

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

Name of company

\* ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS LIMITED

\* Insert full  
name of CompanyI, MR Rk VIVIAN LEWISof 30 Queen Charlotte StreetBristolBS99 7QQ† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]†~~ and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 30 Queen Charlotte StreetBristolBS99 7QQ

Declarant to sign below

the 24th day of MarchOne thousand nine hundred and ninety-threebefore me [Signature]

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

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

Osborne Clarke  
30 Queen Charlotte Street  
Bristol BS99 7QQ

Ref: 75

For official Use

New Companies Section

Post room



Printed and supplied by

**Jordans**

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS  
Tel: 0272 230660 Telex 449119

# 10

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

This form should be completed in black.

Company name (in full)

☒ CN

For official use ☐

ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS LIMITED

Registered office of the company on  
incorporation.

☒ RO

SUITE 3, TITMORE COURT,

TITMORE GREEN

Post town STEVENAGE

County/Region HERTS.

Postcode SG4 7JT

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name OSBORNE CLARKE

☒ RA

30 QUEEN CHARLOTTE STREET

Post town BRISTOL

County/Region AVON

Postcode BS6 7LS

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

OSBORNE CLARKE (REF 75)

30 QUEEN CHARLOTTE STREET

BRISTOL

Postcode BS99 7QQ

Telephone (0272) 230220

Extension 406

**Company Secretary** (See notes 1 - 5)

Name **\*Style/Title**  
**Forenames**  
**Surname**  
**\*Honours etc**  
**Previous forenames**  
**Previous surname**

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

**CS** MR  
DAVID  
KINGSBURY

**AD** 2 STRONGS CLOSE

KEEVIL

Post town TROWBRIDGE

County/Region WILTSHIRE

Postcode BA14 6NL

Country

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

Signed

Date 23rd March 1993.

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name **\*Style/Title**  
**Forenames**  
**Surname**  
**\*Honours etc**  
**Previous forenames**  
**Previous surname**

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

**CD** MR

DAVID

KINGSBURY

**AD** 2 STRONGS CLOSE

KEEVIL

Post town TROWBRIDGE

County/Region WILTSHIRE

Postcode BA14 6NL

Country

**DO** 1 | 7 | 0 | 1 | 3 | 5

Nationality **NA** BRITISH

**OC** COMPANY DIRECTOR

**OD** PLEASE SEE ATTACHED LIST

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

Signed

Date 23rd March 1993.

\* Voluntary details

**Consent signature**

**Directors (continued)**

(See notes 1 - 5)

**Name**                      **\*Style/Title**  
  
                                 **Forenames**  
  
                                 **Surname**  
  
                                 **\*Honours etc**  
  
**Previous forenames**  
  
**Previous surname**

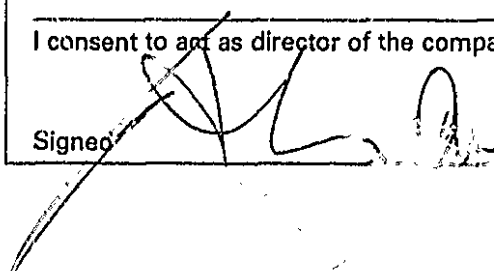
**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Date of birth**  
  
**Business occupation**  
  
**Other directorships**

**\* Voluntary details**

**Consent signature**

<b>CD</b>	MR
GEOFFREY DOUGLAS	
SHAWCROSS	
<b>AD</b>	WOLDS COTTAGE
STANTON LANE, STANTON ON THE WOLD	
Post town	NOTTINGHAM
County/Region	NOTTINGHAMSHIRE
Postcode	NG12 5BJ
Country	
<b>DO</b>	07 05 32
Nationality	<b>NA</b> BRITISH
<b>OC</b>	COMPANY DIRECTOR
<b>OD</b>	PLEASE SEE ATTACHED LIST
I consent to act as director of the company named on page 1	
Signed	 Date 23rd March 1993

Delete if the form  
is signed by the  
subscribers.

Osborne Clarke.	
Signature of agent on behalf of all subscribers	Date 23rd March 1993

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

## Notes

- 1 Show for an individual the full forenames **NOT INITIALS** and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

ATTACHED SHEET

FORM: 10  
STATEMENT OF FIRST DIRECTORS AND SECRETARY  
AND INTENDED SITUATION OF REGISTERED OFFICE

COMPANY NAME: ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS LIMITED

DIRECTORS:-

MR DAVID KINGSBURY  
-----

OTHER DIRECTORSHIPS:-  
-----

WILTS WHOLESALE ELECTRICAL COMPANY LIMITED  
HOWARD CONDUITS LIMITED  
CURWEN-MILLER COMPANY LIMITED  
NATIONAL ELECTRICAL DISTRIBUTORS ALLIANCE LIMITED  
SECURITY SUPPLIES & SYSTEMS LIMITED  
NEDA INTERNATIONAL LIMITED  
LES GOODMAN DISTRIBUTION LIMITED

