

*The Companies Act, 1929.*



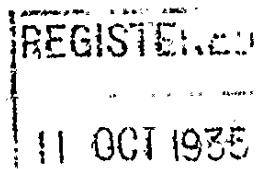
A 5/-  
Companies  
Registration  
Fee Stamp  
to be  
impressed  
here.

**Declaration of Compliance**

*with the requirements of the Companies Act, 1929, on application for  
Registration of a Company, pursuant to Section 15 (2).*

(See page 2 of this Form.)

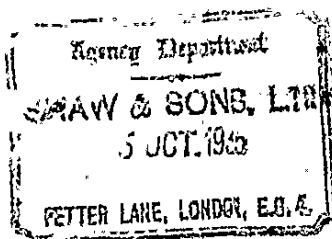
Name of Company } *B. Goodwin & Sons (Engineers)  
Limited.*



**SHAW & SONS  
LIMITED,**

Companies' Publishers, Printers, and Stationers,  
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

*Presented by*



I, *Frederic Livingstone Dickson*  
of *Hanley in the City of Stoke on Trent*

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent") "engaged in the formation"; or "A person named in the Articles of Association as a Director or Secretary."

Do solemnly and sincerely declare that I am (a) *a Solicitor of the Supreme Court*

of *32 Cheapside Hanley aforesaid engaged in the formation of R. Goodwin & Sons (Engineers)*

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

LIMITED, And that all the requirements of the Companies Act, 1929, 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 *Hanley in the City of Stoke on Trent*

the *fourth* day of *October*  
One thousand nine hundred and *thirty five*  
before me,

*Frederic Livingstone Dickson*

*Witness my hand*

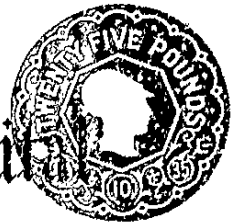
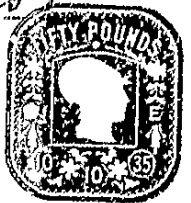
214. of Company

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Form C.A. 24.

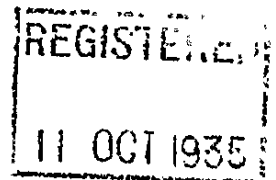
*R. C. Goodwin & Sons (Engineers)*

LIMITED



# Statement of the Nominal Capital

Made pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or Fraction of £100—Sec. 41, Finance Act, 1933.)



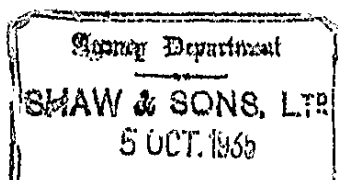
This Statement is to be filed with the Memorandum of Association when the Company is registered.

**SHAW & SONS LTD.,**

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for registration by



# The Nominal Share Capital

of ~~the~~ *R. Goodwin & Sons (Engineers)*

*LIMITED,*

is £ 15000 .. , divided into 15000 shares of £ 1

each.

Signature

*John Robert Goodwin*

Description

*Director*

Date

*14<sup>th</sup> October 1935*

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

REGISTERED

300007/1.

11 OCT 1935

THE COMPANIES ACT, 1929.

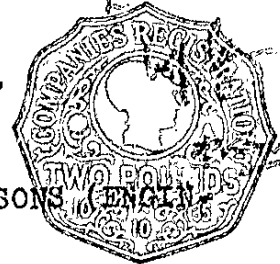


COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

R.GOODWIN & SONS (ENGINEERS) LIMITED.



1. The name of the Company is "R.GOODWIN & SONS (ENGINEERS) LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
  - (1) (a) To acquire and carry on in particular the business of Iron Founders and Engineers heretofore carried on by George Goodwin, William Lawton Goodwin, Frank Goodwin, John Stanley Goodwin and Frederick Rushton in co-partnership under the style or firm of R.Goodwin & Sons at Ivy House Foundry, Ivy House Road, Hanley in the City of Stoke on Trent and for that purpose to enter into an agreement with the said George Goodwin, William Lawton Goodwin, Frank Goodwin, John Stanley Goodwin and Frederick Rushton in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.
  - (b) To carry on business as iron and brass founders, mechanical, electrical and general engineers, boiler makers, millwrights, metal workers and metallurgists, machinists, iron and steel converters, smiths, woodworkers, ironmasters, steel makers, smelters, tin plate makers, blast furnace proprietors, ore importers and workers, sand blast workers, refiners and workers generally, manufacturers of machinery of every description, tool makers, agricultural implement makers, constructional engineers, motor engineers, oil fuel engineers, water supply engineers, galvanizers, jappanners, annealers, welders, enamellers, electro and chromium platers, polishers, wheelwrights, cement and asbestos manufacturers, builders, wood and timber merchants, joiners, brick and tile manufacturers, warehousemen, storage contractors, carriers and haulage contractors, garage proprietors, and oil merchants and contractors generally.
  - (c) To carry on business as manufacturers and repairers of, and dealers in springs, tools, forgings, castings, plates, boilers, engines, stoves, screws, nails, machinery, presses, implements, gears, motor cars, motor lorries, omnibuses, coaches, tramcars, locomotives, railway carriages and trucks and other vehicles, aeroplanes, seaplanes, airships and other aircraft, ironmongery and hardware and wireless goods.

- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes

or other negotiable instruments.

- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £15,000, divided into 15,000 Shares of £1 each. The Company has power to increase, reduce or alter its Capital in any way authorised by Law and to attach to the Shares in the Capital for the time being, and any of them or it, any preferential, deferred, qualified or special rights, privileges or qualifications, restrictions or conditions, but subject to the provisions of the Companies Act, 1929, or any statutory modification thereof, so far as the same are applicable and the regulations of the Company for the time being.



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
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<i>Geo Goodwin</i>	<i>one.</i>
<i>Rendal Werrington R<sup>d</sup> Bucknall</i> <i>Engineer</i>	
<i>William Lawton Goodwin</i> <i>20 Baker<sup>st</sup> Bucknall Engineer</i>	<i>one</i>
<i>Frank Goodwin</i> <i>Engineer</i>	
<i>Cresford Werrington Rd Bucknall</i>	<i>one</i>
<i>John Sealey Goodwin</i> <i>Engineer</i>	
<i>Ash Bank Bucknall.</i>	<i>one.</i>
<i>Frederick Rushton</i> <i>"Roman" Cores Lane Engineer</i> <i>Bucknall</i>	<i>one</i>

Dated this *4<sup>th</sup>* day of *October* 19*35*.

Witness to the above Signatures:-

*John W. Clark*  
*Clerk to Messrs Strallics & Dickson,*  
*Solicitors.*  
*Hammer.*



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6.

THE COMPANIES ACT, 1929.

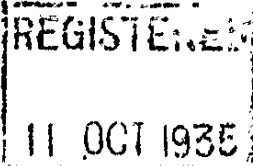


COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

R. GOODWIN &amp; SONS (ENGINEERS) LIMITED.

PRELIMINARY.

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:-

- (a) The Company restricts the right to transfer its Shares, both present and future.
- (b) The Company limits the number of its Members (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were while in that employment, and have continued after determination of that employment, to be Members of the Company), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

3. The Directors of the Company shall at their first Board Meeting after the incorporation of the Company, take into consideration the draft Agreement referred to in the Memorandum of Association, a copy of which has been signed for identification by two of the subscribers of the Company's Memorandum of Association, and shall, if they approve the terms of such Agreement, enter on behalf of the Company into an Agreement in the terms of the said

draft, but with such modifications (if any) as the Directors may deem necessary or desirable for giving the Company the full benefit of such Agreement. No Member of the Company (either present or future) shall make any objection to the said Agreement, and all Members of the Company, present and future, shall be deemed to have assented to all the terms thereof. No promoter or Director shall be liable to account to the Company for any profit or benefit derived by him under the said Agreement.

#### INTERPRETATION OF ARTICLES.

4. In these Articles unless the context otherwise requires:-

"Articles" means Articles of Association of the Company as originally framed or as altered by Special Resolution.

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing and lithography.

Words importing the singular number include the plural, and vice versa.

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

#### ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

#### SHARES.

6. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

COMMISSION.

7. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

LIEN ON SHARES.

8. The Company shall have a first and paramount lien upon all Shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

9. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

10. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

11. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the Purchaser, and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

CALLS ON SHARES.

12. Articles 11 to 16, inclusive, of Table A shall apply.

13. No Member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

TRANSFER AND TRANSMISSION OF SHARES.

14. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing in the usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the office, accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

15. Any share may be transferred at any time by a member to his or her father or mother, or to his or her wife or husband, or his lineal descendant; and any share of a deceased member may be transferred by his executors or administrators to the widow or widower or any such relative as aforesaid of such deceased member, being a cestui que trust or specific legatee thereof, and shares standing in the name of any deceased member may be transferred to or placed in the names of the executors or trustees of his Will, and upon any change of trustees may be transferred to the trustees for the time being of such Will. A share may at any time be transferred to any member of the Company.

16. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

17. Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the Company so long as any member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at the fair value, which shall be determined as hereinafter provided.

18. In order to ascertain whether any member is willing to purchase a share at the fair value, the person, whether a member of the Company or not, proposing to transfer the same (hereinafter called "the retiring member") shall give a notice in writing (hereinafter described as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to any member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

19. If the Company shall within twenty eight days after service of a sale notice find a member willing to purchase any share comprised therein (hereinafter described as a "purchasing member") and shall give notice thereof to the retiring member, the retiring member shall be bound upon payment of the fair value to transfer the share to such purchasing member, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice. The Directors shall, with a view to finding a purchasing member, offer any shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holding of shares in the Company, and shall limit a time within which such offer if not accepted will be deemed to be declined; and the Directors shall make such arrangements as regards the finding of a purchasing member for any shares not accepted by a member to whom they shall have been so offered as aforesaid within the time so limited as they shall think just and reasonable.

20. In case any difference arises between the retiring member and the purchasing member as to the fair value of the shares, the Auditor shall on the application of either party certify in writing the sum which in his opinion is the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act 1889 or any statutory modification thereof shall not apply.

21. In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may authorise some person to execute a transfer of the shares to the purchasing member, and may give a good receipt for the purchase price of such shares, and may register the purchasing member as holder thereof and issue to him a certificate for the same, and thereupon the purchasing member shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

22. If the Directors shall not, within the space of twenty eight days after service of a sale notice, find a purchasing member for all or any of the shares comprised therein and give notice in manner aforesaid, or if through no default of the retiring member, the purchase of any shares in respect of which such last mentioned notice shall be given shall not be completed within twenty one days from the service of such notice, the retiring member shall at any time within six months thereafter, be at liberty, subject to Article 25 hereof, to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

23. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

24. The Company shall provide a book to be called the "Register of Transfers" which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

25. The Directors may in their discretion, and without assigning any reason, refuse to register a transfer of any share to any person whom it shall in their opinion be undesirable in the interests of the Company to admit to membership, but such right of refusal shall not be exercisable in the case of any transfer made pursuant to Article 15, except for the purpose of ensuring that the number of members does not exceed the limit prescribed by Article 2 (b). The Directors may refuse to register any transfer of shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal, as required by Section 66 of the Companies Act, 1929.

26. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

27. The register of transfers may be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

28. Articles 20 to 22, inclusive, of Table A shall apply.

29. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

#### FORFEITURE OF SHARES.

30. Articles 23 to 29, inclusive, of Table A shall apply.

#### ALTERATION OF CAPITAL.

31. Articles 34 to 38, inclusive, of Table A shall apply.

#### GENERAL MEETINGS.

32. Articles 39, 40 and 41 of Table A shall apply,

except that in Article 39 thereof the words "prescribed by the Company in General Meeting" shall be omitted and the words "determined by the Directors" shall be inserted and substituted therefor.

#### NOTICE OF GENERAL MEETINGS.

33. Articles 42 and 43 of Table A shall apply.

#### PROCEEDINGS AT GENERAL MEETINGS.

34. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as in Article 46 of Table A is otherwise provided two Members personally present and holding or representing by proxy not less than one-twentieth of the issued Share Capital of the Company, shall be a quorum.

35. Articles 44, 46, 47, 48, 49, 51, 52 and 53, of Table A shall also apply.

#### RESOLUTIONS AT GENERAL MEETINGS.

36. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings 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, that Resolution.

#### DEMAND OF A POLL.

37. Any one or more Members present in person or by proxy entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid up Capital of the Company, shall be entitled to demand a poll.

#### VOTES OF MEMBERS.

38. (a) Articles 54 to 62, inclusive, of Table A shall apply, except that in Article 59 of Table A the words "A proxy need not be a Member of the Company" shall be omitted.

(b) No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he has been appointed to act at that Meeting as proxy for a Corporation.

#### CORPORATIONS ACTING BY REPRESENTATIVES.

39. Article 63 of Table A shall apply.



DIRECTORS.

40. The number of the Directors of the Company shall not be more than 7 nor less than 2. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.

41. The qualification of a Director shall be the holding of at least 100 Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be treated as accruing from day to day. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

POWERS AND DUTIES OF DIRECTORS.

42. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

43. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

THE SEAL.

44. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and in the presence of two Directors and of the Secretary or such other person as the Directors may appoint for the purpose; and those two Directors and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATIONS OF DIRECTORS.

45. The office of Director shall be vacated if the

## Director:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he be found lunatic or become of unsound mind.
- (c) If he ceases to be a Director under the provisions of the Statutes as to the acquiring and holding by Directors of their qualifications.
- (d) If he absents himself from the Meetings of the Board during a continuous period of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated his office.
- (e) If he is prohibited from being a Director by any order made under any provision of the Statutes.
- (f) If by notice in writing given to the Company he resigns his office.

46. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

47. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. Save as hereinafter provided no Director so interested, concerned or participating or entitled so to participate as aforesaid shall vote in respect of any such contract or arrangement, and if he does so vote, his vote shall not be taken into account. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the

effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. Provided that the restriction in this Article as to voting shall not apply to the Agreement referred to in Article 3 nor to any agreement for indemnifying a Director against past, present or future liabilities assumed by him for the benefit of or on behalf of the Company, nor to the allotment of Shares or Debentures to a Director.

#### ROTATION OF DIRECTORS.

48. Articles 73 to 78, inclusive, and 80 of Table A shall apply unless herein otherwise expressly provided.

49. The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed maximum. Any Director so appointed may act before acquiring his qualification. A Director so appointed shall retire from office at the next Ordinary General Meeting, but shall be eligible for re-election.

#### PROCEEDINGS OF DIRECTORS.

50. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

51. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

52. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

#### DIVIDENDS AND RESERVE.

53. Articles 89 to 96, inclusive, of Table A shall apply.

#### CAPITALISATION OF PROFITS.

54. The Company may by Resolution in General Meeting at any time and from time to time direct the capitalisation of the whole or any part of the profits for the time being of the Company whether standing to the credit of a reserve or other special fund or funds or not by the distribution thereof free of income tax among the holders of the issued shares of the Company (other than shares having special rights or priorities) in proportion to the amounts paid or credited as paid thereon respectively (otherwise than in advance of calls) and to provide for the satisfaction thereof by the distribution and allotment of fully or partly paid up shares, debentures or other obligations of the Company, and the Directors shall give effect to

such Resolution and apply the portion of the profits of the Company so distributed for the purpose of making payment at par in full or in part for such Shares, Debentures or other obligations of the Company. Provided that where any difficulty arises in regard to such distribution or payment the Directors may settle the same as they think expedient and in particular may do so by the sale of any of the Shares, Debentures or other obligations so distributed or by the issue of fractional certificates or otherwise and generally may make such arrangements for the acceptance, allotment or sale of such Shares, Debentures or other obligations and fractional certificates or otherwise in relation thereto as they may think fit. When required a proper contract shall be filed in accordance with the provisions of the Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of the holders of the Shares among whom such distribution shall be made and such appointment shall be effective, and such contract may provide for the acceptance by such holders of the Shares, Debentures or other obligations of the Company to be allotted to them respectively in satisfaction of the sum so capitalised.

#### ACCOUNTS.

55. Articles 97 to 100, inclusive, of Table A shall apply.

56. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors Report shall not less than seven days before the date of the Meeting be kept at the Registered Office of the Company for inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

#### AUDIT.

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

#### NOTICES.

58. Articles 103, 105, 106 and 107 of Table A shall apply.

59. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

60. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

WINDING UP.

