

**Abstract**



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Figure 1

Figure 11

**Abstract**

1950年10月1日

## Electroanalysis

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Bayerische Staatsbibliothek

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7-24

# THE COMPANIES ACT, 1948.



A fee  
Companies  
Registration  
Form 41 must be  
inserted here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2)

Insert the  
Name of the  
Company.

WILLIAMS, McDONNELL

LIMITED.

Presented by

The Solicitors' Law Stationery Society, Limited,

14 Hanover Street,

Glasgow, G.2.

The Solicitors' Law Stationery Society, Limited,

137 Hope Street, Glasgow, G.2.

PRINTED AND PUBLISHED BY THE SOCIETY OF COMPANIES BOOKS AND FORMS.

London: Printed and Published by the Society of Companies Books and Forms.

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27 28 29 30 31

Do solemnly and sincerely declare that I am (" )

"A person named by the Articles of Association

1949 年 10 月 1 日

SECRET

Limited, and that all the requirements of the Companies Act, 1948, 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."

東坡先生集卷之五

437

country -  
the seventh day of March 1969

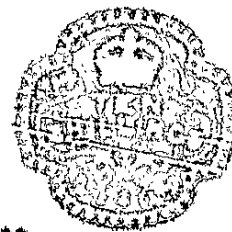
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William C. Swan J.P. for the County of Albany  
 A Commissioner for Oath: [see back page for  
 signature and seal]

1. The first step in the process of the formation of the State is the formation of the State apparatus.

These margins reserved for binding should not be written across.

COMPANY LIMITED BY SHARES



## Memorandum of Association

in

### WALLACE, McDOWALL LIMITED.

1. The name of the Company is "WALLACE, McDOWALL LIMITED."

2. The registered office of the Company will be situate in Scotland.

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

(1) To carry on in Scotland and elsewhere the businesses of light and heavy engineers in all or any of the branches of engineering, exporters, importers and dealers of and in and agents for metals and alloys and products thereof, manufacturers, refiners and smelters of metals and alloys of all kinds, metallurgists, iron foundries, brassfounders, steel makers, metal workers, moulders, patternmakers, tool and implement makers, machinists, millwrights, galvanisers, electro-platers, japanners, enamellers, welders, tin and copper-smiths, black-smiths, ironmongers, wire drawers, mechanical, electrical, motor, sanitary, ventilating, heating, structural and general engineers, chemists, chemical manufacturers, miners of and searchers for all kinds of metals, minerals, materials and substances.

(2) To carry on any other business whatsoever similar to the main business of the Company as specified in sub-clause (1) hereof, or which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such main business as aforesaid, or to calculate directly or indirectly to develop any branch of the business of the Company or to increase the value of or render more profitable any of the assets, properties or rights of the Company.

- (3) To carry out the objects of the Company as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and likewise to do all such other things as are incidental or may be thought conducive to the attainment of the objects of the Company, and in particular and without prejudice to this generality, in aid of and for the purposes of the Company.
- (4) To acquire and take over the whole or any part of the business, property and liabilities of any persons (including therein any partnership or corporation) carrying on any business which the Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of the Company.
- (5) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (6) To purchase, sell, exchange, take on lease, hire or otherwise acquire, any heritable or moveable property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (7) To borrow or raise money and to secure the payment thereof by bond and disposition in security, disposition or assignation, *ex facie* absolute or in trust, or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other way and to burden or pledge all or any of the properties or assets of the Company, including its uncalled capital.
- (8) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents.
- (9) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or the widows or dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (10) To lend money with or without security, on any terms that may be thought fit and particularly to customers or other persons having dealings with the Company, and to guarantee the contracts or obligations of customers or other such persons as aforesaid.

- (4) To carry out the objects of the Company as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and likewise to do all such other things as are incidental or conducive to the attainment of the objects of the Company, and in particular to do all such things as are necessary, in and out of and for the purposes of the Company.
- (5) To acquire and take over the whole or any part of the business, property and liabilities of any persons including therein any partnership or corporation carrying on any business which the Company is authorized to carry on, or possessed of any property or rights suitable for the purposes of the Company.
- (6) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (7) To purchase, sell, exchange, take on lease, hire or otherwise acquire, any heritable or moveable property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (8) To borrow or raise money and to secure the payment thereof by bond and disposition in security, disposition or assignation, *ex facie* absolute or in trust, or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other way and to burden or pledge all or any of the properties or assets of the Company, including its uncalled capital.
- (9) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents.
- (10) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or the widows or dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (11) To lend money with or without security, on any terms that may be thought fit and particularly to customers or other persons having dealings with the Company, and to guarantee the contracts or obligations of customers or other such persons as aforesaid.