MR GEOFFREY DOUGLAS SHAWCROSS  
-----

OTHER DIRECTORSHIPS:-  
-----

EYRE & ELLISTON HOLDINGS LIMITED  
ALLAN EYRE & COMPANY LIMITED  
A E INDUSTRIAL & AIR EQUIPMENT LIMITED  
J.D.S. DISTRIBUTORS LIMITED  
E & E GROUP SERVICES LIMITED  
CONSORTIUM OF REGIONAL ELECTRICAL WHOLESALERS LIMITED  
STANTON ON THE WOLD GOLF CLUB LIMITED

25 MAR 1988

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

2865849

MEMORANDUM OF ASSOCIATION

of

ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS LIMITED

1. The Company's name is ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS LIMITED.
2. The registered office of the Company will be situate in England.
3. The Company's objects are:
  - (a) (i) To promote develop and advance the activities and interests of all of the members of the Company in all matters including but not by way of limitation in matters of the exchange and sharing of information and know-how and the purchase of electrical and electronic appliances equipment and apparatus;
  - (ii) To carry on the businesses of general merchants of factors, dealers in and wholesale distributors of and retail traders in and importers and exporters of every kind of electrical and electronic appliances, equipment and apparatus;
  - (iii) To act on behalf of the members of the Company in securing the most advantageous possible trading terms with suppliers to the members of products sold by the members to their customers;
  - (iv) To hold any investments, funds or property both new and personal on behalf of any members of the Company and to

128214

invest, sell, transfer, mortgage, charge or otherwise  
manage the same as may be thought expedient.

- (b) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any business of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and



deal with any shares, debentures, debenture stocks or securities so received.

- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade or other authority 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 purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative,

technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or

may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, Officer or Auditor against any liability as is referred to in Section 310 91) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company.

- (u) To distribute among the members of the Company in kind any property of the Company of whatever nature.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-

- 1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other sub-clauses of this Clause or by reference to or inference from the name of the Company.
- 2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- 3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body or persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- 4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the Members is limited.
5. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a

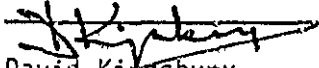
Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

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.

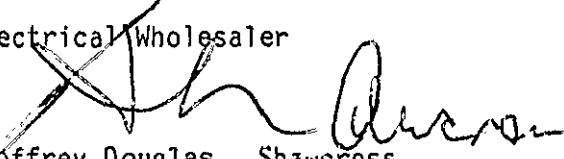
---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

  
David Kingsbury  
For Wilts Wholesale Electrical Co. Limited  
Kennet Way  
Canal Road Industrial Estate  
Trowbridge  
Wiltshire

Electrical Wholesaler

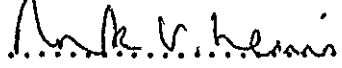
  
Geoffrey Douglas Shawcross  
For Eyre & Elliston Holdings Limited  
Hardwick House  
185 Chatsworth Road  
CHESTERFIELD S40 2BD

Company Director

---

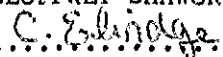
DATED this 23rd day of March 1993  
WITNESS to the above signatures:-

Witness to DAVID KINGSBURY

Signature:   
Name: MARK LEWIS  
Address: 30 QUEEN CHARLOTTE ST  
BRISTOL

Occupation: SOLICITOR

Witness to GEOFFREY SHAWCROSS

Signature:   
Name: CHRISTINE ELVIDGE  
Address: BENSTON ANKERBOW RD  
OLD TUPTON, CHESTERFIELD

Occupation: PRIVATE SECRETARY

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

- of -

ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS LIMITED

Interpretation

1. In these Articles except where the context otherwise requires:-

(1) the following words and expressions shall have the meanings assigned to them, namely:-

"the Act" means the Companies Act 1985 and any statutory modification or amendment or re-enactment thereof

"the Articles" means the Articles of Association of the Company

"the Company" means the above-named Company

"the Board of Directors" means the persons for the time being holding office as Directors of the Company and "Directors" shall be construed accordingly

"Month" means calendar month

"the Office" means the registered office of the Company

"the Secretary" means the person appointed to perform the duties of the Secretary of the Company.

"the Seal" means the common seal of the Company



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

- (2) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing lithography, photography or partly one and partly another, and other modes of representing or reproducing words in a visible form;
- (3) words importing the singular number only shall include the plural number (and vice versa);
- (4) words importing the masculine gender only shall include the feminine gender;
- (5) words importing persons shall include corporations; and
- (6) subject as aforesaid and 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 on which these Articles become binding on the Company.

