

## THE COMPANIES ACTS 1948 TO 1976

# Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

\* delete if inappropriate

Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Company number

14752371

Name of Company

HEREFORDSHIRE ENGINEERING GROUP TRAINING SCHEME

Limited\*

I, CHARLES GEORGE STEPHEN SMITH

of 15 PEMBROKE ROAD

BRISTOL BS99 7DX

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court engaged in the formation

of HEREFORDSHIRE ENGINEERING GROUP TRAINING SCHEME

Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 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 3 RICHMOND HILL  
BRISTOL BS8 1AY

the 26 day of OCTOBER

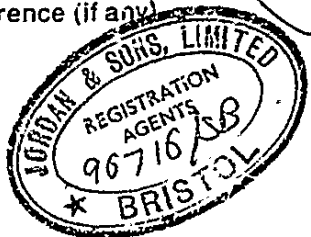
One thousand nine hundred and 79

before me  
A Commissioner for Oaths†

Presentor's name, address and reference (if any)

For official use  
General section

Post room



17/10/1976

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

~~THE~~ HEREFORDSHIRE ENGINEERING  
GROUP TRAINING SCHEME LIMITED

1. The name of the Company is "~~THE~~ HEREFORDSHIRE  
ENGINEERING GROUP TRAINING SCHEME LIMITED" (hereinafter  
called "the Scheme").

2. The registered office of the Scheme will be situate in England.

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

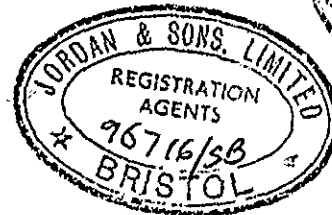
- (A) To promote and advance the theoretical and practical education and training of persons engaged or intending to be engaged in the engineering industry as defined in legislation enacted under the Industrial Training Act, 1964 or any Act amending or replacing the same.
- (B) Subject to the foregoing object, to extend such provision or assistance to the training or education of members of the public generally.

And as ancillary to and for the carrying out of the main purposes to do all or any of the following things:

- (C) To provide equip and carry on training centres, workshops, libraries or any other facilities for training and education.
- (D) To provide training courses, instruction and demonstration of all sorts.
- (E) To co-operate with any person in the provision of industrial or commercial training or education.
- (F) To obtain grants from any source for the purposes of the Scheme and to carry out the terms of any such grants.
- (G) To provide assistance by grants or otherwise to individuals engaged or intending to be engaged in any activities mentioned in the foregoing Objects to enable them to obtain training or education.



1475237/2



- (H) To acquire by purchase lease exchange hire, hire purchase or otherwise any real or personal property and any rights or privileges necessary for the promotion of its objects and to construct maintain and alter any buildings as may be thought fit.
- (I) To sell let mortgage dispose of turn to account or invest all or any of the property and funds of the Scheme.
- (J) To employ and remunerate staff and subject to Clause 4 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for former employees of the Scheme and their dependants.
- (K) To borrow money and to secure the repayment of any loans or other obligation of the Scheme by mortgage or charge of any assets of the Scheme.
- (L) To act as trustee of any trusts in connection with the purposes of the Scheme.
- (M) To subscribe to and assist any charitable institution having objects similar to those of the Scheme.
- (N) To do all things necessary to the carrying out of its main objects

Provided always that:

- (i) The Scheme's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (ii) In case the Scheme shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science the Scheme shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Governing Body of the Scheme shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the extent as they would be as such Governing Body have been if no incorporation had been effected and the incorporation of the Scheme shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners or the Secretary of State for Education and Science over such Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Scheme were not incorporated.

- 4. (i) The income and property of the Scheme wheresoever derived shall be applied solely towards the promotion of the objects of the Scheme as set forth in this Memorandum of Association and no portion thereof shall be paid or

transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Scheme.