- (11) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient,
- (12) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any persons engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit, whether direct or indirect.
- (13) To amalgamate with any other company or companies
- (14) To sell, lease out, exchange, let or otherwise dispose of the whole properties and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not.
- (15) To distribute any of the property of the Company among the members in specie.

All the foregoing objects shall be read and construed as separate and distinct objects, and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £20,000, divided into 20,000 shares of £1 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.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>John Douglas Thompson.</i> 12 Lochpark, Doonfoot. AYR.</p>	ONE.
<p><i>John Thompson</i> 77 Monmouth Road AYR.</p>	ONE.
<p><i>Thomas Quate,</i> 49 Hipton Road AYR.</p>	ONE.
<p><i>John Thompson</i> Engineer</p>	ONE.

DATED this 27<sup>th</sup> day of March 1969.

WITNESS to the above Signatures:—

*James Wilson*

*21, Crawford Terrace,*

*Ayr.*

*Chartered accountant*



COMPANY LIMITED BY SHARES.



Articles of Association

OF

WALLACE, McDOWALL  
LIMITED.

PRELIMINARY.

1. The Company is established as a Private Company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to that Act (hereinafter referred to as "Table A Part II") shall apply to the Company.

2. Regulations 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 and 136 of Part I of Table A in the same Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 11 (but not regulation 5) of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to Article 4 hereof, and to Regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount, except as provided by Section 87 of the Act. No share or debenture of the Company shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture of the Company, in any circumstances in which the Company would by reason thereof lose its status as an Exempt Private Company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that

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to decline to accept the shares offered. The Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner heretofore provided.

#### LIIA.

5. In Regulation 11 of Table A, Part I, the words "(not being a fully paid Share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

7. (a) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(b) A share shall not be transferred otherwise than as provided in paragraph (a) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if within said period of seven days through no default of the retiring member the purchase is not completed, the retiring member may at any time within six months after the sale notice was given, but subject to Regulation 3 of Table A, Part II, sell such share to any person and at any price.

18) No share shall be issued or transferred to any child in profligacy or in minority, bankrupt or person of unsound mind.

19) Any declaration of dividend, nomination or otherwise by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself shall for the purposes of regulation 3 of Table A, Part II, be deemed to be a transfer, and the Directors shall accordingly be entitled to decline to register such person as the holder thereof except where he is a person to whom a transfer of shares might be made by the member pursuant to paragraph (a) of this Article.

### TRANSMISSION OF SHARES.

8. The proviso to Regulation 32 of Table A, Part 2, shall be omitted.

### PROCEEDINGS AT GENERAL MEETINGS.

9. The following words shall be added at the end of Regulation 56 of Table A, Part I, namely:

The foregoing provisions of this and the last preceding Regulation shall not apply to a separate General Meeting held under Regulation 4 hereof. In the case of any such meeting the holders of shares of the class affected who are present shall choose one of their number to be Chairman of the Meeting.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A, Part I.

### DIRECTORS.

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven. The following shall be the first Directors of the Company, that is to say: WILLIAM SLATTERY, 14 Moley Place, Annabank, Engineer; JOHN DOUGLAS THOMPSON, 12 Lockpark, Doonah, Ayr, Sales Manager; DAVID KITCHENER HENDERSON, 76 South Beach, Troon, Engineer; JOHN THOMPSON, 77 Monument Road, Ayr, Engineer; and THOMAS QUAYE, 49 Milton Road, Ayr, Accountant.

12. The words "in General Meeting" shall be inserted after the words "unless the Company" in Regulation 78 of Table A, Part I.

### BORROWING POWERS.

13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.

## POWERS AND DUTIES OF DIRECTORS

14. Save only as provided in Paragraph (4) of Regulation 84 of Table A, Part I, a Director may as a Director vote upon any contract or arrangement in which he is interested or any matter arising thereout and may be counted in the quorum present at any Meeting of Directors at which any such contract, arrangement or matter is considered, and accordingly Paragraph (2) of Regulation 84 of Table A, Part I, shall be omitted.