#### Objects

- 2. The Company is established for the purposes expressed in the Memorandum of Association,

#### Members

- 3. The number of members with which the Company proposes to be registered is 2, but the Board of Directors may from time to time register an increase of members.
- 4. (a) The following persons shall be the members of the Company:-
  - (i) the subscribers to the Memorandum of Association; and
  - (ii) such other persons (if any) as the Board of Directors may from time to time admit to membership subject in each case to the consent of not less than 80% of the members for the time being of the Company.
- (b) No person shall be admitted to membership unless he is prepared to assist to the best of his ability in the advancement of the main objects of the Company.

5. The provisions of sections 352 and 353 of the Act shall be observed by the Company, and every Member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

6. The rights and privileges of a member shall not be transferable.

7. Every member of the Company shall be entitled to receive a copy of the Annual Report and Accounts of the Company.

#### General Meetings

8. In addition to any other meetings in that year the Company shall in each year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the Board of Directors and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation.

9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

#### NOTICE OF GENERAL MEETING

11. 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 Company, other than an Annual General Meeting or a meeting called for the passing of a Special Resolution, shall be called by fourteen days' notice in writing at the least (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given). The Notice shall specify the place, the day and the hour

of meeting, and, in the 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 Company in General Meeting, to such persons as are under these Articles or under the Act entitled to receive such notices from the Company PROVIDED THAT a meeting of the Company 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:-

(1) in the case of a meeting called as the Annual General Meeting, by all the members of the Company entitled to attend and vote thereat; and

(2) in the case of any other meeting, by a majority in number of the members of the Company having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

13. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts and balance sheet, and the reports of the Board of Directors and of the auditors, and the appointment of, and of the fixing of the remuneration of, the auditors and any other business which under these Articles ought to be transacted at an Annual General Meeting.

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided six members of the Company personally present shall be a quorum.

15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of members of the Company shall be dissolved. In any other case it shall stand adjourned to

the same day in the next week, at the same time and place, or at such other place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members of the Company present shall be a quorum.

16. The Chairman of the Board of Directors shall preside as Chairman at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act, the Vice Chairman of the Board of Directors shall preside at the General Meeting. If there be no such Vice Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to act, the members of the Company present shall choose a Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be determined on a show of hands, unless a poll is (before or upon the declaration of the result of the show of hands) demanded:-

(a) by the Chairman or

(b) by at least three members of the Company present in person or by proxy.

19. Unless a poll is duly demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

20. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

21. Subject to the provisions of Article 22, if a poll is duly demanded, it shall be taken at such time and place, and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. A poll demanded on the election of a Chairman, or any question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

24. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

## REPRESENTATIVES

25. Any member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

## VOTES OF MEMBERS

26. Subject as hereinafter provided, every member of the Company shall have one vote.

27. Save as herein expressly provided, no member other than a member of the Company duly registered, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member of the Company at any General Meeting.

28. Votes may be given on a poll either personally or by proxy.

29. A proxy may vote on a show of hands. A member of the Company may vote by its representative as provided by Article 25. A proxy need not be a member of the Company.

30. The instrument appointing a proxy shall be in writing under the common seal of its appointor or under the hand of an officer or attorney duly authorised in that behalf.

31. The instrument appointing a proxy and the authority (if any) under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board of Directors may:-

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any member of the Council

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding the poll unless notice of the determination shall have been received at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

33. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit, or in any other form which is usual or which the Council may approve:

ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS LIMITED

"We

of

being a Member/Members of the ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS LIMITED hereby appoint

of

or failing him,

of

as our proxy to vote for us and on our behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held on the                      day of                      199 , and at any adjournment thereof.

SIGNED this                      day of                      199 "

34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### BOARD OF DIRECTORS

35. Until otherwise determined by a General Meeting, the number of Directors shall not be less than six and more than thirty.

36. The first Directors shall be the subscribers to the Memorandum of Association.

37. Each member of the Company shall have the right to appoint one Director for so long as it is a member of the Company and each such Director shall not during his or her period of appointment be subject to retirement by rotation PROVIDED THAT any such appointment must first be approved by a resolution of the Board of Directors.

38. Any Director may appoint any other person approved by resolution of the Board of Directors and willing to act to be an alternate Director.

39. An alternate Director shall be entitled to receive notice of all meetings of the Board of Directors and all meetings of the Board of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in his absence.

40. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

41. All appointments and revocations of appointments of alternate Directors shall be made by notice in writing to the Company signed by the appointor.



42. No Director shall vacate his office or be ineligible for reappointment as a Director by reason only of his having attained any particular age.

#### POWERS OF THE BOARD OF DIRECTORS

43. The business property and affairs of the Company shall be managed by the Board of Directors who may pay all expenses of, and preliminary and incidental to, the promotion, formation and registration of the Board of Directors and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting; but no such regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

44. The Board of Directors shall take all reasonable and necessary steps to insure to its full value any assets and property of whatever nature held in the name of the Board of Directors.

