

Number of } 993427 / 1  
any }

## THE COMPANIES ACTS 1948 to 1967

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

*Pursuant to Section 15 (2) of the Companies Act 1948*

Insert the  
Name of the  
Company.

HOPYARD FOUNDRIES

LIMITED

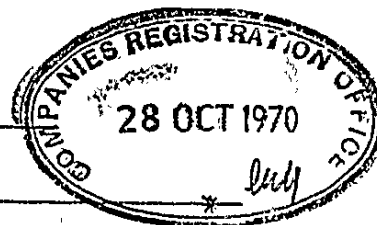
Presented by

Presentor's Reference RWH/RMN

Freshfields, 1 Bank Buildings,

Princes Street,

London E.C.2.



Form No. 41  
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street, W.1;  
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,  
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, GUY AINSWORTH WHALLEY

of 1 Bank Buildings, Princes Street, London E.C.2.

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 HOPYARD FOUNDRIES

Limited,

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

Declared at 1 Bank Buildings,  
Princes Street,  
London E.C.2.  
the 27 day of October  
one thousand nine hundred and  
Seventy

Before me,

[Signature]

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

[Signature]

Number of  
Company

993427

2

# STATEMENT OF THE NOMINAL CAPITAL

OF

HOPYARD FOUNDRIES

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 Freshfields

Description Solicitors engaged in the formation of the Company

Dated the 27<sup>th</sup> day of October 1970

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

Freshfields, 1 Bank Buildings,

Princes Street, London E.C.2

Presentor's

RWH/RMN



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;  
15 Hanover Street W.1; 9HG; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;  
19 & 21 North John Street, Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR;  
and 14-22 Renfrew Court, Glasgow, C.2.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

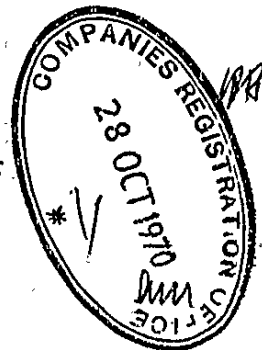
993427/3

MEMORANDUM OF ASSOCIATION

of

HOPYARD FOUNDRIES LIMITED

1. The name of the Company is HOPYARD FOUNDRIES LIMITED 36998/1 M.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To carry on the business or businesses of malleable steel and iron founders, and to manufacture, purchase, sell or otherwise deal in, iron, alloy aluminium, brass, gun metal, phosphor bronze, white metal, grey iron and all kinds and descriptions of castings, and such other businesses or processes in connection with the above mentioned business or businesses as are customarily or usually carried on in connection therewith or are naturally incident thereto.
  - (2) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated, directly or indirectly, to enhance the value of or render more profitable any of the Company's property.
  - (3) To carry out such building, engineering or other operations and works, and to manufacture or deal with such goods and to acquire, hold or deal with such property, as may seem directly or indirectly to advance the interests of the Company.
  - (4) To enter into such commercial or other transactions as may seem desirable for the purpose of the Company's affairs.
  - (5) To pay or to make such arrangements for providing such pensions, benefits, share acquisition schemes and other matters (whether



to or for or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related to or dependants of such directors or employees) as may seem directly or indirectly to advance the interests of the Company.

- (6) To act as agents or trustees, and to enter into partnership and other arrangements which may seem to advance the interests of the Company.
- (7) To sell, lease or dispose of the undertaking of the Company or any part thereof on such terms as the Company may decide, and to distribute assets in specie among the members of the Company.
- (8) To acquire and hold interests in other companies and to enter into any arrangements with other companies which may seem to advance the interests of the Company, upon such terms as the Company may decide.
- (9) To raise or borrow money and to receive deposits, and to lend money, give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company, and to charge its undertaking or any part thereof or its uncalled capital, in any circumstances and upon such terms and conditions as the Company may think fit.
- (10) To pay the formation and registration expenses of the Company.
- (11) To contribute to any public, general, political, charitable, benevolent or useful object, to which it may seem to be in the interest of the Company or its members to contribute.
- (12) To do all such other things as may be considered to further the interests of the Company or be incidental or conducive to the above objects or any of them.

And it is hereby declared (a) 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 corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.
5. The Share Capital of the Company is £100, divided into 100 shares of £1 each.

WE, the several persons whose Names, Addresses and

Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

---

Names, Addresses and Descriptions  
of Subscribers

Number of  
shares taken  
by each sub-  
scriber

---

J.E. Bann

1 Bank Buildings  
Princes Street  
London E.C.2.

ONE

SOLICITORS MANAGING CLERK

R.M. Nelson

1 Bank Buildings  
Princes Street  
London E.C.2.

ONE

SOLICITORS ARTICLED CLERK

---

Dated the 27<sup>th</sup> day of October, 1970.

Witness to the above signatures:-

R. Walter

1 Bank Buildings  
Princes Street  
London E.C.2.

SOLICITOR

993427/4

The Companies Acts 1948 to 1967

---

COMPANY LIMITED BY SHARES

---

ARTICLES of ASSOCIATION

OF

HOPYARD FOUNDRIES LIMITED

---

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part I of the said Table A unless otherwise stated.

PRIVATE COMPANY.

2. The Company is a Private Company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL.

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES.

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

6. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid 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.

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

9. A resolution in writing signed by the holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS.

10. Subject as hereinafter provided the Directors shall not be less than two nor more than ten in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 of Table A shall not apply.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply.

13. In regulation 79 of Table A the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

14. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a partner may act in a professional capacity for the Company or any such other company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote 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. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees.



of the Directors. Regulation 86 of Table A shall be modified accordingly.

16. The office of a Director shall be vacated in any of the events specified in regulation 88 of Table A save that a Director shall vacate office under paragraph (F) of such regulation only if in the circumstances therein mentioned the Directors by resolution so determine. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

17. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

18. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 of Table A shall not apply.

19. Regulations 107 to 109 of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS.

20. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid expenses,

and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment any remuneration except only such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### INDEMNITY.

21. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1967, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

#### OVER-RIDING PROVISIONS.

22. Whenever Doulton & Co., Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

- (A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Y. E. Baum*

1 Bank Buildings,  
Princes Street,  
London E.C.2.

SOLICITORS' MANAGING CLERK.

*R. M. Nelson*

1 Bank Buildings,  
Princes Street;  
London E.C.2.

SOLICITORS' ARTICLED CLERK

---

Dated the *27<sup>th</sup>* day of *October* 1970.

Witness to the above signatures:-

*R. Walter*

1 Bank Buildings,  
Princes Street,  
London E.C.2.

*Solicitor*



## CERTIFICATE OF INCORPORATION

No. 993427

I hereby certify that

**HOPYARD FOUNDRIES 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

3RD NOVEMBER 1970.

*F. L. Knight*  
( F. L. KNIGHT )

Assistant Registrar of Companies