- (ii) Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Scheme in return for any services actually rendered to the Scheme nor prevent the payment of interest which is reasonable having regard to the market rate of interest prevailing from time to time on money lent or reasonable and proper rent for any premises demised or let by any members of the Scheme.
- (iii) But so that no member of the Council of management or governing body of the Scheme shall be appointed to any salaried office of the Scheme or any office of the Scheme paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Scheme to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Scheme.
- (iv) PROVIDED that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Scheme undertakes to contribute to the assets of the Scheme in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of debts and liabilities of the Scheme contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves such amount as may be required not exceeding £20.

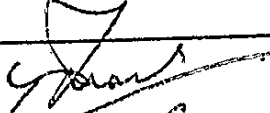
7. If upon the winding up or dissolution of the Scheme there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Scheme but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Scheme and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Scheme by Clause 4 hereof such institution or institutions to be determined by the members of the Scheme at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some charitable purpose.

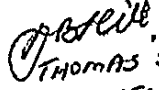
WE, the several persons whose names and addresses are subscribed,  
are desirous of being formed into a Company in pursuance of this  
Memorandum of Association.

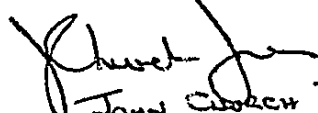
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


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ROBERT CHARLES FARROW  
GENERAL MANAGER  
HIFIELD CONSTRUCTION LTD  
WINCHESTER ROAD LEDMINGTON.


  
THOMAS JAMES BEAVAN HILL  
PERSONNEL MANAGER THORN LIGHTINGS (FITTINGS) LTD  
ROTHERWAS WORKS HEREFORD.

  
JOHN CHURCH JONES  
GENERAL MANAGER DAVID ENGINEERING CO LTD  
AULTON ROAD ROSS IN WYE.

  
ALFRED JOHN PITT.  
WORKS ENGINEER.  
DENCO HOLDINGS LTD.  
HOLMER RD., HEREFORD.

  
RONALD FREEMAN.  
WORKS DIRECTOR. IMI, OPELLA LTD.  
TUNFORD ROAD ROTHERWAS INDUSTRIES  
HEREFORD.


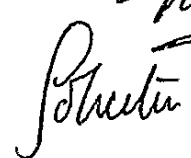
  
PETER TOMLIN'S CENTRAL COMPONENTS LTD.  
COMPANY SECRETARY. MORTIMER ROAD.  
HEREFORD.

  
RONALD FRANCIS RITTER. PAINTER BROS LTD  
PERSONNEL MANAGER MORTIMER ROAD.  
HEREFORD.

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Dated 11/10/79

Witness to the above Signatures:-

  
 Llewellyn.

THE COMPANIES ACTS 1948 to 1976



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

1475237/3

~~THE~~ HEREFORDSHIRE ENGINEERING  
GROUP TRAINING SCHEME LIMITED



In these articles

(1)

"the Act" means the Companies Acts 1948 to 1976 and every other act for the time being in force concerning Companies and affecting the Scheme.

"the Seal" means the common seal of the Company.

"the Engineering Industry" means that industry as defined by the Industrial Training (Engineering Board) Order 1964 (as amended by subsequent legislation).

"secretary" means any person appointed from time to time to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

(2)

(1) The number of members with which the Scheme proposes to be registered is 22 but the Council may from time to time register an increase of members.

(2) There shall be three classes of members of the Scheme namely ordinary members and representative members and associate members.

(3) Any person being an individual or body corporate who at the date of application carries on business in the engineering industry shall be entitled as of ought to be admitted to ordinary membership.

