which events every member who is present in person shall have one vote per Share for each  $7\frac{1}{2}\%$  Cumulative Preference Share held by him. For the purposes of this provision the dividend on the said  $7\frac{1}{2}\%$  Cumulative Preference Shares shall be deemed to be payable half-yearly on the 31st day of March and the 30th day of September in every year.

- (B) Save as the Company may by ordinary Resolution otherwise direct, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the Act.

#### TRANSFER OF SHARES

4. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share whether fully paid or not.

#### PROCEEDINGS AT GENERAL MEETINGS

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
6. Subject to the provisions of the Act, a resolution in writing

signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more persons.

#### DIRECTORS

7. The number of Directors shall not be less than two and all Directors shall be appointed by Imperial Metal Industries Limited. The method of appointment shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of Imperial Metal Industries Limited.

8. Imperial Metal Industries Limited shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to remove any Director or Directors including any person or persons who are Directors of the Company at the date of adoption of these Articles of Association and by the like notice to appoint any other person or persons to be a Director or Directors in the place of the Director or Directors so removed or in place of any Director or Directors vacating office. Imperial Metal Industries Limited may also in a similar manner appoint additional Directors.

9. Each of the Directors shall hold office until he is removed in manner provided by Article 8 or dies or vacates office under Article 17.

10. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.



#### BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue 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.

#### POWERS AND DUTIES OF DIRECTORS

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom 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.

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

relation thereby established.

14. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company in which the Company may be interested, but such Director shall unless the Board of Directors shall otherwise direct be accountable for all remuneration, salary, profit or other benefits received by him as a Director or holder of any other office or place of profit under any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed Director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

15. Each Director shall have the power to nominate any person approved by Imperial Metal Industries Limited to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and upon such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting in the place of an absent Director shall exercise and discharge all the duties of the Director he

represents him shall look to such Director solely for any remuneration as alternate Director. Any Director of the Company appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

16. The Directors shall cause minutes to be made in books provided for the purpose :-

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (C) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

#### VACATION OF OFFICE BY DIRECTORS

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

- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (B) becomes prohibited from being a Director by reason of any order made under any legislation affecting the Company; or
- (C) becomes of unsound mind or incapacitated by age or infirmity; or
- (D) (not being a person holding an executive office subject to termination if he ceases from any cause to be a Director) shall resign his office by notice in writing to the Company or if (being such a person) he shall tender his resignation and the Directors shall resolve to accept the same; or

- (E) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

#### LOCAL MANAGEMENT

18. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they may think fit and the provisions contained in the two next following Articles shall be without prejudice to the general powers conferred by this Article.

19. The Directors may from time to time and at any time establish any Local Board or Agency for managing any of the affairs of the Company in any such specified locality; and may appoint any persons or body corporate to be members of such Local Board or Managers or Agents, and may fix their remuneration and the Directors may from time to time and at any time delegate to any persons or body corporate so appointed any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, to forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed and may annul or vary any such delegation.

20. The Company may exercise all the powers conferred by

Section 35 of the Act to have an official seal for use abroad and such official seal shall be affixed by the authority, and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint.

---

THE THIRD SCHEDULE

MATTERS IN RESPECT OF WHICH INDEMNITIES ARE  
GIVEN BY THE SHAREHOLDERS UNDER CLAUSE 6

- A. ANY claim or demand for estate duty which may be levied pursuant to Part IV of the Finance Act 1940 (or any statutory modifications or re-enactments thereof for the time being in force) on the Company in respect of the death of any person heretofore beneficially interested in any shares in the capital of the Company.
- B. ANY assessment to Surtax which may be made on the Company in respect of income thereof up to 31st August 1968 apportioned to the Shareholders or to the Company or to any person beneficially interested as aforesaid pursuant to Part IX Chapter III of the Income Tax Act 1952 or any statutory modifications or re-enactments thereof for the time being in force including Sections 78 and 79 of the Finance Act 1965.
- C. ANY assessment to Income Tax which may be made on the Company under the provisions of Section 77 and Schedule 18 of the Finance Act 1965 in respect of a shortfall in distributions of income for the period from the 6th April 1966 to 31st August 1968.
- D. ANY assessment to taxation which may be made on the Company pursuant to Section 83 of the Finance Act 1965 in respect of the gross amount of dividends of the Company falling due and payable within the fiscal year to the 5th April 1966 to the extent that the same exceed the standard amount applicable to the Company for such fiscal year ascertained pursuant to the said Section.
- E. THE recovery of any taxation from the Company or the counter-action of any tax advantage obtained by the Company pursuant to Sections 21 to 28 (inclusive) of the Finance Act 1960 (or any statutory modifications or re-enactments thereof for the time being in force)

COMPANY NO: 945120

ACCEPT UNSTAMPED *LD* 35

MARSTON RADIATOR SERVICES LIMITED

NETCN 9072

SIGNED *Chooayin*

DATE *5-10-78*

SPECIAL RESOLUTION

pursuant to Section 141(2) of the Companies Act 1948

At a General Meeting of the Company held on 11 September 1978, it was RESOLVED

"that the name of the Company be changed from Marston Radiator Services Limited to

IMI Marston Radiator Services Limited"

Dated this 11th day of September 1978

*Chooayin*  
.....  
C.H. LOCKYER, DIRECTOR



6/7 The reason for selection of this particular name /  
The reason for selection of IMI as a prefix

It is the Parent Company, IMI Limited, Group policy that subsidiaries' names include IMI to maintain a corporate image throughout the Group.

