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· M E M O R A N D U M

- and -

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution  
passed on 12th October, 1972)

- of -

TURNER & NEWALL INTERNATIONAL LIMITED

INCORPORATED on the 26th day of September 1972

ALLEN & OVERY,  
9, Cheapside,  
London, EC2V 6AD.





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1073619

I hereby certify that

**TURNER & NEWALL INVESTMENTS LIMITED**

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

**TURNER & NEWALL INTERNATIONAL LIMITED**

Given under my hand at Cardiff the 2ND JUNE 1977

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*

Number of } 1073619  
Company }

*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY SHARES

**Special Resolution**

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

TURNER & NEWALL INVESTMENTS LIMITED

Passed 13 May, 1977.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 20 St. Mary's Parsonage, Manchester M3 2NL

on the 13 day of May; 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

**RESOLUTION**

"That the name of the Company be changed to  
Turner & Newall International Limited"

Signature .....

*Asm Lownd*

*Secretary*

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.

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Companies 7



*Journal of*  
*Company*

*The Companies Acts 1948 to 1967*

**COMPANY LIMITED BY SHARES**

**Special Resolution**

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

**Protem Investments LIMITED**

**Passed 18th December , 1972 .**

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 77 Fountain Street, Manchester M2 2EA

on the 18th day of December , 1972, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

**RESOLUTION**

'That the name of the Company be changed to Turner & Newall Investments Ltd.'

Signature .....

*Asst. Secy*

*Secretary*

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

Note. —To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (3) printed overleaf.





## CERTIFICATE OF INCORPORATION

No. 1073619

I hereby certify that

PROTAM INVESTMENTS LIMITED

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

in under my hand at London the

26th September 1972

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

(N. TAYLOR)

*Assistant Registrar of Companies*

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

TURNER & NEWALL INTERNATIONAL LIMITED

1. The name of the Company is Turner & Newall International Limited
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 of an Investment Trust Company and to invest any moneys belonging to the Company in or otherwise to acquire shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, obligations, and other securities issued or guaranteed by any Government, Sovereign, Ruler, Commissioners, trust, local authority or other public body, whether at home or abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof and to vary any investments of the Company from time to time.
  - (2) To carry on and undertake any business undertaking transaction or operation, commonly carried on or undertaken by trust or investment companies, financiers, bankers, discount houses, capitalists, company promoters, underwriters of companies, stock, shares or debentures, dealers in lands, businesses, concessions, mines, and stock as owners or agents, manufacturers, merchants, importers and exporters, shipping agents, or shipowners, stock and share dealers, concessionaires, and contractors for public and other works and generally to carry on business as financiers and promoters and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out.
  - (3) To undertake and transact all kinds of trust and



agency business and to constitute any person with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks, or other assets specifically appropriated for the purpose of any such trust and to settle and regulate, and, if thought fit, to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, deferred or other such stocks or securities and to act as Trustees of any Deeds constituting or securing any debentures, debenture stocks or other securities or obligations, and also to undertake the office of executor, administrator, treasurer, or registrar, or to become Manager of any business, and to keep for any company, Government authority, or body any register relating to any stocks, funds, shares or securities or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.

- (4) To hold all or any shares or obligations acquired by the Company, or to sell or re-issue the same, with or without guarantee, or to distribute them or any other assets of the Company in kind upon a division of profits or distributions of Capital among the members; and in case of any cash, shares or obligations receivable upon any sale or amalgamation, to arrange in case at the time of any such sale or amalgamation, the shares of this Company shall be of different classes, for the distribution of any proceeds of sale in any manner authorised by or under the provisions of the Articles of Association for the time being.
- (5) To negotiate for, purchase, sell, hire, exchange, take or grant on building or other lease or agreement for building or other lease or otherwise acquire or deal with real or personal property of all kinds, and in particular, estates, lands, houses, buildings, warehouses, machinery, plant, stores, licences, concessions, rights of way and right of water, and any rights, easements, privileges or interest which the Directors of the Company may consider advisable, and to work, manage, mortgage, lease or otherwise deal with the whole or any of such property or rights, whether belonging to the Company or otherwise, and to erect and construct houses, buildings and works of every description, and to clear, manage, farm, cultivate, plant, work, or improve any land or buildings which, or any interest in which, may belong to the Company, and to deal with, or otherwise turn to account, any farm or other products of any such land.
- (6) To take out purchase or otherwise acquire for any estate or interest any property, assets or any concessions, licences, grants, patents, trade-marks or other exclusive or non-exclusive rights of any kind which may

appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient and to make experiments and tests and carry on all kinds of research work.