- (4) Any partnership or other unincorporated body which at the date of application carried on business in the engineering industry may by notice in writing to the Scheme nominate a person to be its representative, who shall be entitled as of right to be admitted to membership as a representative member.
- (5) If any individual or body carrying on business not in the engineering industry has nevertheless employees for whom training in the engineering industry is desirable the Council may admit either that individual or body or its representative according to whether it would fall under sub-clause (3) or sub-clause (4) if its business were in the engineering industry) to membership, being either ordinary membership or representative membership as appropriate.
- (6) Any person being an individual body corporate partnership or other unincorporated body falling within the definitions contained in sub-clauses (3) (4) and (5) of this article may at the discretion of the council be admitted to associate membership being either ordinary membership or representative membership as appropriate and these articles shall apply in full to associate members save that associate membership shall not carry voting rights.
- (7) A body which is represented by a representative member may from time to time nominate in writing another person to be its representative member in place of that member; and in that event the former member shall cease to be a member and the new representative shall be admitted to membership as of right in his place. In like manner if a representative member dies the body which he represents may appoint another.
- (8) A person shall become a member under any of the foregoing sub-clauses when (a) He has submitted an application in writing for membership, (b) He has paid the first subscription (if any) required of a member and (c) unless he is entitled as of right to become a member, the Council has approved his application for membership.
- (9) A change in the persons constituting a partnership or other unincorporated body shall not itself affect the membership of its representative member, but he shall be deemed to represent the body as for the time being constituted.
- (10) No partnership or other unincorporated body shall be represented by more than one representative member; nor shall an individual partner or member of such body be qualified as such to become an ordinary member.
- (11) The powers of the Council under sub-clause (5) of this Article shall not be exercised unless the Scheme in general meeting shall have authorised the exercise thereof either generally or in a particular case and the exercise thereof shall be subject to the terms of any such authorisation.
- (12) A member of the Scheme shall enjoy the rights granted to him by these Articles. Neither he nor the body he represents shall

be entitled by virtue of his membership to obtain any preference for persons in his employment in the allocation of places on any course carried out on the premises of the Scheme or to any share of any profits made by the Scheme or of its assets on winding up.

3. (1) An ordinary member may resign from membership by not less than one year's notice in writing expiring at any time not less than three years after he became a member.

- (2) A representative member may resign from membership by not less than one year's notice in writing expiring at any time not less than three years after the body which he represents first had a representative as representative member; and for this purpose if such body has been represented by a succession of representative members notice to resign given by one of them shall be deemed to have been given by his successors.

- (3) Provided that with the approval of a resolution of the Scheme in general meeting an ordinary member or a representative member shall be entitled to resign membership at an earlier time or by shorter notice.

4. A signatory to the Memorandum of Association, if qualified to become a member under Article 2 on or within three months after the date of incorporation, shall on that date, or on his being so qualified, be entered in the books of the Scheme as a member of the class for which he is so qualified. If he is not and does not become so qualified he shall cease to be a member on the expiry of the said three months.

5. The Scheme shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Scheme and that of the next.

Provided that so long as the Scheme holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The Council may whenever it thinks fit convene an extraordinary general meeting and shall summon such a meeting if so requested in writing by the Chairman of the Scheme or any members of the Scheme.

8. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the



least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any as may be prescribed by the Scheme in general meetings, to such persons as are, under the articles of the Scheme, entitled to receive such notices from the Scheme.

Provided that a meeting of the Scheme shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the Annual General Meeting, by all members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all members.

9. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

10. All business shall be deemed special that is transacted at an extraordinary General Meeting, and also all that is transacted at an annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of a Chairman, Vice-Chairman, Treasurer and Councillors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

11. No business shall be transacted at any General Meeting unless a quorum of one third of the total number of members is present at the time when the meeting proceeds to business.

12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

13. (1) At every annual General Meeting there shall be elected a Chairman, Vice-Chairman and Treasurer of the Scheme, who shall enter on their offices at the expiry of that meeting and hold office until the expiry of the annual General Meeting in the following year. If there should be any casual vacancy in any such office or if an annual General Meeting shall fail to fill any of such offices the Council may elect a person to the office to fill the vacancy until the expiry of the next annual General Meeting. Any of such officers who retires shall be eligible for re-election.