61. On a winding up of the Company any asset remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding up, shall be applied (1) in paying back to the Members of the Company the amount of their paid up Capital in the order (if any) prescribed by the Company's Memorandum and Articles and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the Capital held by them respectively. If the assets shall be insufficient to repay the paid up Capital in full the loss shall be borne by the Members in proportion to the nominal Capital held by them respectively.

62. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution divide among the contributories, in specie or kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees, upon such trusts for the benefit of the contributories, or any of them, as the Liquidator with the like sanction, shall think fit. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Goodwin*

*Kendal, Werrington - Rd Bucknall  
Engineer*

*William Lawton Goodwin*

*20 Baker St Bucknall Engineer*

*Frank Goodwin  
Engineer*

*Cresford, Werrington Rd. Bucknall*

*John Stanley Goussier  
Engineer*

*and Bank Bucknall.*

*Frederick Puckton*

*"Romer" Eaves Lane Engineer*

*Bucknall*

---

Dated this *14<sup>th</sup>* day of *October* 19*35*.

Witness to the above Signatures:-

*James Puckton*

*Clerk to Messrs Brallins & Dickson*

*Solicitors,*

*Manchester.*

DUPLICATE FOR THE FILE.

No. 200-1115



# Certificate of Incorporation

I Hereby Certify,

That

R. GOODWIN & SONS (ENGINEERS) LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this eleventh day of October One  
Thousand Nine Hundred and thirty-five.

Registrar of Companies

Certificate  
received by

*W. H. H.*

Date 11-10-35

2.  
30.000  
25  
No. 305907

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

## Special Resolution

OF

R. GOODWIN & SONS (Engineers) LIMITED

Passed 23rd May 1946.



At an EXTRAORDINARY GENERAL MEETING of R. GOODWIN & SONS (ENGINEERS) LIMITED, duly convened, and held at the Registered Office of the Company, Ivy House Foundry, Hanley, in the City of Stoke-on-Trent, on the 23rd May 1946, at 11 o'clock, the following **Special Resolution** was passed:—

"That the Articles of Association of the Company be and they are hereby altered in the manner following, that is to say,  
By deleting the word "infant" in Article numbered 16".

  
Chairman.

A 3743



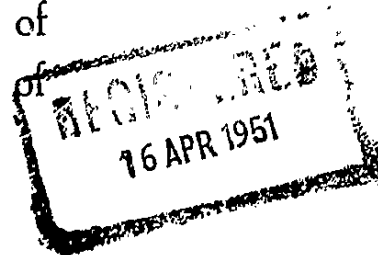


Minutes of a Special Resolution passed at an  
EXTRAORDINARY GENERAL MEETING

— OF —

R. GOODWIN & SONS (ENGINEERS)  
LIMITED

held at 64 Miles Bank Hanley in the City of  
Stoke-on-Trent on Monday the 2nd day of  
April 1951



It was resolved:—

That the Articles of Association of the Company be altered as follows:—

By inserting the following article after 6:—

6a. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred deferred or other special rights or such restrictions whether in regard to voting, dividend return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

Subject to the provisions of Section 58 of the Companies Act 1948 any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

Dated the 2nd day of April, 1951.

Chairman.

Number of Company.....305907

37



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

## ORDINARY RESOLUTION

of

R. GOODWIN & SONS (Engineers) LIMITED

Passed 2nd day of April, 1951



AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 64 Miles Bank, Hanley, in the City of Stoke-on-Trent, on Monday, the 2nd day of April, 1951, the subjoined Ordinary Resolution was duly passed, viz. :—

### RESOLUTION :

That the nominal capital of the Company be increased from £15,000 to £60,000 by the creation of 45,000 new shares of £1 each to be called " preference shares ", to which shall be attached the rights and privileges following, that is to say :—



2

1. The right to a fixed cumulative preferential dividend at the rate of six per centum per annum on the capital for the time being paid up thereon.

2. The right in a winding up to have the capital paid up thereon and all arrears of dividend up to the date of the commencement of the winding up paid off in priority to any payment off of capital on the ordinary shares, but with no further or other right to participate in the profits or assets of the Company.

3. The holder or holders of the said Preference Shares shall have no right to vote at meetings of the Company unless the dividend on the said preference shares is in arrear then upon a Poll the holder or holders of the said Preference Shares shall be entitled to one vote for every ten preference shares held by him or them.

4. The 45,000 preference shares shall be issued as Redeemable Preference Shares and, subject to the provisions of Section 58 of the Companies Act, 1948 and of any statutory modification or re-enactment thereof for the time being in force, redemption of such redeemable Preference Shares shall be effected in manner and on the terms following:—

(a) At any time after the expiration of twelve months from the date of the allotment of any such share (provided that the same is fully paid) the Company may give notice to the registered holder thereof of its intention to redeem the same at par such notice shall be in writing and shall fix the time (not being less than three months from the date of such notice) and place for such redemption.

At the time and place so fixed the registered holder of such share shall be bound to deliver up to the Company the certificate thereof for cancellation and thereupon the Company shall pay to him the redemption monies payable in respect of such share,

(b) All redeemable preference shares redeemed in accordance with the foregoing provision shall rank for dividend down to the date when the redemption money in respect of the same shall be paid.

DATED this Second day of April, 1951.

Frank Goodwin

~~SECRETARY~~

~~Chairman~~

(Director)

[C.A. 88.]  
8/48.

No. of Company 305907 38

**THE COMPANIES ACT, 1948.**

**Notice of Increase in Nominal Capital.**  
*Pursuant to Section 63.*

Name of Company { R. GOODWIN & SONS (ENGINEERS)  
Limited.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
London Wall, London, E.C.2, Parliament Street, London, S.W.1;  
77, Colmore Row, Birmingham, 3 ;  
12 & 14, Brown Street, Manchester, 2.

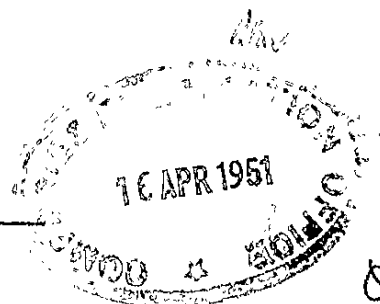
Presented by

Moxons,  
Solicitors,  
64, Miles Bank,  
Hanley,  
Staffordshire.

[10]



16 APR 1951



Conditions attached to Redeemable 6% Cumulative  
Preference Shares.

1. The right to a fixed cumulative preferential dividend at the rate of six per cent per annum on the capital for the time being paid up thereon
2. The right in a winding up to have the capital paid up thereon and all arrears of dividend up to the date of the commencement of the winding up paid off in priority to any payment off of capital on the ordinary shares, but with no further or other right to participate in the profits or assets of the Company.
3. The holder or holders of the said preference shares shall have no right to vote at meetings of the Company unless the dividend on the said preference shares is in arrear. When the said dividend is in arrear then upon a Poll the holder or holders of the said preference shares shall be entitled to one vote for every ten preference shares held by him or them
4. The 45,000 preference shares shall be issued as redeemable preference shares, and, subject to the provisions of Section 58 of the Companies Act, 1948 and of any statutory modification or re-enactment thereof for the time being in force, redemption of such redeemable preference shares shall be affected in manner and on the terms following :-

(a) At any time after the expiration of twelve months from the date of the allotment of any such share (provided that the same is fully paid) the Company may give notice to the registered holder thereof of its intention to redeem the same at par such notice shall be in writing and shall fix the time (not being less than three months from the date of such notice) and place for such redemption. At the time and place so fixed the registered holder of such share shall be bound to deliver up to the Company the certificate thereof for cancellation and thereupon

Number of  
Company

305907

39

Form No. 26a

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital OF

R. GOODWIN & SONS (ENGINEERS) LIMITED

LIMITED

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

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

presented by

Moxons,

Solicitors,

64, Miles Bank,  
Hanley,

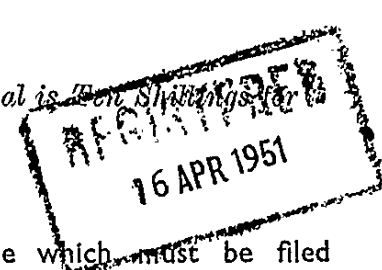
Stoke-on-Trent.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

12 APR 1951





ON AIR MINISTRY LIST OF FIRMS WHOSE INSPECTION AND TESTING FACILITIES ARE APPROVED BY A.I.D.



# R. GOODWIN & SONS (ENGINEERS) LTD

## ENGINEERS & IRONFOUNDERS

IVY HOUSE FOUNDRY HANLEY, STOKE-ON-TRENT

CHAIRMAN AND MANAGING DIRECTOR  
J. S. GOODWIN  
DIRECTORS  
R. GOODWIN  
W. J. GOODWIN

ESTABLISHED 1883

TELEGRAMS  
GOODWIN FOUNDRY HANLEY  
TELEPHONE  
STOKE-ON-TRENT 2266-7

ON ADMIRALTY LIST  
CASTINGS IN GREY IRON AND ALLOYED FOR HIGH TEST, WEAR AND HEAT RESISTING  
MACHINE BUILDERS, WELDING FABRICATORS, MACHINISTS.

YOUR REF

OUR REF

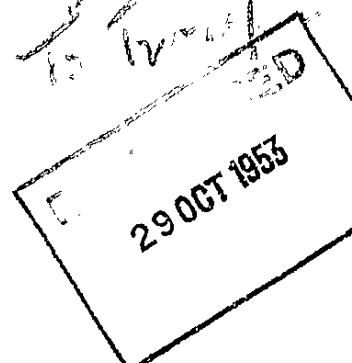
305907

THE COMPANIES ACT 1948  
Company limited by Shares.

### SPECIAL RESOLUTION

of

R. Goodwin & Sons (Engineers) Limited  
Passed 9th day of October 1953



At an Extraordinary General Meeting of R. Goodwin & Sons (Engineers) Limited, duly convened and held at the Registered Office of the Company, Ivy House Foundry, Hanley in the City of Stoke-on-Trent, on the 9th day of October 1953, at 11 o'clock in the forenoon, the following Special Resolution was passed :-

### RESOLUTION

That the Articles of Association of the Company be and they are hereby altered in the manner following, that is to say :-

By deleting the first and second sentences of Article numbered 41.

*W. J. Goodwin*

*W. J.*

*W. J. Goodwin*

*W. J. Goodwin*

*Stoke-on-Trent*

Chairman





2020  
51  
The Companies Act 1948.



COMPANY LIMITED BY SHARES.

## Special and Ordinary Resolutions

OF

### R. GOODWIN & SONS (ENGINEERS) LIMITED.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Neville House, 42-46 Hagley Road, Birmingham 16, on Monday, the 18th day of August 1958, the subjoined RESOLUTIONS numbered 1 and 6 to 11 (inclusive) were duly passed as SPECIAL RESOLUTIONS and the subjoined RESOLUTIONS numbered 2 to 5 (inclusive) were duly passed as ORDINARY RESOLUTIONS, namely:—

#### RESOLUTIONS.

1. That the Memorandum of Association of the Company with respect to its objects be altered by deleting Sub-clause (21) of Clause 8 thereof and by substituting the following new sub-clause therefor, namely:—

- “(21) To support and subscribe to any charitable or public object and any association, institution, society or club which may be for the benefit of the Company or of any subsidiary or associated company or the employees (including Directors and ex-Directors) of the Company or any such other company or may be connected with any town or place where the Company or any such other company carries on business, and to establish, support, maintain and aid in the establishment, support and maintenance of associations, institutions, funds or profit-sharing or other schemes (whether contributory or non-contributory) calculated to benefit employees or ex-employees (including Directors and ex-Directors) of the Company or any such other company or its or their predecessors in business and the wives, widows, relatives or dependants of such persons, and to grant pensions,

REGISTERED  
19 AUG 1958

2

gratuities or allowances to such persons, their wives, widows, relatives or dependants, and to make payments for or towards the insurance of any such persons as aforesaid."

2. That each of the 8,905 fully paid Ordinary Shares of £1 each in the capital of the Company be subdivided into 10 fully paid Ordinary Shares of 2/- each.

3. That each of the 6,095 Ordinary Shares of £1 each in the authorised capital of the Company which remain unissued be subdivided into 10 Ordinary Shares of 2/- each, and that notwithstanding the provisions of Clause 35 of Table 'A' in the First Schedule to the Companies Act 1929, the 60,950 Ordinary Shares of 2/- each resulting from the subdivision effected by this Resolution shall be issued to such persons and on such terms as the Board of Directors of the Company shall from time to time decide.

4. That each of the 44,525 fully paid Preference Shares of £1 each in the capital of the Company be subdivided into 10 fully paid Preference Shares of 2/- each.

5. That each of the 475 Preference Shares of £1 each in the authorised capital of the Company which remain unissued be subdivided into 10 Preference Shares of 2/- each, and that notwithstanding the provisions of Clause 35 of Table 'A' in the First Schedule to the Companies Act 1929, the 4,750 Preference Shares of 2/- each resulting from the subdivision effected by this Resolution shall be issued to such persons and on such terms as the Board of Directors of the Company shall from time to time decide.

6. That as on and from the 1st day of May 1958 the rights attached to the 450,000 Preference Shares of 2/- each in the capital of the Company resulting from the subdivisions effected by the Resolutions numbered 4 and 5 passed at this Meeting in respect of dividend, voting, repayment of capital on a winding up and otherwise, shall be in all respects the same as the rights attached to the Deferred Ordinary Shares in the Company by the Company's new Articles of Association intended to be adopted by the Special Resolution numbered 10 of this Meeting, and that accordingly such 450,000 Preference Shares be and the same are hereby converted as on and from the 1st May 1958 into 450,000 Deferred Ordinary Shares of 2/- each in the Company.

7. That the rights attached to the 150,000 Ordinary Shares of 2/- each in the Company resulting from the subdivisions effected by Resolutions numbered 2 and 3 of the Meeting shall be altered in such manner that the rights attached to such shares shall be the rights attached to the Ordinary Shares in the Company by the Company's said new Articles of Association intended to be adopted by the said Special Resolution numbered 10 of this Meeting.

8. That the capital of the Company be increased to £225,000 by the creation of:—

- (i) 45,000 6% Redeemable Cumulative Preference Shares of £1 each,
- (ii) 750,000 additional Ordinary Shares of 2/- each, and
- (iii) 450,000 additional Deferred Ordinary Shares of 2/- each—

such 6% Redeemable Cumulative Preference Shares of £1 each and such additional Ordinary Shares and additional Deferred Ordinary Shares of 2/- each to carry the rights attached thereto respectively by the Company's new Articles of Association intended to be adopted by the Special Resolution numbered 10 of this Meeting, and that such 45,000 6% Redeemable Cumulative Preference Shares and such 750,000 new Ordinary Shares and such 450,000 new Deferred Ordinary Shares shall respectively be issued to such persons and on such terms as the Board of Directors of the Company shall from time to time decide.

9. That the Company be converted into a Public Company.

10. That the existing Articles of Association of the Company be and the same are hereby rescinded and that the draft Articles of Association now submitted to the Meeting and identified by the signature of the Chairman be and the same are hereby adopted as the Articles of Association in lieu of and to the exclusion of the said existing Articles of Association.

11. That the sum of £171,095 (being part of the Company's General Reserve) be capitalised and appropriated to the persons who are registered at the date and time of the passing of this Resolution as the holders of the issued Ordinary Shares of 2/- each in the capital of the Company in the same proportions as the aggregate amounts to be credited as paid up on the under-mentioned 6% Redeemable Cumulative Preference Shares of £1 each, Ordinary Shares of 2/- each and Deferred Ordinary Shares of 2/- each to be distributed amongst such persons, and that such sum be not paid in cash but be applied in paying up in full at par:—

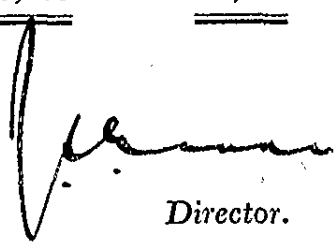
- (A) 44,525 6% Redeemable Cumulative Preference Shares of £1 each in the Company, such shares when issued to rank for dividend as if they had been issued credited as fully paid up on the 1st May 1958.
- (B) 810,950 Ordinary Shares of 2/- each in the Company, such Ordinary Shares when issued to rank for dividend as if they had been issued credited as fully paid up on the 1st May 1957 and in all other respects *pari passu* with the existing issued Ordinary Shares in the Company, and
- (C) 454,750 Deferred Ordinary Shares of 2/- each in the Company.