## DISQUALIFICATION OF DIRECTORS.

15. The office of a Director shall be vacated--

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a Resolution duly passed under Section 184 of the Act.

16. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

## ROTATION OF DIRECTORS.

17. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed 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.

18. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from his office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

## ACCOUNTS.

19. In Regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of Section 158 (1) (d) of the Act" shall be inserted after the words "joint holders of any shares or debentures" at the end of that regulation.

## WINDING UP.

20. In Regulation 28 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

## INDEMNITY.

21. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

---

NAME, ADDRESS, AND DESCRIPTION OF SUBMITTERS

---

John Douglas Thompson.

12. Lehighpark,  
Dorchester,  
Ayr.

J. D. Thompson.  
(Sales Manager).

John Macdonald Thompson.  
16 South View,  
Thurso.

Engineer

John Thompson  
77 Mansfield Road  
Ayr.

John Thompson Engineer

Thomas Quigley,  
69 North Road,  
Ayr.

T. Quigley  
Accountant.

---

DATED this 27<sup>th</sup> day of March 1969.

WITNESS to the above Signatures:-

James A. McNeill

241 Renshaw Road

Ayr.

Chartered Accountant

46491/4

# THE STAMP ACT 1891.

(34 & 35 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.

## Statement of the Nominal Capital

OF

COLLAGE, McDONALD

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1896, Section 30 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.*—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Printed by

The Ballantynes' Law Stationery Society, Limited,

107 Hope Street, Glasgow, C.2.

The Ballantynes' Law Stationery Society, Limited,

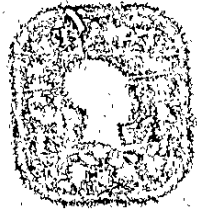
107 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.





# THE NOMINAL CAPITAL



CAPITAL, £100,000.

Limited,

is £ 30,000 divided into 30,000

Shares of £1 each.

Signature

*John O'Hanlon*

Description Director.

Dated the twenty-seventh day of March 1959

This statement should be signed by an Officer of the Company.

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



Wallace, McDowall Limited  
Kyle Works  
7 Kyle Road  
Irvine  
KA12 8JH

30 October 1992

BSD/CRM/EWH

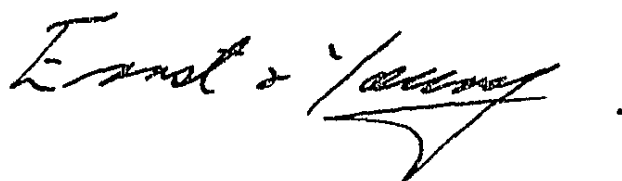
46491

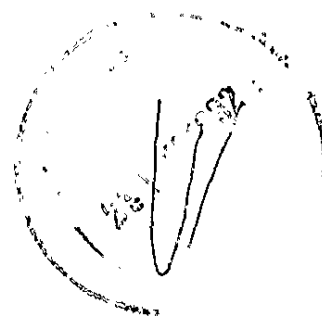
Dear Sirs

In accordance with section 392 of the Companies Act 1985, we write to notify you of our formal resignation as auditors of your company. This resignation take effect from the time at which you receive this letter.

In accordance with section 394(1) of that Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully





WALLACE, McDOWALL LIMITED  
(Incorporated in Scotland No. 46491)

---

At an Extraordinary General Meeting of Wallace, McDowall Limited held on 16 April 1993 the following resolution was duly passed as a Special Resolution:-

That the regulations contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman as relative to this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

  
.....  
Director/Secretary



This is a copy of the Articles of Association referred to as relative to the resolution proposed at the Extraordinary General Meeting of the Company to be held on 16 April 1993

.....*W. S. Galt*.....  
Chairman

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES

NEW  
ARTICLES OF ASSOCIATION  
of  
WALLACE, McDOWALL LIMITED

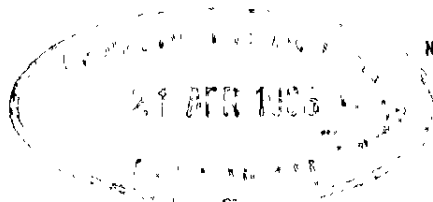
(Adopted by Special Resolution passed on 16 April 1993)

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PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company. In these Articles references to "Regulations" are to regulations of Table A and "the Parent" means the corporation (if any) which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company.
2. Regulations 3, 24 to 26, 40, 54, 65 to 68 inclusive, 73 to 80 inclusive, 87, 89, 90, 94, 95, 118 and the last sentence of Regulation 84 shall not apply to the Company and the following Regulations shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal"



and the substitution of the words "executed in terms of Section 36B of the Act";

Regulation 82 by the addition of the words "by way of directors' fees" between the words "remuneration" and "as"; and

Regulation 85(c) by the addition of the words ", subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not".