(2) No person shall be elected to the office of Chairman or Vice-Chairman unless at the time of his election he is either a member of the Scheme or a representative appointed under Article 2(4) or a corporate member of the Scheme appointed under Article 17.

(3) No person shall hold office as Treasurer at any time when he holds any other office being an office of profit in the Scheme.

14. The Chairman of the Scheme, or if he be not present the Vice-Chairman of the Scheme, shall preside at every General Meeting of the Scheme. If neither is present the members of the Scheme present shall elect one of their number to preside.

15. Any General Meeting may adjourn from time to time as the meeting thinks fit.

16. Voting at a general meeting (unless otherwise agreed by a majority of members present at the meeting) shall be by a show of hands and every member present shall have one vote. If voting is equal the person presiding shall have a second or casting vote.

17. A corporation which is a member of the Scheme may from time to time by resolution of its directors notified in writing to the Scheme appoint such person as it thinks fit as its representative at any General Meeting of the Scheme, and the person so authorised shall be entitled to vote and to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Scheme. A corporate member whose representative under this Article is present at a meeting shall be deemed for the purpose of these Articles to be itself a member present at the meeting.

18. Any member other than a body corporate may from time to time by notice in writing to the Scheme nominate a person to be his deputy and such deputy may attend any General Meeting which the member himself does not attend and may then vote and exercise such powers on behalf of the member as the member himself could have exercised if he had attended the meeting. A member represented at a meeting by his deputy shall be deemed to be present at the meeting.

19. The Treasurer, if not a Councillor, may nevertheless attend and speak (but not vote) at any General Meeting although he is not otherwise qualified to attend the meeting.

20. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Scheme have been paid.

21. The Council of the Scheme shall consist of the following members:

(a) The Chairman and Vice-Chairman for the time being of the Scheme who shall be members ex officio; and

- (b) Six members (or such other number of members at the Scheme in General Meeting shall from time to time fix) appointed by the Scheme in general meeting each of whom shall be chosen as representing one of the persons or bodies which are ordinary members of the Scheme or are represented by representative members of the Scheme. Councillors under this subparagraph are hereinafter called ordinary Councillors.

Provided that the first ordinary Councillors shall be appointed in writing by the subscribers to the Memorandum of Association and shall hold office until the first General Meeting of the Scheme at the expiry of which they shall retire unless re-elected.

22. If any casual vacancy shall occur among the ordinary Councillors the Council may appoint a person to fill that vacancy. The person so appointed shall be chosen as representing the same person or body which the Councillor who has vacated office was chosen to represent (unless no such person is available) and shall hold office for the remainder of the period for which such last mentioned Councillor would normally have held office.

23. The Council may act notwithstanding any vacancy in its body, provided that if the number of Councillors shall fall below four then until there are at least four Councillors the Council may only act for the purposes of filling vacancies in the Council, summoning a General Meeting or admitting persons to membership of the Scheme.

24. (1) The Treasurer of the Scheme if not otherwise a Councillor shall be entitled to attend and speak at all meetings of the Council. If he is a Councillor (but not otherwise) he shall be entitled to vote in that capacity.
- (2) The Council may also invite such other persons as it thinks fit to attend and speak (but not vote) at meetings of the Council either generally or on any specific occasion.
- (3) The Engineering Industry Training Board shall be entitled to receive notice of meetings of the Council or any Committee to which any powers are delegated and to appoint a representative to attend and speak at any such meeting.

25. Councillors shall not be entitled to receive remuneration for acting as such, but shall be entitled to be paid all expenses properly incurred by them in attending and returning from meetings of the Council or any committee thereof or otherwise in connection with the business of the Scheme.