#### DISQUALIFICATION OF DIRECTORS

45. The Office of a Director shall be vacated if:

- (a) the Director becomes of unsound mind; or
- (b) the member of the Company which appointed the Director ceases to be a member of the Company; or
- (c) the Director resigns his office by notice in writing to the Company; or
- (d) the Director becomes prohibited from being a director by reason of any order made under the Company Directors Disqualification Act 1986; or
- (e) the Director is removed from office by a resolution duly passed pursuant to section 303 of the Act.

46. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors.

47. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office of which special notice has been given in accordance with Section 379 of the Act notwithstanding anything in the Articles or in any agreement between the Company and such Director.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

48. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

49. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Board of Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

50. On the date of the first Annual General Meeting and on the date of the Annual General Meeting to be held in every subsequent year, the Board of Directors shall elect a Chairman and a Vice-Chairman for each year from 1st April to 31st March in each case by way of a simple majority on a secret ballot. The Chairman shall be entitled to preside at all meetings of the Board of Directors. 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 meeting, the Vice-Chairman shall be the Chairman of the Meeting. If no such Vice-Chairman is elected, or if at any such meeting the Vice-Chairman is not present within five minutes after the time appointed for the Meeting, the Directors present shall choose one of their numbers to be Chairman of the meeting.

51. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board of Directors generally.

52. The Board of Directors may delegate any of their powers to committees consisting of such Director or Directors as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any committee of the Company shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Directors.

53. All acts done by any meeting of the Board of Directors or of any committee of the Board of Directors or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member 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 was as qualified to be a Director.

54. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of committees of the Board of Directors and all business transacted at such meetings, and any such minutes of any meeting, and only such minutes of any meetings if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

55. A resolution in writing signed by all the Directors or of any committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such

committee duly convened and constituted and may consist of several documents in the like form each signed by one or more Directors.

#### SECRETARY

56. The Secretary shall be appointed by the Board of Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

57. The seal of the Company shall only be used by the authority of a resolution of the Board of Directors and in the presence of at least two Directors and the said Directors shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### ACCOUNTS

58. The Board of Directors shall cause proper books of account to be kept in accordance with the provisions of the Act with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company

Proper books 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 affairs of the Company and to explain its transactions.

59. The books of account shall be kept at the office, or, subject to section

222 of the Act, at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the Directors.

60. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members of the Company, and no members of the Company shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting.

61. At the Annual General Meeting in every year the Board of Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and or any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240 4 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by sections 236, 237 and 262 of the Act.

#### AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

#### NOTICES

63. A notice may be given by the Company to any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

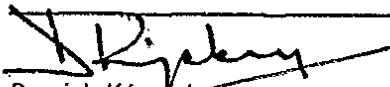
64. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

65. Any notice, if served by post shall be deemed to have been served twenty four hours after the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

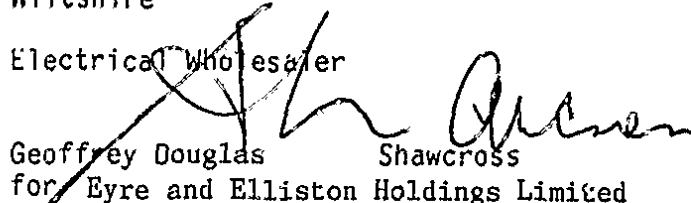
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

  
David Kingsbury  
for Wilts Wholesale Electrical Co. Limited  
Kennet Way  
Canal Road Industrial Estate  
Trowbridge  
Wiltshire

Electrical Wholesaler

  
Geoffrey Douglas                      Shawcross  
for Eyre and Elliston Holdings Limited  
Hardwick House  
185 Chatsworth Road  
CHESTERFIELD      S40 2BD

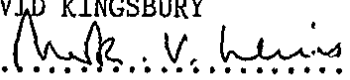
Electrical Wholesaler

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DATED this 23<sup>rd</sup> day of March . 1993

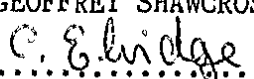
WITNESS to the above signature:-

Witness to DAVID KINGSBURY

Signature: ...  ...  
Name: .... MARK LEWIS .....  
Address: ..... 30 QUEEN CHARLOTTE ST .....  
   BRISTOL .....

Occupation: ..... SOLICITOR .....

Witness to GEOFFREY SHAWCROSS

Signature: ...  .....  
Name: ... CHRISTINE ELVIDGE .....  
Address: BENSTON, ANKERBOLD RD .....  
   OLD TUFTON, CHESTERFIELD .....

Occupation: ..... PRIVATE SECRETARY .....

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2805849

I hereby certify that

**ASSOCIATED NATIONAL ELECTRICAL WHOLESALERS  
LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 1 APRIL 1993

*Cl. Rice*  
CL. RICE

an authorised officer