X

And that such 44,525 6% Redeemable Cumulative Preference Shares of £1 each, 810,950 Ordinary Shares of 2/- each and 454,750 Deferred Ordinary Shares of 2/- each be distributed in the following proportions amongst such persons (or their nominees):—

	6% Redeemable Preference Shares of £1 each.	Ordinary Shares of 2/- each.	Deferred Ordinary Shares of 2/- each.
John Stanley Goodwin	4,835	78,955	44,275
Frank Goodwin -	4,460	81,232	45,552
John Goodwin - -	13,855	243,289	186,899
Mrs. Ruth Alice Goodwin - -	500	9,107	5,107
John Stanley Goodwin and John Goodwin 'A' Account -	4,325	78,773	44,173
John Stanley Goodwin and John Goodwin 'B' Account -	4,325	78,773	44,173
John Stanley Goodwin and John Goodwin 'C' Account -	4,325	78,773	44,173
Frank Goodwin 'A' Account -	4,450	81,049	45,449
Frank Goodwin 'B' Account -	4,450	81,049	45,449
	<u>44,525</u>	<u>810,950</u>	<u>454,750</u>

DATED the 18th day of August 1958.

  
Director.

Certificate No. 305907.

*The Companies Act 1948.*

COMPANY LIMITED BY SHARES.

NEW

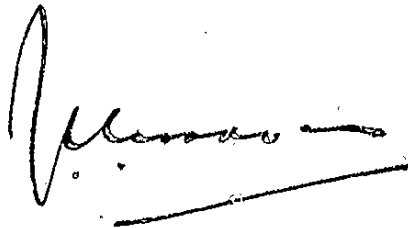
## Articles of Association

*(Adopted by Special Resolution passed on the 18th day of  
August, 1958)*

OF

**R. Goodwin & Sons (Engineers)**  
LIMITED.

Incorporated the 11th day of October 1935.



MOXONS,  
HANLEY,  
STOKE-ON-TRENT.

PINSENT & CO.,  
BIRMINGHAM.

---

COMPANY LIMITED BY SHARES.

---

NEW  
**Articles of Association**

OF

**R. GOODWIN & SONS (ENGINEERS)**  
LIMITED.

*(Adopted by Special Resolution passed on the 18<sup>th</sup> day of  
August, 1958).*

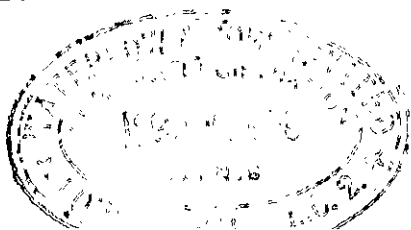
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**PRELIMINARY.**

1. The regulations in Table "A" in the First Schedule to the Companies Act, 1929 shall not apply to the Company.

2. In these presents if not inconsistent with the subject or context the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS.	MEANINGS.
The Statutes ...	The Companies Act 1948 and every statutory modification or re-enactment thereof for the time being in force.
These presents ...	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
Office ...	The registered office of the Company.
Seal ...	The Common Seal of the Company.
The United Kingdom ...	Great Britain and Northern Ireland.
Month ...	Calendar month.
Year ...	Year from the 1st January to the 31st December inclusive.
In writing ...	Written or produced by any substitute for writing or partly one and partly another.
Dividend ...	Dividend and/or bonus.
Paid ...	Paid or credited as paid.



Words importing the masculine gender shall include the feminine gender.

And the expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary.

Save as aforesaid any words or expressions defined in the Statutes shall if not inconsistent with the subject or context bear the same meaning in these presents.

### BUSINESS.

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may think fit and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors may deem it expedient not to commence or proceed with the same.

4. Shortly after incorporation the Company entered into the Agreement referred to in Sub-paragraph (a) of Sub-clause (1) of Clause 3, of the Company's Memorandum of Association. No Member of the Company (either present or future) shall make any objection to the said Agreement and all Members of the Company present and future shall be deemed to have assented to all the terms thereof. No Promoter or Director shall be liable to account to the Company for any profit or benefit derived by him under the said Agreement.

5. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares, but nothing in these presents shall prohibit transactions mentioned in the proviso to Section 54 (1) of the Companies Act 1948.

### CAPITAL.

6. The present capital of the Company is £225,000 divided into 45,000 6% Redeemable Cumulative Preference Shares of £1 each, 900,000 Ordinary Shares of 2/- each and 900,000 Deferred Ordinary Shares of 2/- each. The 6% Redeemable Cumulative Preference Shares shall entitle the holders thereof to the rights and privileges and subject them to the restrictions and provisions hereinafter appearing. Subject to the payment thereof of the fixed cumulative preferential dividend on the 6% Redeemable Cumulative Preference Shares in accordance with the provisions of sub-clause (a) of Article 7 the profits of the Company available for distribution and resolved to be distributed by way of dividend in respect of any financial period of the Company falling wholly before the appointed day (as hereinafter defined) and a rateable part of such profits resolved to be distributed in respect of any financial period falling partly before the said appointed day shall (if any such dividend is either declared payable or paid on or before the said appointed day or within 12 months thereafter) belong to the holders of the Ordinary Shares in the

proportion specified in Article 183. Provided always that the appointed day shall be the 1st day of May 1963 or the date of redemption of such of the 45,000 6% Redeemable Cumulative Preference Shares in the Company as shall have been issued prior to the 1st day of May 1963 or (in the event of all of such last-mentioned Shares not having been redeemed on the same date) the date of redemption of the last of such Shares to be redeemed (whichever shall be the later). After any dividend shall have been declared and paid as a final dividend on the Ordinary Shares in the Company in respect of the financial year to the 30th April 1958 no further dividend shall be paid hereunder on any of the Ordinary Shares in the capital of the Company until after a period of 12 months has elapsed from the date of such payment. Subject as aforesaid the Ordinary Shares and Deferred Ordinary Shares shall rank *pari passu* in all respects for dividend. And on a distribution of assets on liquidation the surplus assets of the Company remaining after payment of its liabilities shall after making thereout the payment to the holders of the 6% Redeemable Cumulative Preference Shares in accordance with the provisions of Sub-clause (b) of Article 7 belong to and be distributed among the holders of the Ordinary Shares and the holders of the Deferred Ordinary Shares treated as one class in proportion to the amounts paid up on the Ordinary Shares or Deferred Ordinary Shares held by them respectively. Upon the expiration of 12 months after the appointed day the Ordinary Shares and Deferred Ordinary Shares shall be amalgamated into one class of Ordinary Shares ranking *pari passu* in all respects.

#### 6% REDEEMABLE CUMULATIVE PREFERENCE SHARES.

7. The special rights and privileges attached to the 6% Redeemable Cumulative Preference Shares are as follows:—

- (A) The right to a fixed cumulative preferential dividend at the rate of 6% per annum on the capital for the time being paid up thereon payable half-yearly on the 30th day of April and the 31st day of October in each year.
- (B) The right in a winding up (unless previously redeemed) to have the capital paid up thereon together with a sum equal to all arrears of dividend up to the date of the commencement of the winding up paid off in priority to any payment off of capital on the Ordinary Shares or the Deferred Ordinary Shares

but with no further or other right to participate in the profits or assets of the Company.

8. The Company may upon giving not less than three months' previous notice in writing to the registered holders or holder of all or any of the 6% Redeemable Cumulative Preference Shares which shall then have been issued redeem at par on or at any time after the 30th day of April 1963 the shares in respect of which such notice shall be given. Such notice shall be in writing and shall fix the time and



place for redemption and at the time and place so fixed the registered holders or holder of the shares so to be redeemed shall be bound to deliver up to the Company the Certificates or Certificate thereof for cancellation and thereon the Company shall pay to such registered holders or holder the redemption money payable in respect of such shares.

9. All 6% Redeemable Cumulative Preference Shares redeemed in accordance with the foregoing provisions shall rank for dividend down to the date when the redemption money in respect of the same shall be paid.

#### ISSUE OF SHARES WITH SPECIAL RIGHTS.

10. Without prejudice to any preferential or special rights previously conferred on the holders of any shares or class of shares already issued (which preferential or special rights shall not be altered, modified or abrogated except with such consent or sanction as is provided by the next following Article) (a) any share in the Company may be issued with such preferred deferred or other special rights or subject to such restrictions whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution determine, and (b) any Preference Shares may be issued on the terms that they are or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company may by Special Resolution determine.

#### MODIFICATION OF RIGHTS.

11. Whenever the capital of the Company is divided into different classes of shares or groups the special rights attached to any class or group may, subject to the provisions of the Statutes, either with the consent in writing of the holders of three-fourths of the issued shares of the class or group or with the sanction of an Extraordinary Resolution passed at a separate meeting of such holders (but not otherwise) be modified or abrogated and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate meeting all the provisions of these presents relating to General Meetings or to the proceedings thereat shall *mutatis mutandis* apply except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class or group (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum) and that the holders of shares of the class or group shall on a poll have one vote in respect of every share of the class or group held by them respectively.

12. The special rights conferred upon the holders of the shares of any class issued with preferred or other special rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be modified or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

## SHARES.

13. Subject as provided by Article 54 all shares for the time being unissued shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons on such terms and at such times as the Directors may think fit, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Companies Act 1948. The Directors may for valuable consideration enter into any agreement giving to any person any call or right of pre-emption in respect of or any option to take shares and may (subject to the provisions of any Act of Parliament for the time being in force) issue any shares as fully or partially paid up as the consideration or part of the consideration for any property acquired by or work or services done or rendered or to be done or rendered for or at the request of the Company.

14. The Directors shall as regards any offer or allotment of shares comply with the provisions of the Statutes if and so far as such provisions may be applicable thereto.

15. In addition to all other powers of paying commissions the Company (or the Directors on behalf of the Company) may exercise the powers conferred by the Statutes of paying commission to persons subscribing or procuring subscriptions for shares of the Company or agreeing so to do whether absolutely or conditionally. Provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes and shall not exceed the rate of 10 per cent. of the issue price of the shares in respect whereof the same is paid or an amount equivalent thereto. Any such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares in the Company or partly in one way and partly in the other. The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

16. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period the Company (or the Directors on behalf of the Company) may subject to the conditions and restrictions mentioned in the Statutes pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works buildings or plant.

17. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents otherwise provided or as by Statute required or under an Order of Court) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

## CERTIFICATES.

18. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to one certificate for all his shares or in the case of shares of more than one class being registered in his name to a separate certificate for each class of shares so registered (and if any Member shall sell or otherwise dispose of part of his holding of any class or classes of shares then he shall be entitled without payment to a certificate for the balance of his holding or (in the event of a sale of shares of more than one class) to a separate certificate for the balance of each class of shares remaining unsold or otherwise disposed of). Alternatively every Member shall be entitled upon payment of such sum (not exceeding one shilling for every certificate after the first) as the Directors shall from time to time determine to such further certificates each for one or more of each class of shares registered in his name as the Directors may permit. Every certificate shall be issued under the seal and bear the autographic signatures of one or more Directors and the Secretary and shall specify the shares to which it relates and the amount paid up thereon. Provided that in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Section 80 of the Companies Act 1948 shall be complied with.

19. If a share certificate be defaced lost or destroyed it may be renewed on payment of such fee (if any) not exceeding one shilling and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating evidence as the Directors think fit.

## LIEN.

20. The Company shall have a lien on every share (not being a fully paid share) for all moneys whether presently payable or not called or payable at a fixed time in respect of such share and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single Member for all the debts and liabilities of such Member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such Member and whether the period for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person whether a Member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

21. The Company may sell in such manner as the Directors think fit any shares on which the Company has a lien but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable

and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled by reason of his death or bankruptcy to the share.

22. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### CALLS ON SHARES.

23. The Directors may from time to time make calls upon the Members in respect of any moneys (whether on account of the amount of the shares or by way of premium) unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no call on any share shall exceed one-fourth of the nominal amount of the share or be payable at less than two months from the last call and each Member shall (subject to receiving at least one month's notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

24. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and a call may be made payable by instalments. The date fixed for payment may be postponed or a call may be wholly or in part revoked.

25. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

26. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent. per annum as the Directors determine but the Directors shall be at liberty to waive payment of such interest wholly or in part.

27. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date whether on account of the amount of the share or by way of premium shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable and in case of non-payment all the relevant provisions of these presents

as to payment of interest forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified but nothing herein contained shall affect the liability of any allottee who may have agreed to pay the same.

28. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in times of payment.

29. The Directors may if they think fit receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) ten per cent. per annum as may be agreed upon between the Directors and the Member paying such sum in advance.

### TRANSFER OF SHARES.

30. All transfers of shares may be effected by transfer in writing in the usual common form.

31. The instrument of transfer of a share shall be signed by or on behalf of both the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Provided that the Directors may dispense with the signature of the instrument of transfer by or on behalf of the transferee in any case in which they think fit in their discretion to do so.

32. The Directors may decline to register any transfer of shares on which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve.

33. The Directors may also decline to recognise any instrument of transfer unless:—

- (A) Such fee not exceeding 2s. 6d. as the Directors may from time to time require is paid to the Company in respect thereof; and
- (B) The instrument of transfer is deposited at the Office or such other place as the Directors may appoint accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf the authority of that person to do so); and
- (C) The instrument of transfer is in respect of only one class of share.

All instruments of transfer which are registered may be retained by the Company.

34. Where the Directors have refused to register any transfer of shares they shall comply with the provisions of the Statutes as to giving notice of such refusal to the transferee.

35. The register of transfers may be closed at such times and for such period as the Directors may from time to time determine (and such closing may be effected for the purpose of ascertaining the persons who shall participate in any dividend) provided always that it shall not be closed for more than thirty days in any year.

36. There shall be paid to the Company in respect of the registration of any Probate Letters of Administration certificate of marriage or death power of attorney or other document relating to or affecting the title to any shares or for making any entry in the register affecting the title to any share such fee not exceeding 2s. 6d. as the Directors may from time to time require or prescribe.

37. When an instrument of transfer purporting to have been properly executed by the transferor shall have been left at the Office or such other place as the Directors may appoint and the Company shall have given to the person appearing by such document to be the transferor notice in manner prescribed by these presents of receipt of such instrument of transfer the Company shall (notwithstanding that such instrument be afterwards discovered to be invalid or void) be entitled as against such last-mentioned person to treat such instrument as a valid transfer and shall not be liable to such person for any payment made or act done on the footing of such instrument being valid before notice of any invalidity therein.

38. Nothing herein contained shall preclude the Directors from allowing the allotment of any share to be renounced by the allottee in favour of some other person.

#### TRANSMISSION OF SHARES.

39. In the case of the death of a Member the survivors or survivor where the deceased was a joint holder and the executors or administrators of the deceased where he was a sole or only surviving holder shall be the only persons recognised by the Company as having any title to his shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

40. Subject to any other provisions of these presents any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may upon such evidence as to his title being produced as may from time to time be required by the Directors and subject as hereinafter provided either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

41. Subject to any other provisions of these presents if the person so becoming entitled shall elect to be registered himself he

shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

42. Subject to any other provisions of these presents a person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the share and may if the Company so decides attend and vote at meetings of the Company but failing such decision on the part of the Company he shall not be entitled to exercise any right conferred by membership in relation to meetings of the Company until he shall have become a Member in respect of the share; and should he fail either to transfer the share or to elect to be registered as a Member in respect thereof within sixty days of being required so to do by the Directors he shall in the case of shares which are fully paid up be deemed to have elected to be registered as a Member in respect thereof and may be registered accordingly.

#### FORFEITURE AND SURRENDER OF SHARES.

43. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof the Directors may at any time thereafter during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.

44. The notice shall name a further day (not being less than seven days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

45. If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter before payment of all calls and interest due in respect thereof has been made be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.

46. A share so forfeited or surrendered shall become the property of the Company and may be sold re-allotted or otherwise disposed of either to the person who was before forfeiture or surrender

the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Directors shall think fit and at any time before a sale re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

47. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the forfeited shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at ten per cent. per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

48. A certificate in writing under the seal that a share has been duly forfeited or surrendered on the date stated in the certificate shall be sufficient evidence of the facts therein stated as against all persons claiming to be entitled to the share and such certificate and the receipt of the Company for the consideration (if any) given for the share on the re-allotment sale or disposal thereof shall (subject to the signature of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture surrender sale re-allotment or disposal of the share.

### STOCK.

49. The Company in General Meeting may by Ordinary Resolution convert any paid-up shares into stock and re-convert any stock into paid-up shares of any denomination.

50. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as shares or as near thereto as circumstances admit but the Directors may from time to time if they think fit fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

51. The holders of stock shall according to the amount of the stock held by them have the same rights privileges and advantages as regards dividends participation in assets on a winding up voting at meetings and other matters as if they held the shares from which



the stock arose but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by any such aliquot part of stock as would not if existing in shares have conferred such privilege or advantage.

52. All such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "Member" shall include "stock" and "stockholder".

### INCREASE OF CAPITAL.

53. The Company in General Meeting may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

54. The Company may by Ordinary Resolution direct that the new shares or any of them shall be offered in the first instance to the then Members or any class thereof for the time being in proportion to the number of shares or shares of the class held by them respectively or make any other provisions as to the issue of the new shares.

55. All new shares shall be subject to the provisions of these presents with reference to payment of calls lien transfer transmission forfeiture and otherwise and unless otherwise provided in accordance with these presents the new shares shall be Ordinary Shares.

### ALTERATIONS OF CAPITAL.

56. The Company in General Meeting may by Ordinary Resolution:—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (B) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its capital by the amount of the shares so cancelled.
- (C) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Statutes) and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

And may also by Special Resolution:—

- (D) Reduce its capital or any capital redemption reserve fund or any share premium account in any manner authorised by the Statutes.

## GENERAL MEETINGS.

57. The Company shall hold a General Meeting as its Annual General Meeting in every year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and at such place in England as may be determined by the Directors. All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings".

58. The Directors may call an Extraordinary General Meeting whenever they think fit and shall on requisition in accordance with the Statutes of Members holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital as at the date of the deposit carries the right of voting at General Meetings forthwith proceed to convene an Extraordinary General Meeting and the provisions of the Statutes shall be observed.

## NOTICE OF GENERAL MEETINGS.

59. Subject to any provisions of the Statutes relating to meetings convened for the purpose of passing Special Resolutions twenty-one days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of every Extraordinary General Meeting shall be given in manner hereinafter mentioned to all the Members other than those who under the provisions of these presents or the conditions of issue of the shares held by them are not entitled to receive the notice and to the Auditors for the time being of 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 :—

- (i) In the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (ii) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

60. Every notice of meeting shall specify the place the day and the hour of meeting and in case of special business the general nature of such business. The notice of a meeting for passing an Extraordinary or Special Resolution shall specify the intention to propose such resolution as an Extraordinary or Special Resolution as the case may be. Every notice of an Annual General Meeting shall describe the meeting as an Annual General Meeting and every notice of a General Meeting shall comply with any requirements of the Statutes as regards the notification to Members of their rights as to the appointment of proxies.

61. The accidental omission to give notice to or the non-receipt of notice by any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

### PROCEEDINGS AT GENERAL MEETINGS.

62. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of declaring dividends the consideration of the accounts and balance sheet and documents to accompany or be annexed thereto including the ordinary reports of the Directors and Auditors the election of Directors in the place of those retiring by rotation or otherwise the fixing of the remuneration of the Auditors and the voting of extra remuneration to the Directors and the report of the Directors shall be deemed notice of any special business mentioned or referred to therein.

63. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two Members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

64. If within half-an-hour from the time appointed for the meeting a quorum is not present the meeting if convened on the requisition of or by Members 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 and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the meeting shall be dissolved.

65. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman or if at any meeting he be not present within five minutes after the time appointed for holding the meeting or be unwilling to act as Chairman the Vice-Chairman (if any) shall preside at the same and if he shall also not be present or be unwilling to act the Members present shall choose some Director or if no Director be present or if all the Directors present decline to take the chair they shall choose some Member present to be Chairman.

66. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for a period exceeding by not less than seven days the length of notice required for the meeting so adjourned, notice of the adjourned meeting shall be given. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

67. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chairman or (b) by at least three Members present in person or by proxy and entitled to vote at the meeting or (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting or (d) by a Member or Members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right. Unless a poll is so demanded a declaration by the Chairman 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 shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

68. If any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the resolution unless it be pointed out at the same meeting or at any adjournment thereof and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.

69. If a poll is duly demanded it shall be taken in such manner as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

70. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

71. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman directs not being more than two weeks from the date of the meeting.

72. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

### VOTES OF MEMBERS.

73. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these presents on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy

not being himself a Member shall have one vote and on a poll every Member who is present in person or by proxy shall have one vote for every 6% Redeemable Cumulative Preference Share of £1 of which he is the holder and one vote for every Ordinary Share or Deferred Ordinary Shares of 2/- of which he is the holder. Provided that the holders of the 6% Redeemable Cumulative Preference Shares shall have no right to vote at any General Meeting of the Company by virtue of their 6% Redeemable Cumulative Preference Shares unless at the date of the notice convening such meeting their fixed preferential dividend shall be six months in arrear.

74. In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

75. A Member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee receiver *curator bonis* or other person in the nature of a committee receiver or *curator bonis* appointed by such Court and such committee receiver *curator bonis* or other person may on a poll vote by proxy provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting.

76. No Member shall be entitled to vote at any General Meeting either personally or by proxy or to exercise any privilege as a Member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

77. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

78. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

79. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney duly authorised.

80. Any corporation holding shares conferring the right to vote may by resolution of its directors or governing body authorise any of its officials or any other person to act as its representative at any

meeting of the Company or at any meeting of any class of Members of the Company and the person so authorised shall be entitled 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 Company.

81. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The person appointed to act as a proxy need not be a Member of the Company.

82. An instrument of proxy may be in any common form or in any other form which the Directors shall approve and the proxy shall be deemed to include the right to demand or join in demanding a poll and generally to act at the meeting for the Member giving the proxy. Instruments of proxy need not be witnessed.

The Directors may, at the expense of the Company, send by post or otherwise to the Members, instruments of proxy (with or without stamped envelopes for their return) for use at any General Meeting, either in blank or nominating one or more of the Directors or any other persons in the alternative. If for the purpose of any meeting invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the expense of the Company, such invitations shall be issued to all (and not to some only) of the Members entitled to be sent a notice of the meeting and to vote thereat by proxy.

83. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### DIRECTORS.

84. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two nor more than eight in number.

85. Each of the Directors (other than a Managing Director or specially remunerated Chairman or any other Director who by the terms of his office is not entitled to ordinary Directors fees)

shall be entitled to receive by way of remuneration a sum at the rate of £250 per annum. All remuneration shall be deemed to accrue *de die in diem*. The Company in General Meeting may also vote extra remuneration to the Board or to any member of the Board and either for one year or any longer or shorter period. The Directors may repay to any Director all such reasonable travelling (including hotel and incidental) expenses as he may incur in attending meetings of the Board or of Committees of the Board or General Meetings or which he may otherwise incur in or about the business of the Company. A resolution signed by a majority of the whole number of Directors for the time being suspending reducing postponing or waiving payment wholly or partly of the ordinary remuneration of the Directors shall bind all the Directors for the time being.

86. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary percentage of profits or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses.

87. (A) The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the wife widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Any Director may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

(B) The Directors may exercise the powers authorised by paragraphs (b) and (c) of the proviso to Sub-section (1) of Section 54 of the Companies Act 1948.

88. A Director shall not be required to hold any qualification shares.

89. The office of a Director shall be vacated in any of the following events namely:—

(A) If (not being a Managing Director or other executive Director who by the terms of his appointment is not entitled to resign) he resign his office by writing under his hand left at the Office.

- (B) If he has a receiving order made against him or compound with his creditors.
- (C) If he be found lunatic or become of unsound mind.
- (D) If he be absent from meetings of the Directors for six months without leave and his alternate Director (if any) shall not during such period have attended in his stead and the Directors resolve that his office be vacated.

90. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these presents and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

91. (1) A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948 : Provided always that in pursuance of Sub-section (3) of that Section a general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made : Provided further that no such notice shall be of effect unless either it is given at a meeting of the Directors, or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

(2) Subject as provided in Articles 87 and 92 a Director shall not vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted nor shall he be counted in the quorum present at the meeting but neither of these prohibitions shall apply to :—

- (A) Any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company ; or
- (B) Any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself



has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security ;  
or

- (c) Any contract by a Director to subscribe for or underwrite shares or debentures of the Company ; or
- (d) Any contract or arrangement with any other company in which he is interested only as an officer of the company and/or as holder of shares or other securities thereof ;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract arrangement or transaction by the Company in General Meeting.

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

(4) A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

92. Any Director may continue to be<sup>o</sup> or become a director managing director manager or other officer or member of any other company in which this Company may be interested and, subject to any contract between himself and the Company, no such Director shall be accountable for any remuneration or other benefits received by him as a director managing director manager or other officer or member of any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company in such manner and in all respects as they think fit (including

the exercise thereof in favour of any resolution appointing themselves or any of them directors managing directors managers or other officers of such company or voting or providing for the payment of remuneration to the directors managing directors managers or other officers of such company) and any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director managing director manager or other officer of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

### POWERS OF DIRECTORS.

93. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting subject nevertheless to any regulations of these presents to the provisions of the Statutes and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

94. The general powers given by the preceding Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

95. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on as or through one or more subsidiary companies and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing assisting or subsidising any such subsidiary company or guaranteeing its contracts obligations or liabilities and they may appoint remove and re-appoint any persons (whether members of their own body or not) to act as directors managing directors or managers of any such company or any other company in which the Company may be interested and may determine the remuneration (whether by way of salary commission on profits or otherwise) of any person so appointed and, subject to any contract between any Director of this Company and the Company, any Directors of this Company may retain any remuneration so payable to them.

96. The Directors may establish any local boards or agencies for managing any of the affairs of the Company either in the United Kingdom or elsewhere and may appoint any persons to be members of such local boards or any managers or agents and may fix their remuneration and may delegate to any local board manager or agent any of the powers authorities and discretions vested in the Directors with power to sub-delegate and may authorise the members of any

local board or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may remove any person so appointed and may annul or vary any such delegation but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

97. The Directors may from time to time and at any time by power of attorney under the Seal appoint any company firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers authorities and discretions vested in him.

98. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

99. The Company or the Directors on behalf of the Company may cause to be kept in any part of Her Majesty's Dominions outside Great Britain, the Channel Islands or the Isle of Man in which the Company transacts business a branch register or registers of Members resident in such part and the Directors may (subject to the provisions of the Statutes) make and vary such regulations as they may think fit respecting the keeping of any such register.

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

101. For the purpose of satisfying the purchase consideration payable for any securities property or rights acquired by the Company the Directors shall have power to issue such securities bonds or obligations of the Company whether or not the same shall be secured on the property or assets of the Company or any part thereof to such persons for such amounts on such terms and conditions and in such manner as they shall think fit.

#### BORROWING POWERS.

102. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital and to issue debentures whether outright or as collateral security for any debt liability or obligation of the Company

or of any third party. Provided that the aggregate amount for the time being remaining undischarged of moneys borrowed by the Company and subsidiary companies (exclusive of inter-company borrowing) shall not at any time without the previous sanction of the Company in General Meeting exceed the amount of the issued and paid up share capital of the Company for the time being but no debt incurred or security given in respect of moneys borrowed without the sanction or in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time when the debt was incurred or security given that the sanction hereby imposed had not been given or that the limit hereby imposed had been exceeded.

#### MANAGING, EXECUTIVE, DEPARTMENTAL AND BRANCH DIRECTORS, CHAIRMAN AND VICE-CHAIRMAN.

103. The Directors may from time to time appoint any one or more of their body to be a Managing Director or Managing Directors or Assistant Managing Director for such period and on such terms as they think fit. The Directors may from time to time also appoint any one or more of their number as Chairman and/or Vice-Chairman of the Company and/or to perform executive or special services or duties for such period (whether involving a full time occupation or not) and generally on such terms as they think fit. Neither a Managing Director nor an Assistant Managing Director nor a specially remunerated Chairman or Vice-Chairman of the Company nor a Director to perform executive or special services or duties so appointed shall while holding that office be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors but his appointment shall be subject to determination *ipso facto* if he cease from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Directors resolve that his term of office as Managing Director or Assistant Managing Director or as Chairman or Vice-Chairman or as Director to perform executive or special services or duties (as the case may be) be determined, but nothing herein contained shall be deemed to deprive a person removed as a Director of compensation or damages (if any) payable to him in respect of the determination of his appointment as Managing Director or Assistant Managing Director or Chairman or Vice-Chairman or Director to perform executive or special services or duties (as the case may be).

104. A Managing Director or Assistant Managing Director or Chairman or Vice-Chairman or a Director appointed to perform executive or special services or duties shall receive such remuneration (if any) as the Directors may determine and such remuneration may take such form or forms as the Directors shall from time to time decide in each case.

105. The Directors may entrust to and confer upon a Managing Director or Assistant Managing Director or Chairman or Vice-Chairman or a Director appointed to perform executive or special

services or duties any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw alter or vary all or any of such powers.

106. The Directors shall have power to designate any employee of the Company as a Departmental Director or a Director of any branch of the Company's business or a Director with any other distinctive title for such period at such remuneration with such powers and discretions and in all respects on such terms as they may think fit and no such employee shall by reason of such designation be constituted a Director of the Company or a person occupying the position of a Director of the Company for the purposes of the Statutes.

#### ROTATION OF DIRECTORS.

107. At the Annual General Meeting in every year one-third of the Directors for the time being (excluding Directors who under Article 103 are not subject to retirement by rotation and Directors retiring under Article 112) or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. Provided always that if in any year the number of such Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall only be one such Director who is subject to retirement by rotation that Director shall retire. A Director retiring at a meeting shall retain office until the close of the meeting. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall unless they otherwise agree among themselves be determined by lot: Provided always that for the purpose of this Article any Director who becomes an Ordinary Director on vacating office as a Managing or other specially remunerated Director shall be deemed to have been elected an Ordinary Director on the date on which he so becomes an Ordinary Director and in ascertaining his period in office since his last election any period during which such Director was in office as an Ordinary Director prior to his appointment as a Managing or other specially remunerated Director shall be disregarded.

108. The Company at the meeting at which a Director retires under any provision of these presents may fill up the vacated office by electing a person thereto and in default the retiring Director shall be deemed to have been re-elected unless:—

- (A) At such meeting it is expressly resolved not to fill up such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost; or

- (b) Such Director has given notice in writing to the Company that he is unwilling to be re-elected; or
- (c) The default is due to the moving of a resolution in contravention of the next following Article.

109. A motion for the appointment of two or more persons as Directors by a single resolution shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this provision shall be void.

110. No person other than a Director retiring at the meeting shall unless recommended by the Directors for election be eligible for the office of a Director at any General Meeting unless not less than seven nor more than thirty clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

111. The Company in General Meeting may from time to time increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office and may make any appointments required for making any such increase.

112. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

113. Without prejudice to any provisions of the Statutes relating to the removal of Directors by Ordinary Resolution and subject to the provisions of any agreement for the time being subsisting the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead. Without prejudice to the powers of the Directors under Article 112 the Company may also by Ordinary Resolution appoint any person to fill a casual vacancy or as an additional Director. The person so appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

## PROCEEDINGS OF DIRECTORS.

114. The Directors 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 determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

115. A Director unable to attend any meeting of the Board may authorise any other Director to vote for him at that meeting and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable radiogram or telegram which must be produced at the Board Meeting at which the same is to be used and be left with the Secretary for filing.

116. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum.

117. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in the Board but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company but not for any other purpose. If there be no Directors or Director able or willing to act then any two Members may summon a General Meeting for the purpose of appointing Directors.

118. The Directors may subject to any appointment under Article 103 elect a Chairman and a Vice-Chairman of their meetings and determine the period for which each of them is to hold office but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same the Vice-Chairman (if any) shall preside at the same but if there be no Chairman or Vice-Chairman or if at any meeting neither of them be present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

119. A resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors.

120. A meeting of the Directors for the time being duly convened and at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

121. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

122. The meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

123. All acts done by any meeting of Directors or of a committee 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 Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

#### MINUTES, REGISTRATION OF CHARGES AND KEEPING OF REGISTERS.

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

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

125. The Directors shall duly comply with the provisions of the Statutes and in particular the provisions in regard to registration of charges created by or affecting property of the Company in regard to keeping a register of Directors and Secretaries a register of Members a register of mortgages and charges and a register of Directors' share and debenture holdings in regard to keeping copies of instruments creating any charge requiring registration and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company and in regard to the production of such copy instruments of charge.