26. The business of the Scheme shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Scheme, and may exercise all such powers of the Scheme as are not, by the Act or by these articles, required to be exercised by the Scheme in general meeting. subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Scheme in General Meeting; but no regulation made by the Scheme in meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

27. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Scheme shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

28. The Council shall cause proper minutes to be kept of the proceedings of the Council or any committee thereof.

29. The office of Councillor shall be vacated if the Councillor:

- (a) without the consent of the Scheme in General Meeting holds any other office of profit under the Scheme; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Councillor by reason of any order made under section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Scheme; or
- (f) ceases to be Councillor by virtue of section 185 of the Act.

A Councillor shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

30. At the first Annual General Meeting of the Scheme all the ordinary Councillors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the ordinary Councillors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

31. The ordinary Councillors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became ordinary Councillors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

32. A retiring Councillor shall be eligible for re-election.

33. The Scheme at the meeting at which an ordinary Councillor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Councillor shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Councillor shall have been put to the meeting and lost.

34. The Councillors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman

shall have a second or casting vote. A Councillor may, and the secretary on the requisition of a Councillor shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Councillor for the time being absent from the United Kingdom.

35. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four.

36. The Council may elect a chairman of its meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Councillors present may choose one of their number to be chairman of the meeting.

37. The Council may delegate any of its powers to committees consisting of such Councillor or Councillors as it thinks fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

38. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

39. A committee may meet and adjourn as it thinks proper. Questions arising in any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

40. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a Councillor, shall notwithstanding that it be afterward discovered that there was some defect in the appointment of any such Councillor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

41. A resolution in writing, signed by all the Councillors for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

42. The secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by it.

43. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Councillor and the secretary shall not be satisfied by its being done by or to the same person acting both as Councillor and as, or in place of, the secretary.

44. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a

committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Councillor and shall be countersigned by the Secretary or by a second Councillor or by some other person appointed by the Council for the purpose.

45. The Council shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Scheme and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Scheme; and
- (c) the assets and liabilities of the Scheme.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Scheme's affairs and to explain its transactions.

46. The books of account shall be kept at the registered office of the Scheme, or, subject to section 147(3) of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection by any member of the Council or any member of the Scheme, or a representative of the Engineering Industry Training Board. A copy of the annual accounts shall be supplied to the Financial Controller of the said Board.

47. Auditors shall be appointed and their duties regulated in accordance with the Act.

48. A notice may be given by the Scheme to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Scheme for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

49. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Scheme an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Scheme;
- (c) a representative of the Engineering Industry Training Board at such address as shall from time to time be specified by the said Engineering Industry Training Board.

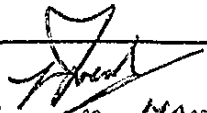
No other person shall be entitled to receive notices of general meetings.

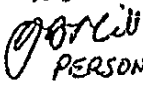
50. A member of the Scheme shall be liable to pay to the Scheme an annual subscription at such a rate as the Scheme in General Meeting shall from time to time fix PROVIDED that if without the member's consent a rate shall be fixed which exceeds the rate to which the member last consented he shall notwithstanding the provisions of Article 3 be entitled to resign from membership. Such subscription shall be in addition to any sums which the member may be required to pay for services rendered to him or his employees by the Scheme.

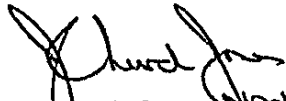
51. On dissolution of the Scheme any surplus assets shall be applied in accordance with the Memorandum of Association and not be distributed among members.


52. Subject to the provisions of and so far as can be permitted by statute and by the Memorandum and Articles hereof, every Councillor, Auditor or other Officer of the Scheme shall be entitled to be indemnified by the Scheme against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharging of his duties or in relation thereof.


Names, addresses and descriptions of Subscribers

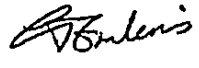
  
GENERAL MANAGER MAPLE CONSTRUCTION LTD.  
WORLESTON ROAD LEEDS.