Yours faithfully,  
MARSTON RADIATOR SERVICES LIMITED



A.T. MCGHEE  
Director/Secretary







**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. **945120**

I hereby certify that

**MARSTON RADIATOR 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

**IMI MARSTON RADIATOR SERVICES LIMITED**

Given under my hand at Cardiff the **11TH OCTOBER 1978**

**P. WALKER**



Assistant Registrar of Companies

NO: 945120

4.4.84



SS THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

IMI MARSTON RADIATOR SERVICES LIMITED

AT the ANNUAL GENERAL MEETING of the Company duly convened and held at  
Post Office House, 26 Colmore Circus Birmingham 4  
Silvertown House, Vincent Square, London SW1P 2AB on *Thursday* the  
*29th* day of *March* 1984 the following Resolutions were duly  
passed as SPECIAL RESOLUTIONS of the Company.

#### RESOLUTIONS

- (1) That the authorised share capital of the Company be increased to £2,000 by the creation of 1,000 Ordinary Shares of £1 each.
- (2) That £3,373,000 of the amount owing by the Company to IMI plc ("IMI") be satisfied in full by the allotment to IMI of 1,000 Ordinary Shares of £1 each in the capital of the Company credited as fully paid, the directors being hereby authorised to allot such shares to IMI and Section 17(1) of the Companies Act 1980 being hereby disapplied in relation to such allotment.
- (3) That the name of the Company be changed to "Marston Radiator Services Limited".
- (4) That the Articles of Association of the Company be altered by deleting the references to Imperial Metal Industries Limited in Articles 7, 8 and 15 and substituting therefor references to Serck Industries Limited.

*K. L. Khan*  
CHAIRMAN



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

945120

56

I hereby certify that

IMI MARSTON RADIATOR SERVICES  
LIMITED

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

MARSTON RADIATOR SERVICES  
LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 19TH APRIL 1984

*A.K. Phillips*  
MRS. A.K. PHILLIPS

an authorised officer

C.172

G

Please do not  
write in this  
binding margin

THE COMPANIES ACTS 1948 TO 1981

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Form No. 10

10

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

To the Registrar of Companies

For official use Company number

53

945120

Name of Company

\*delete if  
inappropriate

IMI MARSTON RADIATOR SERVICES

Limited\*

†delete as  
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]  
[extraordinary] [special] resolution of the company dated 29th March 1984

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 1,000 beyond the registered capital of £ 1,000

**Note**  
This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
1,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

pari passu in all respects with the  
existing ordinary shares in the Company

Please tick here if  
continued overleaf

☐

†delete as  
appropriate

Signed

*R. L. H.*

(Director) (Secretary) ‡

Date 29th March 1984

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

Pinsent & Co.,  
Solicitors,  
Post & Mail House,  
26 Colmore Circus,  
Birmingham B4 6BH.

PJG

For official use  
General section

Post room



3  
0  
/  
5  
/  
8  
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Company No. 945120

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

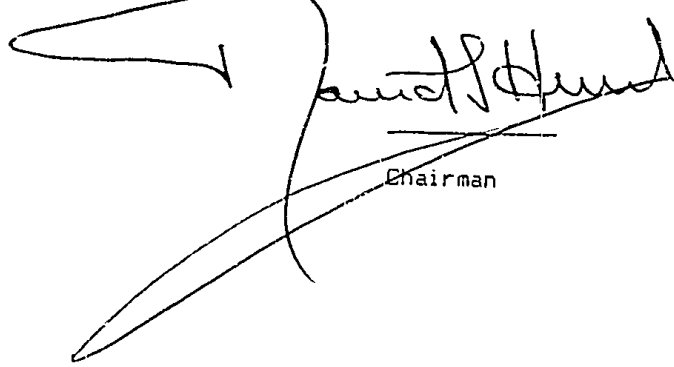
of Marston Radiator Services Limited

passed 23rd May 1988

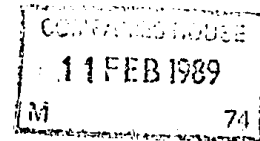
At an Annual General Meeting of the members of the above named company duly convened and held at Silvertown House Vincent Square London SW1P 2PL on 23rd May 1988, the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT in accordance with the provisions of Section 252 of the Companies Act 1985, the Company being a dormant company within the meaning of the said section, Section 384(1) of the Companies Act 1985 shall not apply and accordingly no auditors shall be appointed.



Chairman



Company No. 945120

THE COMPANIES ACT 1985

MARSTON RADIATOR SERVICES LIMITED

ELECTIVE RESOLUTIONS

pursuant to Section 379A Companies Act 1985

At a general meeting of the members of the above-named company, duly convened and held at Silvertown House, Vincent Square, London on 19 August 1991, the following ELECTIVE RESOLUTIONS were passed:

ELECTIVE RESOLUTIONS

THAT pursuant to s. 252 Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

THAT pursuant to s. 366a Companies Act 1985 the Company hereby elects to dispenses with the holding of Annual General Meetings in 1992 and subsequent years until this election is revoked.



Chairman