Unless otherwise required by the context of the Articles, words or expressions which are defined in Table A shall have the same meaning in the Articles.

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa.

#### SHARE CAPITAL

3. The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit; provided that:-
  - (a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the Company from time to time while this authority is in force; and
  - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which this Article was adopted as part of the Articles provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be

allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

4. Section 89(1) of the Act shall not apply to any allotment of shares in the Company.
5. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, shall determine by special resolution.

#### TRANSFER OF SHARES

6. The Directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent, the transfer by any other person of any share in the Company, but the Directors shall not register a transfer in any other circumstances.

#### NOTICE OF GENERAL MEETINGS

7. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the Directors in their capacity as such. Regulation 38 shall be amended accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any meeting unless a quorum is

present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum provided that if the Company shall have only one member, one member present in person or by proxy or by duly authorised representative of a corporation, as the case may be, shall be a quorum.

9. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
10. In the case of a corporation, the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
11. In the case of a corporation, a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of section 375 of the Act.
12. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.

#### POWERS OF DIRECTORS

13. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution

appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

14. The Directors may delegate any of their powers to committees consisting of one or more Directors or other persons approved by the Parent. References in these Articles to a committee of Directors or to a director as a member of such committee shall include a committee or person referred to in this Article. Regulation 72 shall be modified accordingly.

#### PROCEEDINGS OF DIRECTORS

15. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
16. A Director absent or intending to be absent from the United Kingdom may request the Directors during his absence to send notice of meetings of the Directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.
17. Any Director (including an alternate Director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place

where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

18. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of calling a general meeting.
19. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.

#### ALTERNATE DIRECTORS

20. Any Director (other than an alternate Director) may appoint any other Director or any other person approved by the Parent and willing to act to be an alternate Director and may remove from office an alternate Director so appointed by him. An alternate Director may represent one or more Directors. An alternate Director shall forthwith cease to be an alternate Director if his appointor ceases for any reason to be a Director.
21. An alternate Director shall be entitled:-
  - (a) to receive notice of all meetings of Directors and of all committees of Directors of which his appointor is a member and to attend any such meeting;
  - (b) to one vote for every Director whom he represents who is not personally present in addition to his own vote (if any) as a Director at any meeting of the Directors or of any committee of



Directors; and

- (c) to sign a resolution in writing of the Directors on behalf of every Director whom he represents as well as on his own account if he himself is a Director.

An alternate Director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of Directors or of committees of which his appointor is a member. At such meetings an alternate Director shall count as only one for the purposes of determining whether a quorum is present.

- 22. An alternate Director shall be entitled generally to perform all the functions of his appointor as a Director in his absence but shall not as an alternate Director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
- 23. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

- 24. The Parent may from time to time appoint any person or persons as a Director or Directors of the Company (either as an additional Director or to fill a vacancy) and may remove from office as such any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing signed by or on behalf of the Parent by a director or the secretary thereof and shall take effect upon lodgement at the office, or from such later time as shall be stated in such notice.

INSURANCE AND INDEMNITY

25. The Company shall with the written consent of the Parent be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
26. Subject to the provisions of the Act, the Company may with the written consent of the Parent indemnify every Director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

DIRECTORS' GRATUITIES AND PENSIONS

27. The Directors may with the prior written consent of the Parent establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or the Parent or any company which is a subsidiary of the Company or the Parent or is allied to or associated with the Company or the Parent or any such subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time Directors or

officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any other such company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, and may, with such consent as aforesaid, establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or for any such other company as aforesaid or of any such persons as aforesaid, make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid; Provided that the Directors shall not be entitled without the prior consent of the Parent to exercise the powers conferred by this Article in favour of any person who is or was a director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

