

Company No. 472265. *File*

C. F. BOOTH LIMITED

AT an Extraordinary General Meeting of the Members of the above Company held at *11* o'clock in the *After* noon of *December* day the *25<sup>th</sup>* day of *December* 1970 at Clarence Metal Works, Armer Street, Rotherham in the County of York, the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

"That paragraph 3 (6) of the Memorandum of Association of the Company be altered by the addition thereto at the end thereof of the following words:-

'and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien either in conjunction with or independent of the foregoing powers to secure and guarantee the performance by the Company or any other person firm or company of any obligation or liability undertaken by the Company or any other person firm or company as the case may be.' "

*C F Booth*

CHAIRMAN.

I hereby certify that this is a true copy of the Memorandum of Association of C.F. Booth Limited as altered by a Special Resolution passed on the 25th day of March 1970.

DATED this 12<sup>th</sup> day of June, 1970

Director.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

## C. F. BOOTH LIMITED

(As amended by Special Resolution passed on the 25th March, 1970)

1. The name of the Company is "C. F. BOOTH 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 the sale of Scrap Metals, Waste Materials, Coal, Coke, Firewood, Waste Paper and dealer in Scrap Metals, Iron, rags and Waste Materials heretofore carried on by Clarence Frederick Booth at Old Sheffield Road and Elwis St. Doncaster and for that purpose to enter into an agreement with the said Clarence Frederick Booth 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 buyers, importers, exporters, merchants and dealers of and in scrap metals, machinery, tools, rags, fents, waste paper, cardboard, wool, silk, cotton, linen, cloths, rope, baggage, tyres, rubber, oil, grease, skins, bone, horn, offal, clinkers, ashes, batteries, bottles, jars, mungo, shoddy, furniture, bedding and generally waste and scrap materials and goods of any

kind.

- (c) To carry on business as waste and scrap merchants, general merchants, marine store keepers, salvage buyers, coal, coke, fuel and firewood merchants, dyers, cleaners, bleachers, repairers, laundry proprietors, shoddy and mungo manufacturers, paper manufacturers, stationers, oil merchants, ironmongers, hardware dealers, warehousemen, carriers and haulage contractors.
- (D) To sort, grade, clean, restore, manipulate and prepare for the market, and sell or otherwise deal with waste materials of any kind, and to recondition the same or make such other use of the same as may be thought fit.
- (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 and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any

part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien either in conjunction with or independent of the foregoing powers to secure and guarantee the performance by the Company or any other person firm or company of any obligation or liability undertaken by the Company or any other person firm or company as the case may be.

- (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 subscribers for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes and 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 54 of the Companies Act, 1948, 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 enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

(22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.

(24) To distribute any of the property of the Company among its Members in specie.

(25) 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 £10,000, divided into 10,000 Shares of £1 each.

NOTE.—(1) Increased to £50,000 divided into 50,000 Shares of £1 each by Ordinary Resolution of the 22nd day of December, 1960.

(2) Designated Ordinary Shares and increased to £150,000 divided into 150,000 Ordinary Shares of £1 each by Ordinary Resolution on 11th day of April, 1963.

(3) Paragraph 3 (6) was altered by Special Resolution passed on the 25th March, 1970, by addition of the words commencing "and in particular" to the end of the sub-paragraph.

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
CLARENCE FREDERICK BOOTH, Old Sheffield Rd., Rotherham, Scrap Merchant.	1
KENNETH FREDERICK BOOTH, Old Sheffield Rd., Rotherham, Scrap Merchant.	1
Total Shares taken ..	2

Dated this 19th day of August, 1949.

Witness to the above Signatures :—

M. HAROLD,  
Solicitor,  
Rotherham.