  
PERSONNEL MANAGER THORN LIGHTING (FITTINGS) LTD  
ROTHERWAS WORKS HEREFORD

  
GENERAL MANAGER HIGH ENGINEERING CO LTD  
ALTON ROAD ROSS ON WYE

  
ALFRED JOHN PITT.  
WORKS ENGINEER  
DENCO HOLDINGS LTD.,  
HOLMER RD., HEREFORD.

  
RONALD FREEMAN, WORKS DIRECTOR.  
IMI, OPELLA LTD  
TUNYFORD ROAD ROTHERWAS IMO. EST.  
HEREFORD.


  
PETER TOMLIN'S  
COMPANY SECRETARY CENTRAL COMPONENTS LTD  
MORTIMER ROAD  
HEREFORD.

  
RONALD FRANCIS RINGER  
PERSONNEL MANAGER.

PAINTER BROS LTD.  
MORTIMER ROAD  
HEREFORD.

Dated 11/10/77

Witness to the above Signatures:-

  
Peter Tomlin





THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding margin

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

Company number

1475237/4

Name of Company

HEREFORDSHIRE ENGINEERING GROUP TRAINING SCHEME

✓ Limited\*

\* delete if  
inappropriate

The intended situation of the registered office of the company  
on incorporation is as stated below

33 BRIDGE STREET, HEREFORD, HR4 9DQ

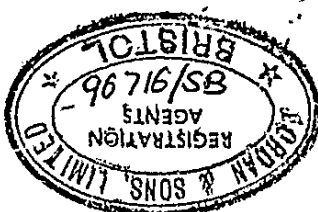
If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

JORDAN & SONS LTD.,  
15, PEMBROKE ROAD,  
BRISTOL, BS99 7DX

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

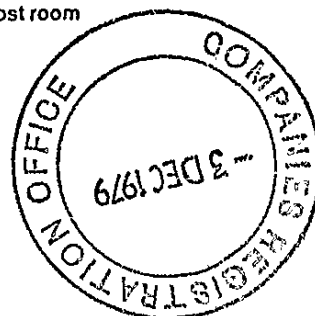
3

Presenter's  
reference (if any):



For official use  
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



### Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	REGINALD CHARLES FRENCH	Business occupation	GENERAL MANAGER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	GLEEVIEW, NEWLANDS DRIVE, LEOMINSTER, HEREFORDSHIRE.	Date of birth (where applicable) (note 6)	21/12/1924
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 8.11.79	

Name (note 2)	THOMAS JAMES BEAVAN HILL	Business occupation	PERSONNEL MANAGER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	ASH COTTAGE COMMON HILL TOWNHOPE HEREFORDSHIRE	Date of birth (where applicable) (note 6)	4/2/1919
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 25 October 1979	

Name (note 2)	PETER P TOMLINS	Business occupation	ACCOUNTANT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	15 DEWPOND CLOSE HEREFORD	Date of birth (where applicable) (note 6)	2/5/48
Particulars of other directorships (note 5)			
HEREFORD ENGINEERING CO LTD		COMPANY SECRETARY	
CENTRAL COMPONENTS LTD		..	
I hereby consent to act as director of the company named on page 1			
Signature		Date 25 October 1979	

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portant  
e particulars  
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se referred to  
section  
(2)(b) of the  
panies Act  
76 and section  
(3) of the  
panies Act  
48. Please  
ad the notes  
page 4 before  
ompleting this  
art of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	
RONALD FREEMAN	
Former name(s) (note 3)	
Address (notes 4 & 7) 9 LODER DRIVE	
HEREFORD	
I hereby consent to act as secretary of the company named on page 1	
Signature <i>R Freeman</i>	Date 25 October 1979