46491

Name of company

\* WALLACE McDOWALL LIMITED

\* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

**Note**  
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	1	2	1	9	9	3
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~holding company~~† of Motherwell Bridge  
Holdings Limited

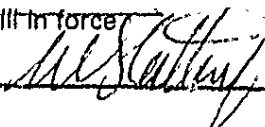
\_\_\_\_\_, company number 3779  
the accounting reference date of which is 31/12

~~If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:~~

An ~~administration order~~ was made in relation to the company on \_\_\_\_\_

~~and it is still in force~~

Signed



Designation†

Director

Date

16/4/93

Presentor's name address and reference (if any):  
McGrigor Donald  
Solicitors  
68-73 Queen Street  
EDINBURGH EH2 4NF  
Ref:NJA

For official Use  
General Section

Post room

--	--

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

46491

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES

NEW  
ARTICLES OF ASSOCIATION  
of  
WALLACE, McDOWALL LIMITED

(Adopted by Special Resolution passed on 16 April 1993)

---

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company. In these Articles references to "Regulations" are to regulations of Table A and "the Parent" means the corporation (if any) which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company.
2. Regulations 3, 24 to 26, 40, 54, 65 to 68 inclusive, 73 to 80 inclusive, 87, 89, 90, 94, 95, 118 and the last sentence of Regulation 84 shall not apply to the Company and the following Regulations shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of Section 36B of the Act";

Regulation 82 by the addition of the words "by way of directors' fees" between the words "remuneration" and "as"; and



HJA:wallace-arts.doc 15 April 1993

Regulation 85(c) by the addition of the words ", subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not".

Unless otherwise required by the context of the Articles, words or expressions which are defined in Table A shall have the same meaning in the Articles.

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa.

#### SHARE CAPITAL

3. The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit; provided that:-
  - (a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the Company from time to time while this authority is in force; and
  - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which this Article was adopted as part of the Articles provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

4. Section 89(1) of the Act shall not apply to any allotment of shares in the Company.
5. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, shall determine by special resolution.

#### TRANSFER OF SHARES

6. The Directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent, the transfer by any other person of any share in the Company, but the Directors shall not register a transfer in any other circumstances.

#### NOTICE OF GENERAL MEETINGS

7. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the Directors in their capacity as such. Regulation 38 shall be amended accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum provided that if the Company shall have only one member, one member present in

person or by proxy or by duly authorised representative of a corporation, as the case may be, shall be a quorum.

9. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
10. In the case of a corporation, the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
11. In the case of a corporation, a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of section 375 of the Act.
12. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.

#### POWERS OF DIRECTORS

13. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.



14. The Directors may delegate any of their powers to committees consisting of one or more Directors or other persons approved by the Parent. References in these Articles to a committee of Directors or to a director as a member of such committee shall include a committee or person referred to in this Article. Regulation 72 shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

15. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
16. A Director absent or intending to be absent from the United Kingdom may request the Directors during his absence to send notice of meetings of the Directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.
17. Any Director (including an alternate Director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
18. The continuing Directors or a sole continuing Director may act

notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of calling a general meeting.

19. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.

#### ALTERNATE DIRECTORS

20. Any Director (other than an alternate Director) may appoint any other Director or any other person approved by the Parent and willing to act to be an alternate Director and may remove from office an alternate Director so appointed by him. An alternate Director may represent one or more Directors. An alternate Director shall forthwith cease to be an alternate Director if his appointor ceases for any reason to be a Director.
21. An alternate Director shall be entitled:-
  - (a) to receive notice of all meetings of Directors and of all committees of Directors of which his appointor is a member and to attend any such meeting;
  - (b) to one vote for every Director whom he represents who is not personally present in addition to his own vote (if any) as a Director at any meeting of the Directors or of any committee of Directors; and
  - (c) to sign a resolution in writing of the Directors on behalf of every Director whom he represents as well as on his own account

if he himself is a Director.

An alternate Director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of Directors or of committees of which his appointor is a member. At such meetings an alternate Director shall count as only one for the purposes of determining whether a quorum is present.

22. An alternate Director shall be entitled generally to perform all the functions of his appointor as a Director in his absence but shall not as an alternate Director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
23. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

24. The Parent may from time to time appoint any person or persons as a Director or Directors of the Company (either as an additional Director or to fill a vacancy) and may remove from office as such any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing signed by or on behalf of the Parent by a director or the secretary thereof and shall take effect upon lodgement at the office, or from such later time as shall be stated in such notice.