### THE SEAL.

126. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Directors authorised by the Directors in that behalf and (subject to the provisions of these presents relating to share certificates) every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or a second Director or by some other person appointed by the Directors for the purpose.

### AUTHENTICATION OF DOCUMENTS.

127. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors and any books records documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books records documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

128. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Directors.

### ALTERNATE DIRECTORS.

129. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company but shall (except as otherwise provided by this Article) be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board in respect of which the Director appointing him shall have requested the Company to give such notices either generally or for any specific meeting or period and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present (and a Director who is also an alternate Director shall have one vote for his appointor in addition to his own vote) and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director provided that if any Director retires

by rotation but is re-elected by the meeting at which such retirement took effect any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointments left at the Office.

### DIVIDENDS AND RESERVE.

130. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

131. No dividend shall be payable except out of the profits of the Company or in excess of the amount recommended by the Directors.

132. Where any asset business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof such profits or losses as the case may be shall at the discretion of the Directors and so far as the law allows be credited or debited wholly or in part to revenue account and in that case the amount so credited or debited shall for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.

133. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend all dividends shall be declared and paid according to the amount paid up on the shares in respect whereof the dividend is paid but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date such share shall rank for dividend accordingly.

134. The Directors may if they think fit from time to time pay to the Members in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend such interim dividends as appear to the Directors to be justified by the profits of the Company and provided that the Directors act *bona fide* they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred

or non-preferred rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend payable at a fixed rate if they are of opinion that the profits justify the payment.

135. The Directors may deduct from any dividend or bonus payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

136. No unpaid dividend bonus or interest shall bear interest as against the Company.

137. The Directors may retain any dividends or bonuses payable on shares on which the Company has a lien and may apply the same in or towards satisfaction of the debts liabilities or engagements in respect of which the lien exists.

138. The Directors may retain any dividends and bonuses payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member or which any person under those provisions is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same.

139. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

140. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto and in case of joint holders to any one of such joint holders or may be paid in such manner to such person and sent to such address as the holder or joint holders may direct. Every such cheque shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may direct and payment of the cheque whether the same shall or shall not have been endorsed shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby ; and if any such cheque or warrant or any voucher or document to be attached thereto be defaced lost or destroyed it may be replaced on payment of such fee (if any) not exceeding One shilling and on such terms (if any) as to evidence and indemnity as the Directors think fit.

141. A General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and the Directors shall give effect to such resolution ; and where any difficulty arises in regard to the distribution they may

settle the same as they think expedient and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed, in order to adjust the rights of Members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates, or any part thereof, and otherwise as they think fit.

142. (A) If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

(B) Subject as provided in paragraph (C) hereof dividends shall be paid to Members on the Register at such a date as shall be decided by the Directors in each case.

(C) If the Company shall at any time declare payable or pay a dividend upon any of the shares in the Company and some or all of such shares are at the time of such declaration or payment represented by letters of allotment the Company shall pay the dividend on shares so represented to the holders of such letters of allotment and may require the holder as a condition of payment to surrender the same to the Company in order that a memorandum of such payment may be endorsed thereon.

### RESERVES.

143. The Directors may before recommending any dividends whether preferential or otherwise carry to reserve out of the profits of the Company such sums as they think proper and may also carry to reserve any premiums received upon the issue of debentures of the Company. All sums standing to reserve may be applied from time to time in the discretion of the Directors for meeting depreciation or contingencies or for special dividends or bonuses or for equalising dividends or for repairing improving or maintaining any of the property of the Company or for such other purposes as the Directors may think conducive to the objects of the Company or any of them and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit and may transfer sums standing to the credit of one fund to the credit of another fund and may consolidate into one fund any special funds or any part of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve carry over any profits which they may think it not prudent to divide.

144. Where the Company issues shares at a premium whether for cash or otherwise a sum equal to the aggregate amount or value of the premium on those shares shall be transferred to an account to be

called "The Share Premium Account" which shall be dealt with in accordance with the provisions of Section 56 of the Companies Act 1948.

### CAPITALISATION OF PROFITS AND RESERVES.

145. Subject to any necessary sanction or authority being obtained and subject to the payment of the cumulative dividend on any Cumulative Preference Shares having been made up to the last date fixed for payment thereof or (if no such date is fixed) up to the end of the last completed financial year or other period of the Company in respect of which its accounts are made up, the Company may by Ordinary Resolution passed at a General Meeting direct capitalisation or application of the whole or any part of the undistributed profits for the time being of the Company or the whole or any part of any of the Company's capital or revenue reserve funds or the whole or any part of the share premium account or the Capital Redemption Reserve Fund or any amount available for distribution hereunder by appropriating the same to the Members who would have been entitled thereto if distributable and distributed as dividend and in the same proportions on terms that it be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other and the Directors shall give effect to such resolution and apply such portion of the profits or reserve accounts or such other amounts as may be directed to be so capitalised or applied for the purpose of paying in whole or in part the amount remaining unpaid on such Shares or (as the case may be) for the purpose of making payment in full at par for the shares debentures or debenture stock bonds or other obligations of the Company so to be distributed accordingly. Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purposes of this Article only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares. And provided further that no such distribution or payment shall be made unless recommended by the Directors.

146. Where any difficulty arises in regard to any distribution or payment under the last preceding Article the Directors may settle the same as they think expedient and in particular may issue fractional certificates and generally may make such arrangements for the acceptance allotment and sale of any shares debentures debenture stock bonds obligations and fractional certificates and otherwise as they may think fit. In cases where some of the Shares of the Company entitled to any distribution under the preceding Article are fully paid and others are partly paid only any such capitalisation as aforesaid may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon

but so that as between the holders of the fully paid shares and the partly paid shares the sums so applied in the payment up of such further shares and in the diminution or extinguishment of the liability on the partly paid shares shall be so applied *pro rata* in proportion to the nominal amounts of the shares then already fully paid and the amount then already paid or credited as paid on the partly paid shares. When required a proper contract shall be filed in accordance with the provisions of the Statutes and the Directors may appoint any person to enter into such contract on behalf of Members participating in such distribution or whose shares shall be so credited as fully or partly paid and such appointment shall be effective and the contract may provide for the acceptance by such Members of the shares to be allotted to them respectively or (as the case may be) of the sums so credited as paid on the Shares then already held by them respectively in satisfaction of their claims in respect of the sum so capitalised. This and the preceding Article are subject to any special conditions which may be attached to any shares hereafter issued.

#### DISTRIBUTION OF CAPITAL PROFITS.

147. Notwithstanding anything contained in these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretions of capital assets shall be divided amongst the Members by way of dividend in accordance with their respective rights.

#### ACCOUNTS.

148. The Directors shall cause to be kept proper books of account with respect to :—

- (A) All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place ;
- (B) All sales and purchases of goods by the Company ; and
- (C) The assets and liabilities of the Company.

Such books shall be so kept as to give a true and fair view of the state of the Company's affairs and to explain its transactions.

149. Subject to the provisions of the Statutes the books of account shall be kept at the Office or at such other place as the Directors think fit and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or authorised by the Directors or by the Company in General Meeting.

150. The Directors shall from time to time in accordance with the Statutes cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts balance sheet group accounts (if any) and reports as are referred to in the Statutes.

151. A printed copy of the profit and loss account and balance sheet including every document required by law to be annexed thereto

together with a copy of the Auditors' report and Directors' report shall not less than twenty-one days previously to the Annual General Meeting be delivered or sent by post to the registered address of every Member and be sent to every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these presents and three copies of each of these documents shall at the same time be forwarded to the Secretary of the Stock Exchange, Birmingham: Provided that this Article shall not require a copy of the documents hereinbefore in this Article referred to to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

152. Save as may be necessary for complying with the provisions of the Statutes or as the Company may by Extraordinary Resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member.

#### AUDIT.

153. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next ensuing Annual General Meeting and the provisions of the Statutes with regard to the appointment powers rights remuneration and duties of the Auditors shall be complied with.

154. Neither a Director nor an officer or servant of the Company nor a partner or person in the employment of an officer or servant of the Company nor a body corporate shall be capable of being appointed Auditor of the Company.

155. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.

156. The remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.

157. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

158. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications

relating to any General Meeting which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

#### NOTICES.

159. Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at or by leaving it at his registered address as appearing in the Register of Members or (if he has no registered address within the United Kingdom) the address if any within the United Kingdom supplied by him to the Company for the giving of notice to him. In the case of joint holders of a share all or any of whom are described as having an address within the United Kingdom all notices shall be given to that one of the joint holders so described whose name stands first in the Register of Members and notice so given shall be sufficient notice to all the joint holders; and no joint holder other than the first named as aforesaid shall be entitled to receive notices from the Company.

160. A person entitled to a share in consequence of the death or bankruptcy of a Member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share and upon supplying also an address within the United Kingdom for the service of notices shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall notwithstanding that such Member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder unless his name shall at the time of the service of the notice or document have been removed from the Register as the holder of the share and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

161. A Member who shall not be and Members holding any share jointly no one of whom shall be described in the Register as having an address in the United Kingdom and who in either case shall not have supplied an address within the United Kingdom for the giving of notice to him in pursuance of Article 159 shall not be entitled to have any notice sent to him or them from the Company.

162. Any notice or other document if served by post shall be deemed to have been served at the expiration of twenty-four hours after the letter containing the same is posted and in proving such



service it shall be sufficient to prove that the letter containing the notice or document was properly addressed stamped and posted.

#### SECURITY CLAUSE.

163. No Member shall be entitled to inspect any factory or premises of the Company or to require discovery of or any information respecting any detail of the Company's business trading or customers or any matter which is or may be in the nature of a trade secret mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public.

#### WINDING UP.

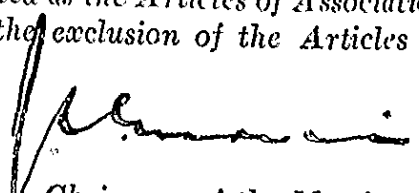
164. If the Company shall be wound up the Liquidator may with the sanction of a Special or Extraordinary Resolution of the Company and any other sanction required by the Statutes divide amongst the Members in specie the whole or any part of the assets of the Company (whether or not they shall consist of property of the same kind) or the whole or any part of the consideration received by the Liquidator for the transfer or sale of the whole or any part of the business or property of the Company pursuant to Section 287 of the Companies Act 1948 and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and with the like sanction may determine how such division shall be carried out as between the Members or different classes of Members of the Company and any such division so made shall (subject only to Sub-section (3) of the said section) be binding on all the Members of the Company. The Liquidator may with the like sanction vest the whole or any part of such assets in Trustees upon such trusts for the benefit of the Members as the Liquidator with the like sanction shall think fit but so that no Member shall be compelled to accept any shares or other securities whereon there is a liability.

#### INDEMNITY.

165. The Directors Managing Directors Auditors Secretary and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and their respective executors or administrators shall be indemnified and secured harmless out of the assets of the Company from and against any liability incurred by them to the extent permitted by the Statutes.

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*This is a print of the new Articles of Association of the Company which were by Special Resolution of the Company duly passed on the 18th day of August 1958 adopted as the Articles of Association of the Company in lieu of and to the exclusion of the Articles of Association then existing.*



Chairman of the Meeting.

208957/54

# R. Goodwin & Sons (Engineers) Limited.

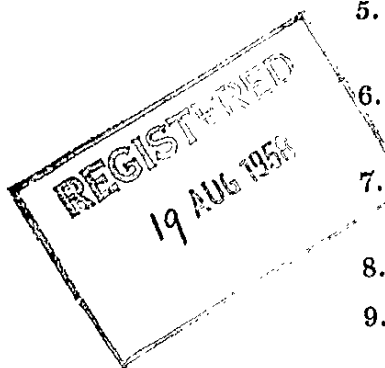
WE, the undersigned, being the registered holders of the whole of the issued Ordinary Shares of £1 each in the capital of the above-named Company, **HEREBY CONSENT**:—



1. To the subdivision and conversion of the 45,000 issued and unissued Preference Shares of £1 each in the Company as on and from the 1st day of May 1958 into 450,000 Deferred Ordinary Shares of 2/- each proposed to be effected by the Resolutions numbered 4, 5 and 6 set out in the Notice dated 1st August 1958 convening an Extraordinary General Meeting of the Company to be held on the 18th day of August 1958.
2. To the subdivision of the 15,000 issued and unissued Ordinary Shares of £1 each in the Company into 150,000 Ordinary Shares of 2/- each and to the alterations in the rights attached to such 150,000 shares proposed to be effected by the Resolution numbered 7 set out in the said Notice dated 1st August 1958.
3. To the increase in the Company's capital proposed to be effected by the Resolution numbered 8 set out in the said Notice dated 1st August 1958.
4. To the capitalisation of the sum of £171,095 0s. 0d. of the Company's General Reserve proposed to be effected by the Resolution numbered 11 set out in the said Notice dated 1st August 1958.

DATED 2nd August 1958.

1. JOHN STANLEY GOODWIN.
2. FRANK GOODWIN.
3. JOHN GOODWIN.
4. R. A. GOODWIN.
5. JOHN STANLEY GOODWIN.  
JOHN GOODWIN 'A' Account.
6. JOHN STANLEY GOODWIN.  
JOHN GOODWIN 'B' Account.
7. JOHN STANLEY GOODWIN.  
JOHN GOODWIN 'C' Account.
8. FRANK GOODWIN 'A' Account.
9. FRANK GOODWIN 'B' Account.



Certified a true copy of the Memorandum signed by the registered holders of the whole of the issued Ordinary Shares of £1 each in R. Goodwin & Sons (Engineers) Limited.

DATED the 18th day of August 1958.

155

## R. Goodwin & Sons (Engineers) Limited.

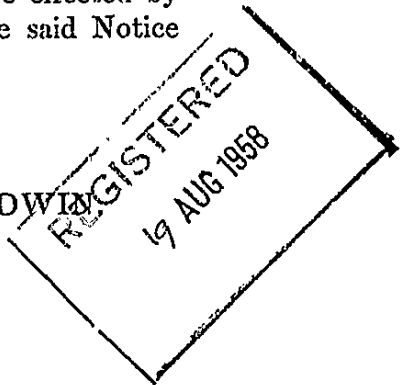
WE, the undersigned, being the registered holders of the whole of the issued Preference Shares of £1 each in the capital of the above-named Company, **HEREBY CONSENT:—**



1. To the subdivision and conversion of the 45,000 issued and unissued Preference Shares of £1 each in the Company as on and from the 1st day of May 1958 into 450,000 Deferred Ordinary Shares of 2/- each proposed to be effected by the Resolutions numbered 4, 5 and 6 set out in the Notice dated 1st August 1958 convening an Extraordinary General Meeting of the Company to be held on the 18th day of August 1958.
2. To the increase in the Company's capital proposed to be effected by the Resolution numbered 8 set out in the said Notice dated 1st August 1958.
3. To the capitalisation of the sum of £171,095 0s. 0d. of the Company's General Reserve proposed to be effected by the Resolution numbered 11 set out in the said Notice dated 1st August 1958.

DATED *2nd August* 1958.

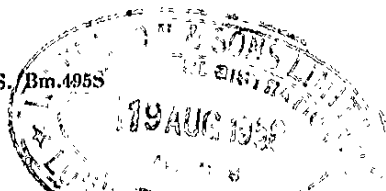
1. JOHN STANLEY GOODWIN
2. FRANK GOODWIN.
3. JOHN GOODWIN.
4. R. A. GOODWIN.
5. JOHN STANLEY GOODWIN.  
JOHN GOODWIN 'A' Account.
6. JOHN STANLEY GOODWIN.  
JOHN GOODWIN 'B' Account.
7. JOHN STANLEY GOODWIN.  
JOHN GOODWIN 'C' Account.
8. FRANK GOODWIN 'A' Account.
9. FRANK GOODWIN 'B' Account.



Certified a true copy of the Memorandum signed by the registered holders of the whole of the issued Preference Shares of £1 each in R. Goodwin & Sons (Engineers) Limited.

DATED the 18th day of August 1958.

S.L.S.S./Bm.4955



Director.

Number of  
Company

305907

56

Form No. 28

# THE COMPANIES ACT 1948



A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION  
of STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-  
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,  
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference  
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction  
of share capital under Section 66 of the Companies Act, 1948).