- (7) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (11) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (12) To act as Directors or Managers of or to appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (13) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
- (14) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.



- (15) To give all descriptions of guarantees and indemnities
- (16) To borrow and raise money in any manner and on any terms.
- (17) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased, of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (18) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (19) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (20) To grant pensions or gratuities to any past or present director, officer or employee of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company or the relations, connections, or dependants of any such persons and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares in the Company and to contribute to any public, general or useful object.
- (21) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (22) To insure with any other company or person against losses, damages, risks and liabilities of all kinds, which may affect the Company.

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Provided that nothing herein contained shall empower the Company to carry on the business of assurance or re-assurance or to grant annuities within the meaning of the Assurance Companies Acts, 1909 to 1946, and any extension modification or re-enactment thereof for the time being in force, or to re-insure any risks under any class of assurance business to which those Acts apply.

- (23) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (24) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any such steps taken by any other company firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (25) To do anything by this Memorandum of Association authorised 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.
- (26) To distribute among the members of the Company in specie any property of the Company.
- (27) To do all such other things as may be considered to be incidental or conducive to the attainment of 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 this 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 Subscriber
E.G. Rouse, 67, Wendover Way, Welling, Kent. Solicitors' Clerk.	One
P.G. May, 517 Woodgrange Drive, Thorpe Bay, Essex. Solicitors' Manager	One

DATED this 28th day of March, 1972.

WITNESS to the above signatures:-

P.D. Cunningham,  
9, Cheapside,  
London, EC2V 6AD  
Solicitors' Clerk

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

PROTAM INVESTMENTS LIMITED

Passed on 12th October 1972.

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 9 Cheapside, London, E.C.2. on Thursday the 12th October, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION OF the Company:-

RESOLUTION

"THAT the Regulations contained in the document produced to the Meeting and for the purposes of identification initialled by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof."

P.G. May  
Director

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

TURNER & NEWALL INTERNATIONAL LIMITED

(As adopted by Special Resolution passed on 12th October 1972)

PRELIMINARY

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 above-named Turner & Newall International Limited (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 24, 53, 75, 87 and 89 to 93 inclusive of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

3. The Share Capital of the Company as at the date of the adoption of these Articles is £100 divided into 100 Shares of £1 each.

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, 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 provisions of Section 57 of the Act.

GENERAL MEETINGS

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

(b) Regulation 54 of Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

5. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

7. The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:-

"A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notices of such meetings."

8. A Director or an alternate Director acting in his place (other than a Director or such alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

9. 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 counted in the quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

10. The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any past or present director, officer or employee of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such past or present director, officer or employee.

#### APPOINTMENT AND REMOVAL OF DIRECTORS.

11. (A) In Regulation 94 of Part I of Table A the words from "and may also determine" to the end of the regulation shall be deemed to be deleted.

(B) In Regulation 95 of Part I of Table A the words from "but shall not be taken into account" to the end of the regulation shall be deemed to be deleted.

(C) In Regulation 97 of Part I of Table A the second sentence thereof shall be deemed to be deleted.

12. A member or members holding not less than seventy-five per cent. in nominal value of the issued shares for the time being in the Company shall have

power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number (if any) prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by two directors or one director and the secretary of such company on its behalf.

#### PROCEEDINGS OF DIRECTORS.

13. Regulation 106 of Part I of Table A shall be deemed to be modified by adding the following sentence at the end of the Regulation:-

"For the purpose of this Article the signature of an alternate Director (if any) entitled to notice of a meeting of Directors shall suffice in lieu of the signature of the Director appointing him."

#### ALTERNATE DIRECTORS.

14. Each Director shall have the power to nominate any other Director, or with the approval of a majority of the other Directors, any person 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 on 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 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 his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company.

#### DISQUALIFICATION OF DIRECTORS.

15. Regulation 88 of Part I of Table A shall be deemed to be modified by adding the following sub-clause at the end of the Regulation:-

"(g) If he is removed pursuant to Article 12."

16. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the regulation shall be deemed to be deleted.

## NOTICES.

17. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or such officer at the Registered Office of the Company.