#### INSURANCE AND INDEMNITY

25. The Company shall with the written consent of the Parent be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of

any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

26. Subject to the provisions of the Act, the Company may with the written consent of the Parent indemnify every Director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

#### DIRECTORS' GRATUITIES AND PENSIONS

27. The Directors may with the prior written consent of the Parent establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to, the Company or the Parent or any company which is a subsidiary of the Company or the Parent or is allied to or associated with the Company or the Parent or any such subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any other such company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, and may, with such consent as aforesaid, establish and

subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or for any such other company as aforesaid or of any such persons as aforesaid, make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid; Provided that the Directors shall not be entitled without the prior consent of the Parent to exercise the powers conferred by this Article in favour of any person who is or was a director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

Our Ref APG/W0030:1/LH/AG

Wallace McDowall Limited  
Kyle Works  
7 Kyle Road  
Irvine  
AYRSHIRE  
KA12 8JH

1 October 1993

Dear Sirs

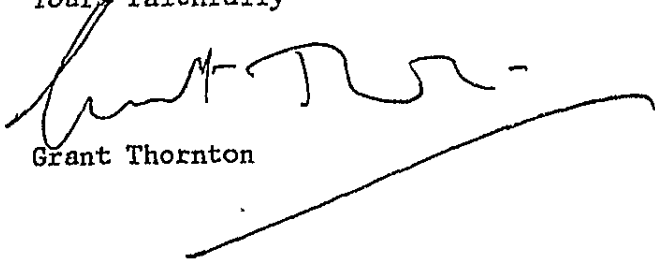
WALLACE McDOWALL LIMITED  
NEWTON FABRICATIONS LIMITED

In accordance with the Companies Act 1985, Sections 392 to 394 we write to inform you of our resignation as auditors of the above companies with immediate effect.

There are no circumstances connected with our ceasing to hold office which we consider should be brought to the notice of the members or creditors of the above companies.

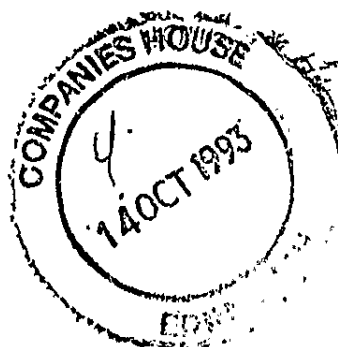
You are required to send a copy of this notice to the Registrar of Companies within fourteen days.

Yours faithfully

  
Grant Thornton

PO Box 151  
112 West George Street  
Glasgow G2 1QF  
Tel 041-332 7484  
Fax 041-333 0581

Authorised by The Institute of  
Chartered Accountants in England  
and Wales to carry on investment  
business. A list of partners may be  
inspected at the above address and  
at Grant Thornton House  
Euston Square London NW1 2EP



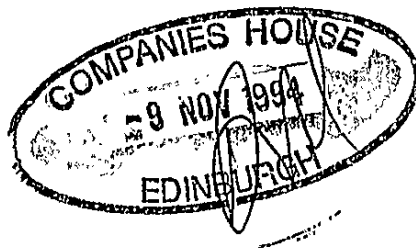
**WALLACE, McDOWALL LIMITED**  
**(Incorporated in Scotland No. 46491)**

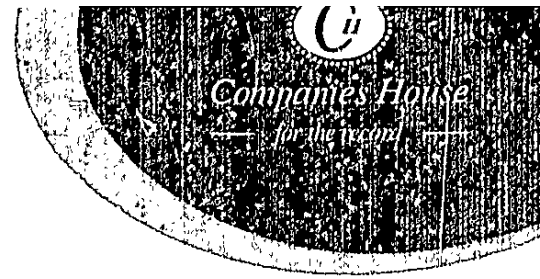
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At an Extraordinary General Meeting of WALLACE, McDOWALL LIMITED held on Wednesday, 2nd November, 1994 the following resolution was duly passed as an Ordinary Resolution:

"THAT the compensatory payment for loss of office in an amount of £30,000 proposed to be paid to one of the Directors, David McLauchlan Lindsay Corson, be and is hereby approved, pursuant to Section 312 of the Companies Act 1985."

  
.....  
Director/Secretary





## **NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD**

**Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.**

**The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.**

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