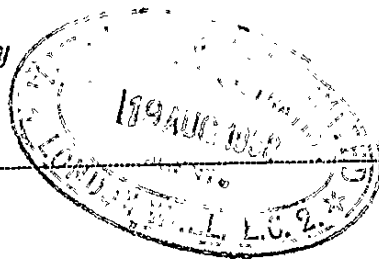
*Pursuant to Section 62.*

Direct the  
Name of  
the  
Company

R. GOODWIN & SONS (ENGINEERS)

LIMITED

Presented by



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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

R. GOODWIN & SONS (ENGINEERS)

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that in pursuance of Ordinary Resolutions passed by the Company on  
18th August 1958 -

- (a) Each of the existing 8,905 fully paid Ordinary Shares of £1. each in the capital of the Company has been sub-divided into 10 fully paid Ordinary Shares of 2/- each.
- (b) Each of the 6,095 Ordinary Shares of £1. each in the authorised capital of the Company then unissued was sub-divided into 10 Ordinary Shares of 2/- each.
- (c) Each of the 44,525 fully paid Preference Shares of £1. each in the capital of the Company has been sub-divided into 10 fully paid Preference Shares of 2/- each.
- (d) Each of the 475 Preference Shares of £1. each in the authorised capital of the Company then unissued has been sub-divided into 10 Preference Shares of 2/- each.

(Signature)

(State whether Director or Secretary) \_\_\_\_\_ Director.

Dated the \_\_\_\_\_ Eighteenth \_\_\_\_\_ day of \_\_\_\_\_ August \_\_\_\_\_ 1958

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

No. of Company.....305907 / 1A

Form 103.

# THE COMPANIES ACT, 1948.

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

(Pursuant to Section 110 (3).)



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

Name of Company.....R. GOODWIN & SONS (ENGINEERS) Limited.

To the REGISTRAR OF COMPANIES.

R. GOODWIN & SONS (ENGINEERS) Limited hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act, 1948, that the register of members of the company is kept at 17 Albion Street, Henley, Stoke-on-

Avon.

Signature.....

(State whether Director or Secretary)  
Director.

Dated the Eighteenth day of August 1958

## PUBLISHED AND SOLD BY

Carlow & Sons Limited, 65 & 86, London Wall, London, E.C.2; 40, Parliament Street, Westminster, S.W.1; 107, Park Lane, Marble Arch, W.1; 77, Colmore Row, Birmingham, 3; 109, The Headrow, Leeds, 1; 12 & 14, Brown Street, Manchester, 2.

Presented by



C.A. 15.  
2/56.

No. of Company. 305907 <sup>59</sup>

## THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.  
*Pursuant to Section 63.*

Name of Company { R. GOODWIN & SONS (ENGINEERS) Limited

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1908.

PUBLISHED AND SOLD BY

WATERLOW &amp; SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 &amp; 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 &amp; 14, BROWN STREET, MANCHESTER, 2.

Presented by

REGISTERED  
19 AUG 1958

19 AUG 1958

C819

TO THE REGISTRAR OF COMPANIES.

R. GOODWIN

& SONS (ENGINEERS) Limited, hereby gives you notice pursuant to section 68 of The Companies Act, 1948, that by (a) Special Resolution of the Company dated the Eighteenth day of August, 1958, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 165,000. 0. 0. beyond the Registered Capital of £ 60,000. 0. 0.

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
45,000	6% Redeemable Cumulative Preference	£1.
750,000	Ordinary	2s.
450,000	Deferred Ordinary	2s.

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

The new Shares carry the rights attached thereto respectively by the new Articles of Association filed herewith which rights are set out in the attached Rider 'A'.

Signature

*[Signature]*  
(State whether Director or Secretary.)

Dated the Eighteenth day of August 1958

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)



**DIVIDEND AND CAPITAL.** - The special rights and privileges attached to the 6% Redeemable Cumulative Preference Shares are as follows:-

- (a) the right to a fixed Cumulative Preferential Dividend at the rate of 6% per annum (payable half-yearly on 30th April and 31st October) on the capital for the time being paid up thereon;
- (b) the right on a winding up (unless previously redeemed) to have the capital paid up thereon together with a sum equal to all arrears of dividend up to the date of commencement of the winding up paid off in priority to any payment off of capital on the Ordinary Shares or the Deferred Ordinary Shares;

but with no further right to participate in the profits or assets of the Company.

Subject to the rights of the holders of the Preference Shares the profits of the Company available for dividend and resolved to be distributed by way of dividend in respect of any financial period of the Company falling wholly before the appointed day (as hereinafter defined) and a rateable part of such profits resolved to be distributed in respect of any financial period falling partly before such date shall (if any such dividend is either declared payable or paid on or before the said appointed day or within 12 months thereafter) belong to the holders of the Ordinary Shares provided that the appointed day shall be the 1st May 1963 or the date of redemption of the last to be redeemed of such of the 45,000 6% Redeemable Cumulative Preference Shares as shall have been issued prior to the 1st May 1963 (whichever shall be the later). After any dividend shall have been declared and paid as a final dividend on the Ordinary Shares in respect of the financial year to the 30th April 1958 no further dividend shall be paid on any of the Ordinary Shares in the Company until after a period of twelve months has elapsed from the date of such payment. Subject as aforesaid the Ordinary Shares and the Deferred Ordinary Shares rank pari passu as regards dividend.

Subject to the rights of the holders of the Preference Shares the surplus assets in a winding up are distributable among the holders of the Ordinary Shares and the holders of the Deferred Ordinary Shares treated as one class. Upon the expiration of 12 months after the appointed day the Ordinary Shares and Deferred Ordinary Shares are to be amalgamated into one class of Ordinary Shares ranking pari passu in all respects.

**REDEMPTION OF PREFERENCE SHARES.**- The Company may on not less than three months previous notice redeem on or at any time after the 30th April 1963 the whole or part of the 6% Redeemable Cumulative Preference Shares at par plus accrued dividend.

**VOTING RIGHTS.**- Subject to any special rights or restrictions as to voting attached to any shares every member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member has one vote on a show of hands and on a poll every member present in person or by proxy has one vote for every 6% Redeemable Cumulative Preference Share of £1 held and one vote for every Ordinary Share or Deferred Ordinary Share of 2/- held except that the Preference Shares do not entitle the holders thereof to vote at any General Meeting unless at the date of the Notice convening such Meeting the fixed preferential dividend is six months in arrear.

**MODIFICATION OF RIGHTS.**- The special rights attached to any class or group may (subject to statutory provisions) either with the consent in writing of the holders of three-fourths of the issued shares of the class or group or with the sanction of an

RIDER 'A' Continued.

4

Extraordinary Resolution passed at a Separate Meeting of such holders (but not otherwise) be modified or abrogated. The provisions of the Articles relating to General Meetings of the Company are to apply to any Separate Class Meeting except that the necessary quorum shall be two persons holding or representing by proxy one-third in nominal amount of the issued shares of the class or group (but so that if at any adjourned Meeting of such holders a quorum as above defined is not present the members who are present shall be a quorum) and that the holders of shares of the class or group shall on a poll have one vote for every share of the class or group held by them respectively. The special rights conferred upon the holders of the shares of any class issued with preferred or other special rights shall unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be modified or abrogated by the creation or issue of further shares ranking pari passu therewith.

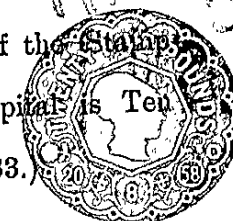
*[Handwritten signature]*

No. of Certificate 305207.

60



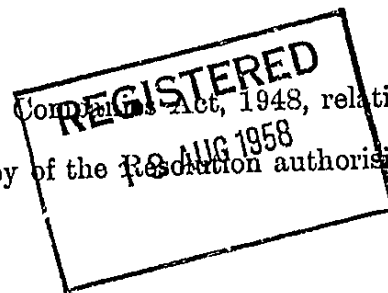
LIMITED.



Statement of Increase of Nominal Capital pursuant to s. 112 of the Companies Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

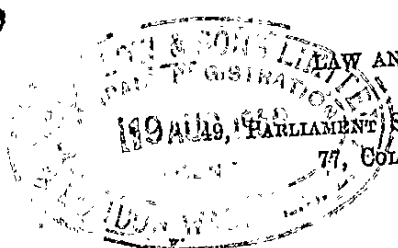
NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
85 & 86, LONDON WALL, LONDON, E.C.2;  
107, PARK LANE, MARBLE ARCH, W.1;  
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;  
12 & 14, BROWN STREET, MANCHESTER, 2.



Presented by

The NOMINAL CAPITAL of \_\_\_\_\_

\_\_\_\_\_ R. GOODWIN & SONS (ENGINEERS) \_\_\_\_\_ Limited

has by a Resolution of the Company dated 18th August 1958

been increased by the addition thereto of the sum of £165,000., divided into  
45,000 6% Redeemable Cumulative Preference Shares of £1. each;

750,000 additional Ordinary Shares of 2/- each and 450,000  
additional

Deferred Ordinary shares of £ 2s. each beyond the Registered Capital of

Sixty thousand pounds

Signature \_\_\_\_\_

State whether Director or Secretary \_\_\_\_\_

Date Eighteenth day of August 1958

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

305907

61

The Companies Act, 1929.

The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

### R. GOODWIN & SONS (ENGINEERS) LIMITED.

(As altered by Special Resolution passed 18th August 1958)

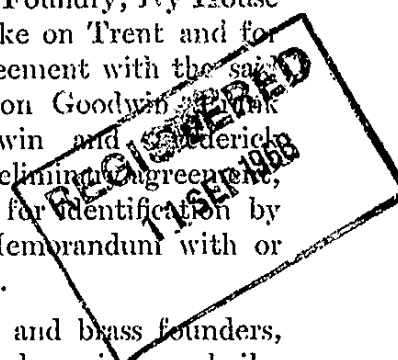
1. The name of the Company is "R. GOODWIN & SONS (ENGINEERS) LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(1) (a) To acquire and carry on in particular the business of Iron Founders and Engineers heretofore carried on by George Goodwin, William Lawton Goodwin, Frank Goodwin, John Stanley Goodwin and Frederick Rushton in co-partnership under the style or firm of R. Goodwin & Sons at Ivy House Foundry, Ivy House Road, Hanley in the City of Stoke on Trent and for that purpose to enter into an agreement with the said George Goodwin, William Lawton Goodwin, Frank Goodwin, John Stanley Goodwin and Frederick Rushton in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.

(b) To carry on business as iron and brass founders, mechanical, electrical and general engineers, boiler makers, millwrights, metal workers and metallurgists, machinists, iron and steel converters, smiths, woodworkers, ironmasters, steel makers, smelters, tin plate makers, blast furnace proprietors, ore, importers and workers, sand blast workers, refiners and workers generally, manufacturers of machinery of every description, tool makers, agricultural implement makers, constructional engineers, motor engineers, oil



fuel engineers, water supply engineers, galvanizers, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, wheelwrights, cement and asbestos manufacturers, builders, wood and timber merchants, joiners, brick and tile manufacturers, warehousemen, storage contractors, carriers and haulage contractors, garage proprietors, and oil merchants and contractors generally.

(c) To carry on business as manufacturers and repairers of, and dealers in springs, tools, forgings, castings, plates, boilers, engines, stoves, screws, nails, machinery, presses, implements, gears, motor cars, motor lorries, omnibuses, coaches, tramcars, locomotives, railway carriages and trucks and other vehicles, aeroplanes, seaplanes, airships and other aircraft, ironmongery and hardware and wireless goods.

- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to

place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any

exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.

- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- ~~(21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.~~
- (21) To support and subscribe to any charitable or public object and any association, institution, society or club which may be for the benefit of the Company or of any subsidiary or associated company or the employees (including Directors and ex-Directors) of the Company or any such other company or may be connected with any town or place where the Company or any such other company carries on business, and to establish, support, maintain and aid in the establishment, support and maintenance of associations, institutions, funds or profit-sharing or other schemes (whether contributory or non-contributory) calculated to benefit employees or ex-employees (including Directors and ex-Directors) of the Company or any such other company or its or their predecessors in business and the wives, widows, relatives or dependants of such persons, and to grant pensions, gratuities or allowances to such persons, their wives, widows, relatives or dependants, and to make payments for or towards the insurance of any such persons as aforesaid.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

\* 5. The Share Capital of the Company is £15,000, divided into 15,000 Shares of £1 each. The Company has power to increase, reduce or alter its Capital in any way authorised by Law and to attach



to the Shares in the Capital for the time being, and any of them or it, any preferential, deferred, qualified or special rights, privileges or qualifications, restrictions or conditions, but subject to the provisions of the Companies Act, 1929, or any statutory modification thereof, so far as the same are applicable and the regulations of the Company for the time being.

---

**\* NOTE :**

*By virtue of an Ordinary Resolution passed on the 2nd April 1951 and Ordinary and Special Resolutions passed on the 18th August 1958 the Share Capital has been altered and increased so that at the date of filing of a print of the Memorandum of Association of the Company as altered by Special Resolution passed on the 18th August 1958 the nominal capital was £225,000, divided into 45,000 6% Redeemable Cumulative Preference Shares of £1 each, 900,000 Ordinary Shares of 2/- each and 900,000 Deferred Ordinary Shares of 2/- each.*

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
GEO. GOODWIN, Kendal, Werrington Rd., Bucknall, Engineer.	One.
WILLIAM LAWTON GOODWIN, 20, Baker St., Bucknall, Engineer.	One.
FRANK GOODWIN, Engineer, Cresford, Werrington Rd., Bucknall.	One.
JOHN STANLEY GOODWIN, Engineer, Ash Bank, Bucknall.	One.
FREDERICK RUSHTON, "Romar," Eaves Lane, Bucknall, Engineer.	One.

Dated this 4th day of October 1935.

Witness to the above Signatures:—

J. U. W. CLARKE,  
Clerk to Messrs. Challinors & Dickson,  
Solicitors,  
Hanley.

This is a print of the Memorandum of Association of the Company as altered by Special Resolution passed by the Company on the 18th August 1958.

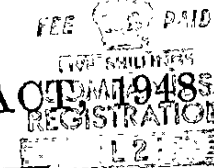
9th September 1958.

*John Stanley Goodwin*  
Director Secretary

No. of Company } 305907

Form 28.

THE COMPANIES ACT 1948  
REGISTRATION



COMPANIES  
REGISTRATION

A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION  
of STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided,  
or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the  
Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the  
Cancellation of Shares (otherwise than in connection with a reduction of share capital under  
Section 66 of the Companies Act, 1948).

*Pursuant to Section 62.*

Notar of  
Company

R. Goodwin & Sons (Engineers)

REGISTERED

12 MAR 1964

Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

35 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS,

12 & 14, BROWN STREET, MANCHESTER, 2.

Bourner, Bullock & Co.,

17, Albion Street, Hanley, Stoke-on-Trent.

[G.S. 28.]




TO THE REGISTRAR OF COMPANIES.

R. Goodwin & Sons (Engineers) LIMITED,

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that in accordance with the power conferred by Article 8 of the Articles of Association of the Company, notice to redeem the 6% Redeemable Cumulative Preference Shares of £1 each of the capital of the Company was duly given to the holders on 29th January, 1963 and redemption of the whole of the 44525 - 6% Redeemable Cumulative Preference Shares of £1 each was made effective on 1st May, 1963.

(Signature) 

(State whether Director or Secretary)

Secretary

Dated the first day of March 1964

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

No. of  
Company } 305907 / 72

Form 28.

THE COMPANIES ACT, 1948

COMPANIES  
REGISTRATION

A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION  
of STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided,  
or converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the  
Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the  
Cancellation of Shares (otherwise than in connection with a reduction of share capital under  
Section 66 of the Companies Act, 1948).

REGISTERED

Pursuant to Section 62.

of 2 SEP 1964  
any R. GOODWIN & SONS (ENGINEERS) Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Bourner, Bullock & Co.

[C.A. 28.]

6/65.

17, Albion Street, Hanley, Stoke-on-Trent.

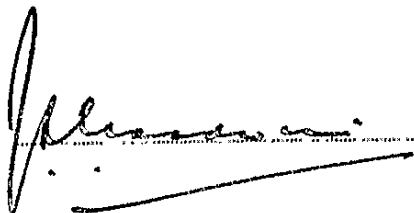
TO THE REGISTRAR OF COMPANIES.

R. GOODWIN & SONS (ENGINEERS)

LIMITED,

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948, that by an ordinary resolution of the Company dated 23rd September, 1964 the 45,000 unissued shares of £1 each resulting from the redemption of the redeemable Preference shares of £1 each be and they are hereby converted and sub-divided into 450,000 Ordinary shares of 2/- each to the intent that the Share Capital of the Company shall consist of one class of Ordinary shares of 2/- each ranking pari passu for all purposes.