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

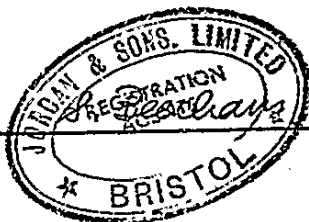
s required by  
ection 21(3) of  
he Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

delete as  
appropriate

Signature *S. Beecham* [Subscriber] [Agent]† Date *11/10/79*

Signature *S. Beecham* [Subscriber] [Agent]† Date *11/10/79*



Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. \_\_\_\_\_  
to Form No. 1

Company number

147 5237

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

Name of Company

HEREFORDSHIRE ENGINEERING GROUP TRAINING SCHEME

Limited\*

### Particulars of other directors (continued)

Name (note 2) RONALD FREEMAN

Business occupation

WORKS DIRECTOR

Former name(s) (note 3)

Nationality

BRITISH

Address (note 4) 9 LODER DRIVE

Date of birth (where applicable)  
(note 6)

HEREFORD

21/3/27

I hereby consent to act as director of the company named on page 1

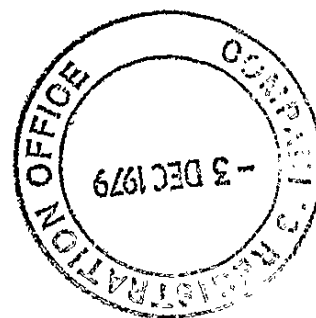
Signature

*Freeman*

Date 25 October 1979

### Particulars of other directorships

IMI OPELLA LIMITED



delete if  
inappropriate

Jordan & Sons Limited Legal and Information Services, Printers and Publishers,  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone 01-253 3030 Telex: 261010

continued overleaf †

Please do not write in this binding margin

THE COMPANIES ACTS 1948 TO 1976

**Statement of first directors and secretary and intended situation of registered office**

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

\* delete if inappropriate

Continuation sheet No. \_\_\_\_\_ to Form No. 1

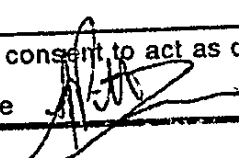
Company number

1475237

Name of Company

HEREFORDSHIRE ENGINEERING GROUP TRAINING SCHEME Limited\*

Particulars of other directors (continued)

Name (note 2)	ALFRED JOHN PITT	Business occupation	WORKS ENGINEER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	11, LINCOLN CLOSE, TUPSLEY, HEREFORD.	Date of birth (where applicable) (note 6)	13.2.21
I hereby consent to act as director of the company named on page 1			
Signature		Date	25.10.79

Particulars of other directorships



† delete if inappropriate

Please do not  
write in this  
binding margin

# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. \_\_\_\_\_  
to Form No. 1

Company number

1475232

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

Name of Company

HEREFORDSHIRE ENGINEERING GROUP TRAINING SCHEME

Limited\*

\* delete if  
inappropriate

### Particulars of other directors (continued)

Name (note 2) JOHN CHURCH JONES

Business occupation

GENERAL MANAGER

Former name(s) (note 3)

Nationality

BRITISH

Address (note 4) THE COTTAGE, FIRS ROAD,

DUXMERE, ROSS-ON-WYE,

Date of birth (where applicable)  
(note 6)

27/3/40

HEREFORDSHIRE

I hereby consent to act as director of the company named on page 1

Signature

Date 25 October 1979

### Particulars of other directorships

NONE



† delete if



COPY

## CERTIFICATE OF INCORPORATION

No. 1475237

I hereby certify that

HEREFORDSHIRE ENGINEERING GROUP TRAINING SCHEME LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

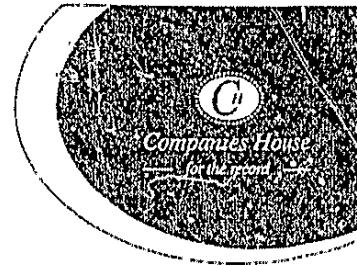
Given under my hand at Cardiff the

24TH JANUARY 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*



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

## NOTICE OF ILLEGIBLE DOCUMENTS

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

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

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

### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

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