(Signature)



(State whether Director or Secretary)

Director

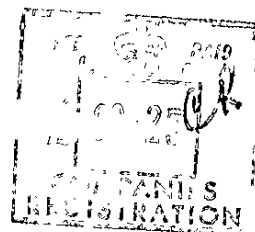
Dated the 23rd day of September 1964.

N.C.E.—This margin is reserved for binding and should not be written across.

Company No. 305907

174

THE COMPANIES ACT, 1948

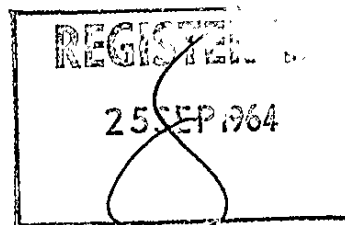


COMPANY LIMITED BY SHARES

# Ordinary Resolutions

OF

## R. Goodwin & Sons (Engineers) Ltd.



At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at 17, Albion Street, Hanley, Stoke-on-Trent, in the County of Stafford, on Wednesday, the 23rd September, 1964 the following Ordinary Resolutions were duly passed:—

1. That the 45,000 unissued shares of £1 each resulting from the redemption of the 44,525 6% redeemable Preference Shares of £1 each, be and they are hereby converted and sub-divided into 450,000 Ordinary Shares of 2/- each to the intent that the share Capital of the Company shall consist of one class of Ordinary Shares of two shillings each ranking *pari passu* for all purposes.
2. That the Capital of the Company be increased to £360,000 by the creation of 1,350,000 Ordinary Shares of 2/- each.
3. That pursuant to Articles 145 and 146 it is desirable on the recommendation of the Directors to Capitalise the sum of £180,000 (being the amount standing to the Credit of Capital Redemption Reserve and part of the amount standing to the credit of the Revenue Reserves of the Company) and that, accordingly the Directors be and they are hereby authorised and directed to appropriate the said sum of £180,000 to and amongst the holders of the existing Ordinary Shares and to apply the same on their behalf in paying up in full at par 1,800,000 Ordinary Shares of 2/- each and distributing the same shares credited as fully paid up amongst the Ordinary Shareholders in satisfaction of their shares and interests in such capitalised sum in the proportion of one such new Ordinary Share for each Ordinary Share registered in their names respectively at the close of business on the 4th day of September, 1964, and so that such new Ordinary Shares shall rank *pari passu* with the existing Ordinary Shares for all dividends declared after the date of this resolution as if the same had been issued and fully paid up on the first day of May, 1964.

Dated this 23rd day of September, 1964.

CHAIRMAN.

No. of Company

305907

## THE COMPANIES ACT, 1948

COMPANIES  
REGISTRATION

## Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*Name  
of  
Company

R. GOODWIN &amp; SONS (ENGINEERS)

Limited.

REGISTERED  
25 SEP 1964

The Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

WATERLOW &amp; SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 &amp; 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS 1;

12 &amp; 14, BROWN STREET, MANCHESTER, 2.

Presented by

Bourner, Bullock &amp; Co.

17, Albion Street, Hanley, Stoke-on-Trent.



TO THE REGISTRAR OF COMPANIES.

R. GOODWIN & SONS (ENGINEERS) Limited, hereby gives you notice pursuant to section 63 of The Companies Act, 1948, that by (a) an ordinary Resolution of the Company dated the twenty-third day of September, 1964, the nominal Capital of the Company has been increased by the addition thereto of the sum of £135,000 beyond the Registered Capital of £.225,000

The additional Capital is divided as follows:—

Number of Shares

1,350,000

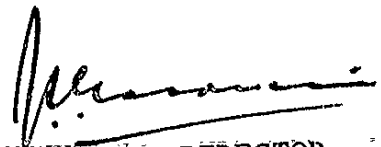
Class of Shares

Ordinary

Nominal amount  
of each share  
2/-

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:— That the new Ordinary shares, when issued, shall rank *pari passu* with the existing Ordinary shares for all purposes.

Signature



DIRECTOR.

(State whether Director or Secretary.)

Dated the 23rd day of September 19 64

(a) "Ordinary," "Extraordinary," or "Special."

(b) *e.g.*, voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate..

305907

[C.A. 39]  
1/61.

REGISTERED

25 SEP 1964

R. GOODWIN & SONS (ENGINEERS)

LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARRIAGE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Bourner, Bullock & Co.

17, Albion Street, Hanley, Stoke-on-Trent.

[26A.]

2772

The NOMINAL CAPITAL of

R. GOODWIN & SONS (ENGINEERS)

Limited

has by a Resolution of the Company dated 23rd September, 1964.

been increased by the addition thereto of the sum of £ 135,000, divided into

1,350,000 Ord. shares of £ 2/- each beyond the Registered Capital of

£225,000

Signature

State whether Director or Secretary Director.

Date 23rd day of September 19 64.

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

Company No. 305907



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Special Resolutions

OF

**R. Goodwin & Sons (Engineers) Ltd.**

At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at 17, Albion Street, Hanley, Stoke-on-Trent, in the County of Stafford, on Wednesday, the 15th December, 1965 the following Special Resolutions were duly passed:—

### RESOLUTIONS

- (1) That the existing Article 102 be deleted in its entirety and the following Article 102 be inserted:—

#### BORROWING POWERS

- (A) Subject as hereinafter provided the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the company or of any third party.
- (B) The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies (if any) so as to secure that the aggregate amount for the time being remaining undischarged of all moneys borrowed by the Company and or any of its subsidiary companies (exclusive of moneys borrowed by the Company from and for the time being owing to any such subsidiary or by any such subsidiary from and for the time being owing to the Company or another such subsidiary) shall not at any time without the previous sanction of an Ordinary Resolution of the company exceed twice the amount of the issued and paid up share capital of the Company for the time being but so that no such consent shall be required for the borrowing of any moneys to be applied in the repayment of any sums previously borrowed or raised and outstanding, together with any premiums payable thereon, notwithstanding that such borrowings may involve such limits being temporarily exceeded. For the purposes of the said limit the issue of debentures shall be deemed to constitute borrowing notwithstanding that the same may be issued in whole or in part for a consideration other than cash.
- (C) No person dealing with the Company or any of its subsidiaries shall by reason of the foregoing provision be concerned to see or inquire whether this limit is observed, and no debt incurred in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given expressed notice that the limit hereby imposed had been or would thereby be exceeded.
- (2) That the Articles of Association be altered by deleting from Article 18 the words "and bear the autographic signatures of one or more Directors and the Secretary".
- (3) That the following addition be made to Article 126. "Provided that certificates for Stock and Shares of the Company and (subject to the terms or conditions of issue thereof) debenture stock or other form of security may at the direction of the Directors be issued either (1) without such signatures or either of them mechanically affixed or (2) without any such signature if the seal shall be affixed thereto with the authority of the Directors".

25 DEC 1965

Chairman

No. of Company.....205907/93

Form 103

## THE COMPANIES ACTS 1948 to 1967

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

*pursuant to Section 110 (3) of the Companies Act, 1948.*

Name of Company.....R GOODWIN & SONS (ENGINEERS).....Limited.

To the REGISTRAR OF COMPANIES.

R GOODWIN & SONS (ENGINEERS).....Limited hereby gives you notice, in  
accordance with subsection (3) of Section 110 of the Companies Act, 1948, that the register

of members of the company is kept at.....National Westminster Bank Limited,  
Registrar's Department, P O Box No 82

National Westminster Court, 37 Broad Street, Bristol BS99 7NH

Signature.....*[Signature]*  
(State whether Director or Secretary)

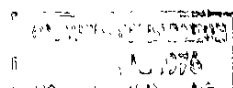
Dated the.....26/7.....day of.....July.....19.....76

Presented by.....National Westminster Bank Limited, Registrar's Department,

P O Box No 82, National Westminster Court, 37 Broad Street, Bristol BS99 7NH

Presentor's Reference.....RVH/VAM

PUBLISHED AND SOLD BY  
WATERLOW & SONS LIMITED,  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
Holywell House, Worship Street, London, EC2A 2EN



305907

97

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

R GOODWIN & SONS (ENGINEERS) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at the offices of Hoben Quarries Limited, Brassington Works, Brassington, Derbyshire on Friday 11th February 1977 the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

THAT

(A)

The share capital of the Company be increased to £720,000 by the creation of 3,600,000 new Ordinary shares of 10p each.

(B)

Upon their recommendation, the Directors be authorised to capitalise the sum of £360,000 (being part of the Company's reserves) and to distribute the same among the holders of the issued Ordinary shares of 10p each in the capital of the Company registered at the close of business on 21st January 1977 such distribution to be effected by the issue of 3,600,000 new Ordinary shares of 10p each credited as fully paid to such shareholders at the rate of one new Ordinary share for every issued Ordinary share such new shares to rank for all dividends declared or paid by the Company in respect of all periods commencing on or after 1st May 1976 and in all other respects pari passu with the existing Ordinary shares of the Company

11



No. of Company 305907

Form No. 10

# THE COMPANIES ACTS 1948 to 1967

## Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name of Company; delete "Limited" if not applicable

R GOODWIN & SONS (ENGINEERS)

† State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a† Ordinary Resolution of the Company dated the 11th day of February 19 77 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 360,000 beyond the registered capital of £360,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
3,600,000	Ordinary	10p

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

The new shares rank pari passu with the existing Ordinary shares of the Company

Signature . . . . .

State whether Director or Secretary . . . . .

Dated the 11th day of February 19 77

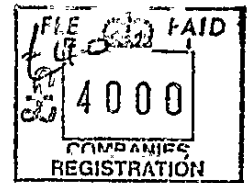
Presented by

Presentor's Reference 17/76070

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



No. 305907



THE COMPANIES ACT 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

R. GOODWIN & SONS (ENGINEERS) LIMITED ✓

Passed 25th November, 1981

At an Extraordinary General Meeting of the Company held on 25th November, 1981 the following Resolution was duly passed as a Special Resolution of the Company :-

SPECIAL RESOLUTION

THAT, subject to the approval of the Registrar of Companies, the name of the Company be changed to Goodwin Limited.

*S. P. Paine*  
.....  
Secretary



LINKLATERS & PAINES  
BARRINGTON HOUSE,  
59-67, GRESHAM STREET,  
LONDON EC2V 7JA  
TEL. 01-606 7080

SMT/CWM.



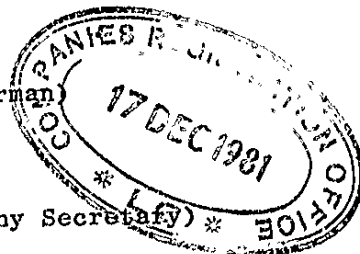
305907 / 112

R. GOODWIN & SONS (ENGINEERS) LTD.

Minutes of a Meeting of the Board of Directors held at  
Hoben Quarries Ltd., Brassington Works, Brassington,  
Derbyshire on 25th November 1981 at 3.30 p.m.

Present: Mr. J. Goodwin (Chairman)  
Mr. J. W. Goodwin (Vice Chairman)  
Mr. R. S. Goodwin  
Mr. H. J. Horton

In attendance Mr. S. G. Peach (Company Secretary)



1. The Chairman reported that, at an Extraordinary General Meeting of the Company just held, a Special Resolution had been passed to change the name of the Company to Goodwin Limited. The Secretary confirmed that, following correspondence with the Companies Registration Office upon the passing of a Directors' Resolution in accordance with the Companies Act 1980, the name could be changed to GOODWIN PLC.
2. The Directors being satisfied that the Company was an "old public company" within the definition contained in sub-section (1) of Section 8 of the Companies Act 1980, and that the conditions specified in sub-section (11) of the said Section 8 were satisfied in relation to the Company

IT WAS RESOLVED THAT pursuant to Section 8 of the Companies Act 1980, the Company be re-registered as a public company, and accordingly that

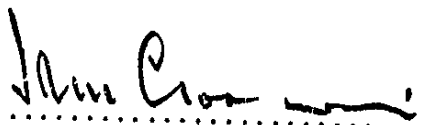
- (a) the name of the Company be changed to "GOODWIN PLC";
- (b) the Company's Memorandum be altered by the substitution therefor of a Memorandum in the form of the prints produced to this meeting and signed for the purpose of identification by the Chairman of the Meeting;
- (c) a statutory declaration in the form prescribed for the purpose of sub-section (5) of the said Section 8 (Form R8) be made by a Director/ the Secretary;
- (d) the Secretary be and he is hereby instructed to sign an application, for re-registration in the form prescribed for the purposes of sub-section (3) of the said Section 8 (Form R7) and to deliver the

same to the Registrar of Companies accompanied by a printed copy of this Resolution, a printed copy of the Memorandum as altered in pursuance of this Resolution and the above-mentioned statutory declaration.

3. The Secretary was further instructed to file with the Registrar of Companies at the same time as the documents referred to above a print of the Special Resolution to change the name of the Company to Goodwin Limited together with the appropriate fee for the change of name of the Company.
4. The Secretary was further instructed, on the issue by the Registrar of Companies of a certificate of incorporation on re-registration stating that the Company is a public company, to forward a copy of such certificate and of the altered Memorandum of Association to The Stock Exchange and to the Company's auditors and bankers and also in due course to take all such further action as may be required by law or may be otherwise appropriate in consequence of the change of name of the Company.
5. The Meeting concluded.

It is hereby certified that the foregoing is a true copy of the Resolutions passed by the Board of Directors of the Company at a meeting of the said Board duly convened and held on the 25th day of November, 1981.

DATED this 25th day of November, 1981

  
.....  
Chairman

G

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block  
lettering\*Insert full  
name of company

## THE COMPANIES ACTS 1948 TO 1980

Application by an old public  
company for re-registration  
as a public company

Pursuant to section 8(3) of the Companies Act 1980

R7

For official use

1113

Company number

305907

Name of company

R. GOODWIN &amp; SONS (ENGINEERS) LTD.

hereby applies to be re-registered as a public company under the Companies Acts 1948 to 1980 by the  
name of GOODWIN PLC

and, for that purpose, delivers the undermentioned documents for registration under the said Acts.

delete as  
appropriate

Signed

[Director] [Secretary]† Date 26 November  
1981

Documents delivered for registration with this application

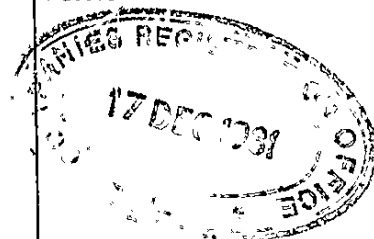
- 1 Printed copy of Memorandum as altered in pursuance of the Directors resolution under section 8(4) of the Companies Act 1980
- 2 Declaration made by a Director or the Secretary (on Form No. R8) of the company verifying that a Directors Resolution under section 8(3) of the Companies Act 1980 has been passed and that the conditions specified in section 8(11) have been satisfied.

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

Linklaters & Paines (SMT)  
Barrington House,  
59/67 Gresham Street,  
London,  
EC2V 7JA.

For official use  
General section

Post received



## THE COMPANIES ACTS 1948 TO 1980

## Declaration by Director or Secretary on application by an old public company for re-registration as a public company

Pursuant to section 8(5)(b) of the Companies Act 1980

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block  
lettering

For official use

1114

Company number

305907

Name of company

R. GOODWIN &amp; SONS (ENGINEERS) LTD.

Limited

I, STANLEY GEORGE PEACH

of 4 OUTWOODS CLOSE

WESTON, STAFFORD.

\*delete as  
appropriatebeing [the secretary] ~~[director]~~ of the above named company, do solemnly and sincerely declare that:

- 1 the directors have passed a resolution complying with section 8(4) of the Companies Act 1980 that the company should be re-registered as a public company; and
- 2 the conditions specified in section 8(11) of the Companies Act 1980 were satisfied at the time of the resolution.

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

Stoke-on-Trent

Signature of Declarant

the 26th day of November

One thousand nine hundred and eighty-one

before me John N.A. Shewatt

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

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

Linklaters & Paines (SMT)  
Barrington House,  
59/67 Gresham Street,  
London,  
EC2V 7JA.

For official use  
General section

Post room



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GOODWIN PLC

(As altered by Special Resolution passed 18th August, 1958  
and by Resolution of the Board on 25th November, 1981)

1. The name of the Company is "GOODWIN PLC".
2. The Company is to be a public company.
3. The Registered Office of the Company will be situate in England and Wales.
4. The objects for which the Company is established are:—
  - (1) (a) To acquire and carry on in particular the business of Iron Founders and Engineers heretofore carried on by George Goodwin, William Lawton Goodwin, Frank Goodwin, John Stanley Goodwin and Frederick Rushton in co-partnership under the style or firm of R. Goodwin & Sons at Ivy House Foundry, Ivy House Road, Hanley in the City of Stoke on Trent and for that purpose to enter into an agreement with the said George Goodwin, William Lawton Goodwin, Frank Goodwin, John Stanley Goodwin and Frederick Rushton in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.
  - (b) To carry on business as iron and brass founders, mechanical, electrical and general engineers, boiler makers, millwrights, metal workers and metallurgists, machinists, iron and steel converters, smiths, wood-workers, ironmasters, steel makers, smelters, tin plate makers, blast furnace proprietors, ore, importers and workers, sand blast workers, refiners and workers generally, manufacturers of machinery of every description, tool makers, agricultural implement makers, constructional engineers, motor engineers, oil

fuel engineers, water supply engineers, galvanizers, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, wheelwrights, cement and asbestos manufacturers, builders, wood and timber merchants, joiners, brick and tile manufacturers, warehousemen, storage contractors, carriers and haulage contractors, garage proprietors, and oil merchants and contractors generally.

- (c) To carry on business as manufacturers and repairers of, and dealers in springs, tools, forgings, castings, plates, boilers, engines, stoves, screws, nails, machinery, presses, implements, gears, motor cars, motor lorries, omnibuses, coaches, tramcars, locomotives, railway carriages and trucks and other vehicles, aeroplanes, seaplanes, airships and other aircraft, ironmongery and hardware and wireless goods.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to

place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any

exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.

- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To support and subscribe to any charitable or public object and any association, institution, society or club which may be for the benefit of the Company or of any subsidiary or associated company or the employees (including Directors and ex-Directors) of the Company or any such other company or may be connected with any town or place where the Company or any such other company carries on business, and to establish, support, maintain and aid in the establishment, support and maintenance of associations, institutions, funds or profit-sharing or other schemes (whether contributory or non-contributory) calculated to benefit employees or ex-employees (including Directors and ex-Directors) of the Company or any such other company or its or their predecessors in business and the wives, widows, relatives or dependants of such persons, and to grant pensions, gratuities or allowances to such persons, their wives, widows, relatives or dependants, and to make payments for or towards the insurance of any such persons as aforesaid.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

5. The liability of the Members is limited.

\* 6. The Share Capital of the Company is £15,000, divided into 15,000 Shares of £1 each. The Company has power to increase, reduce or alter its Capital in any way authorised by Law and to attach



to the Shares in the Capital for the time being, and any of them or it, any preferential, deferred, qualified or special rights, privileges or qualifications, restrictions or conditions, but subject to the provisions of the Companies Act, 1929, or any statutory modification thereof, so far as the same are applicable and the regulations of the Company for the time being.

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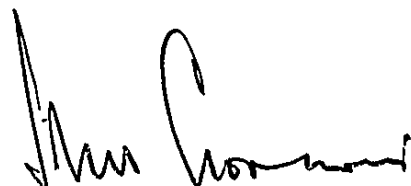
**\* NOTE:**

(i) *By virtue of an Ordinary Resolution passed on the 2nd April 1951 and Ordinary and Special Resolutions passed on the 18th August 1958 the Share Capital has been altered and increased so that at the date of filing of a print of the Memorandum of Association of the Company as altered by Special Resolution passed on the 18th August 1958 the nominal capital was £225,000, divided into 45,000 6% Redeemable Cumulative Preference Shares of £1 each, 900,000 Ordinary Shares of 2/- each and 900,000 Deferred Ordinary Shares of 2/- each.*

(ii) On 30th April, 1963 the 6% Redeemable Cumulative Preference Shares were redeemed and on 30th April, 1964 the Deferred Ordinary Shares were converted into Ordinary Shares ranking pari passu with the existing Ordinary Shares.

(iii) By a Resolution passed on 23rd September, 1964, the share capital of the Company was increased from £180,000 to £360,000 by the creation of 1,800,000 additional Ordinary Shares of 2/- each.

(iv) By a Resolution passed on 11th February, 1977 the share capital of the Company was increased from £360,000 to £720,000 by the creation of 3,600,000 additional Ordinary Shares of 10p each.



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
GEO. GOODWIN, Kendal, Werrington Rd., Bucknall, Engineer.	One.
WILLIAM LAWTON GOODWIN, 20, Baker St., Bucknall, Engineer.	One.
FRANK GOODWIN, Engineer, Cresford, Werrington Rd., Bucknall.	One.
JOHN STANLEY GOODWIN, Engineer, Ash Bank, Bucknall.	One.
FREDERICK RUSHTON, " Romar," Eaves Lane, Bucknall, Engineer.	One.

Dated this 4th day of October 1935.

Witness to the above Signatures:—

J. U. W. CLARKE,  
Clerk to Messrs. Challinors & Dickson,  
Solicitors,  
Hanley.

This is a print of the Memorandum of Association of the Company as altered by Special Resolution passed by the Company on the 18th August 1958.

9th September 1958.

JOHN STANLEY GOODWIN,  
Director.

# FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME  
AND RE-REGISTRATION AS A PUBLIC COMPANY

No. 305907

1116

I hereby certify that

R. GOODWIN & SONS (ENGINEERS) LIMITED

having by special resolution and with the approval of the Secretary of State changed its name and having this day been re-registered under the Companies Acts 1948 to 1980 as a public limited company is now incorporated under the name of

GOODWIN PLC

Given under my hand at Cardiff the 1ST FEBRUARY 1982

A handwritten signature in ink, appearing to read 'A. J. Jones'.

Assistant Registrar of Companies

# THE COMPANIES ACTS 1948 TO 1976

## Notice of overseas interests

Pursuant to section 6(3) of the Companies Act 1976

Please do not  
write in this  
binding margin

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

To the Registrar of Companies

Company number

305907

For official use

124

Name of company

Goodwin Plc

Limited\*

\*delete if  
inappropriate

### Note

Please read the  
notes overleaf  
before  
completing this  
form.

The directors of the above-named company hereby give you notice in accordance with section 6(3) of the Companies Act 1976 that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and hereby claim an extension of three months to the period allowed under section 6 of the Companies Act 1976 for laying and delivering accounts in relation to the accounting reference period [ending] [which ended on]†

Day Month Year

3 0 0 4 1 9 8 5

†delete as  
appropriate

Signed

[Delete] [Secretary]† Date 21 January 1985

Presenter's name, address and  
reference: [if any]

The Secretary  
Goodwin Plc  
Ivy House Foundry  
Hanley  
Stoke-on-Trent  
ST1 3NR

For official use

Data punch

General section

Postroom



**G****COMPANIES FORM No. 242****Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests****242**

Pursuant to section 242 of the Companies Act 1985

Please do not  
write in this  
marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of company† delete as  
appropriate

To the Registrar of Companies

For official use

Company number

1127

305907

Name of company

\* GOODWIN PLC

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3 0 0 4 1 9 8 6

Signed



[Director][Secretary]† Date

20/3/86

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

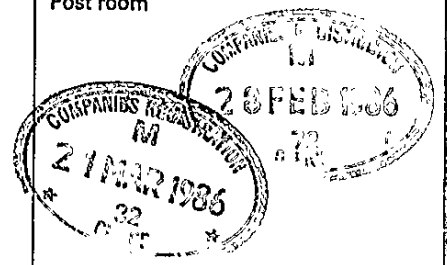
0 5 0 4 1 9 8 5

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

The Secretary,  
Goodwin PLC.,  
Ivy House Foundry,  
Hanley,  
Stoke-on-Trent.  
ST1 3NR

For official Use  
General Section

Post room



**G**

COMPANIES FORM No. 242

**242****Notice of claim to extension of  
period allowed for laying and  
delivering accounts — oversea  
business or interests**

Pursuant to section 242 of the Companies Act 1985

Please do not  
write in this  
marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of company† delete as  
appropriate

To the Registrar of Companies

For official use

Company number

[11310]

305907

Name of company

\* GOODWIN PLC

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] [which ended on] †

Day Month Year

3	0	0	4	1	9	8	7
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Signed



[Director] [Secretary] † Date 20.2.87

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5
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Presentor's name address and  
reference (if any):

The Secretary,  
Goodwin PLC.,  
Ivy House Foundry,  
Hanley,  
Stoke-on-Trent,  
ST1 3NR

For official Use  
General Section

Post room



# G

COMPANIES FORM No.353a

## Notice of place for inspection of a register of members which is kept in a non-legible form, or of any change in that place

# 353a

Please do not  
write in  
this margin

Pursuant to the Companies (Registers and Other Records) Regulations 1985

**Note:** For use only when the register is kept by computer or in some other non-legible form

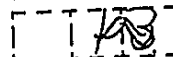
131

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

To the Registrar of Companies

For official use

Company number



305907

Name of company

\* GOODWIN PLC

\* Insert full name  
of company

gives notice, in accordance with regulation 3(1) of the Companies (Registers and Other Records) Regulations 1985, that the place for inspection of the register of members of the company which the company keeps in a non-legible form is [now]:

NATIONAL WESTMINSTER BANK PLC, REGISTRAR'S DEPARTMENT, PO BOX 82  
CAXTON HOUSE, REDCLIFFE WAY, BRISTOL

Postcode

BS99 7NH

† delete as  
appropriate

Signed

[Director][Secretary]† Date 23 April 1987

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 291010

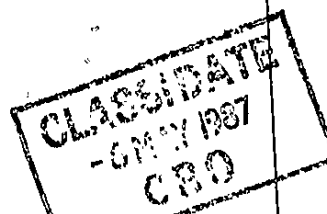


Presenter's name address and  
reference (if any):

National Westminster Bank PLC  
Registrar's Department  
PO Box 82, Caxton House  
Redcliffe Way  
BRISTOL BS99 7NH

For official Use  
General Section

Post room





COMPANIES FORM No. 242

**Notice of claim to extension of  
period allowed for laying and  
delivering accounts — oversea  
business or interests**

**242**

Pursuant to section 242 of the Companies Act 1985

Please do not  
write in this  
margin

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

\* insert full name  
of company

† delete as  
appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

305907
--------

Name of company

* GOODWIN PLC
---------------

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] ~~[which ended on]~~†

Day Month Year

3	0	0	4	1	9	8	8
---	---	---	---	---	---	---	---

Signed

*P. L. Smith*

[Director][Secretary]† Date 25.2.88

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

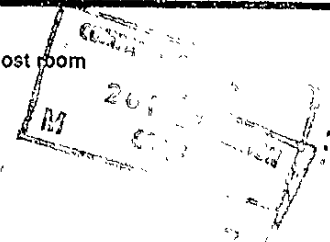
0	5	0	4	1	9	8	5
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Presentor's name address and  
reference (if any):

The Secretary,  
Goodwin PLC,  
Ivy House Foundry,  
Hanley,  
Stoke-on-Trent,  
ST1 3NR.

For official Use  
General Section

Post room





**Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests**

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

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

\* Insert full name of company

† delete as appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

305907

Name of company

\* GOODWIN PLC

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3	0	0	4	1	9	8	9
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Signed

[Director][Secretary]† Date 24.02.89

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

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

GOODWIN PLC  
JYY HOUSE FOUNDRY  
HANLEY  
STOKE-ON TRENT

For official Use  
General Section

Post room

COMPANIES HOUSE  
27 FEB 1989

M

70

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION

OF

GOODWIN PLC

Passed 15th November, 1989.

At a General Meeting of the Company held on 15th November, 1989, the following Resolution was duly passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

THAT for the purposes of Article 102 of the Articles of Association of the Company the Directors of the Company be and are hereby authorised to permit the borrowings of the Company and its subsidiary companies (which in their present amount be and are hereby approved and ratified) to exceed twice the amount of the issued and paid up share capital of the Company for the time being provided that the aggregate amount for the time being remaining undischarged of all monies borrowed by the Company and/or any of its subsidiary companies (exclusive of monies borrowed by the Company from and for the time being owing to any such subsidiary or by any such subsidiary from and for the time being owing to the Company or another such subsidiary) shall not at any time exceed the aggregate of twice the amount of:-

- (a) the issued and paid up share capital of the Company for the time being; and
- (b) the total of the consolidated capital and revenue reserves of the Company and its subsidiaries (including any share premium account, capital redemption reserve and credit balance on the consolidated profit and loss account but excluding any negative reserve representing goodwill arising on acquisitions) as shown in the latest audited consolidated balance sheet of the Company and its subsidiaries from time to time but adjusted as may be necessary to take into account the capital and revenue reserves of any company which has become a subsidiary of the Company since the date of its latest audited balance sheet.

but so that such limit shall not be treated as exceeded by the borrowing of any monies to be applied in the repayment of any sums previously borrowed or raised and outstanding, together with any premium payable thereon.

This authority shall continue in force until revoked or amended pursuant to the terms of the said Article 102.

... *S. L. Paul* ... 15th Nov 1989 ...  
Secretary

**G****COMPANIES FORM No. 242****242****Notice of claim to extension of  
period allowed for laying and  
delivering accounts — overseas  
business or interests**

Pursuant to section 242 of the Companies Act 1985

Please do not  
write in this  
margin

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

305907

Name of company

\* GOODWIN PLC

\* Insert full name  
of company


The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

† delete as  
appropriate

Day Month Year

3	0	0	4	1	9	9	0
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Signed



[Director][Secretary]† Date 26.02.90

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5
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Presenter's name address and  
reference (if any):For official Use  
General Section

COMPANIES HOUSE
27 FEB 1990
M 78

**Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests**

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

305907

Name of company

\* insert full name of company

\* GOODWIN PLC.,

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

† delete as appropriate

Day Month Year

3	0	0	4	1	9	9	1
---	---	---	---	---	---	---	---

Signed

[Director][Secretary]† Date

27.02.91

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

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

For official Use  
General Section

Post room

**G**

COMPANIES FORM No. 244

**244****Notice of claim to extension of  
period allowed for laying and  
delivering accounts — oversea  
business or interests**Please do not  
write in this  
marginPursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

305907

Name of company

\* GOODWIN PLC

\* insert full name  
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] ~~which ended on 31~~

† delete as  
appropriate

Day Month Year

3 0 0 4 1 9 9 2

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation‡ Secretary

Date 11th March 1992

**Notes**

- 1 A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presenter's name address  
telephone number and reference (if any).

P. Higgs  
Goodwin PLC  
Ivy House Foundry  
Hanley, Stoke-on-Trent.

Tel. 0782 208046

For official use

DEB

Post room

11 MAR 1992

76

**G**

COMPANIES FORM No. 244

**244****Notice of claim to extension of  
period allowed for laying and  
delivering accounts — oversea  
business or interests**Please do not  
write in this  
marginPursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

305907

Name of company

\* GOODWIN PLC

\* insert full name  
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] ~~which ended on~~ ~~the~~

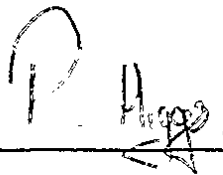
† delete as  
appropriate

Day Month Year

3 0 0 4 1 9 9 3

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Designation‡

Secretary

Date

9/2/93

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
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4. The date in the box on the form should be completed in the manner illustrated below.

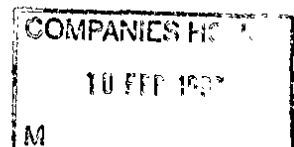
0 5 0 4 1 9 8 5

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

P. Higgs  
Goodwin PLC,  
Ivy House Foundry,  
Hanley,  
Stoke-on-Trent.  
ST1 3NR

For official use  
D.E.B.

Post room



**G**

COMPANIES FORM No. 244

**Notice of claim to extension of  
period allowed for laying and  
delivering accounts — oversea  
business or interests****244**Please do not  
write in this  
marginPursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

305907

Name of company

\* GOODWIN PLC

\* insert full name  
of company† delete as  
appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company (ending) ~~(which ended on)†~~

Day Month Year

3 0 0 4 1 9 9 4

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation‡ Secretary

Date 14/2/94

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presentor's name address  
telephone number and reference (if any):

P. Higgs,  
Goodwin PLC,  
Ivy House Foundry,  
Hanley, Stoke-on-Trent  
Tel. 0782 208040

For official use  
D.E.B.

Post room