

~~The~~ *John Bagnall and Sons*

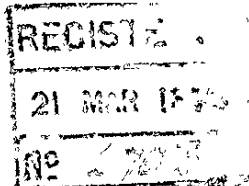
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Limited, is Incorporated under the Companies' Act, 1862, as a *Limited* Company, this

*Twenty-first* day of *March* One thousand  
eight hundred and *Seventy-three*

*E. E. Purson*

Registrar of Joint Stock Companies.



# Articles of Association

OF

## JOHN BAGNALL & SONS, LIMITED.

The Articles of Association regulating the Company shall be as follows:

### INTERPRETATION.

1. In the construction of these Articles unless the contrary is expressed or to be inferred from the context:—

Words signifying the singular number only, shall include the plural, Number. and vice versa.

Words signifying males only, shall include females. Gender.

Words signifying persons shall apply to Corporations, mutatis mutandis. Persons.

The following words shall have the following meaning (that is to say):

"Month" shall mean calendar month. "Month."

"The Company" shall mean John Bagnall and Sons, Limited. "The Company."

"The Directors" shall mean the Directors for the time being of the Company. "The Directors."

"Members" or "Member" shall mean Members or Member of the Company. "Members."

"Dividend" shall include Bonus. "Dividend."

### CONSTRUCTION.

2. The regulations of Table A in the first schedule to the "Companies Act, 1862," shall not apply to this Company except so far as the same are repeated or contained in these Articles. Table A not to apply.

### AGREEMENTS.

3. The agreement dated the 6th day of March, 1873, mentioned in the Memorandum of Association, is hereby adopted, subject to any modifications thereof which may be agreed upon between the parties thereto and the Company, and the Company shall forthwith enter into an agreement with the said Richard Samuel Bagnall, William Sutton Naylor, and Joseph Naylor, in substitution for such agreement, and in the same form (mutatis mutandis) as such agreement subject only to any such modifications as aforesaid. Agreement of 6th March, 1873 to be adopted.



## INCREASE AND REDUCTION OF CAPITAL.

Increase or  
reduction of  
capital.

4. The Directors may, with the sanction of a resolution of the Company previously given in General Meeting, increase its share capital by the issue of new shares; such increase to be of such aggregate amount and to be divided into shares of such respective amounts, with such preferential right to dividends and such priority in distribution of assets, or subject to such postponement of dividends or in distribution of assets, and generally upon such terms as the Directors may think expedient. The Company may also by special resolution reduce its capital.

5. Whenever any increase of capital shall be determined upon (and it shall not be otherwise prescribed by the Special Resolution sanctioning the increase), every Member shall have the option of taking a proportionate number of new shares, according to the number of shares held by him, or any part of such proportionate number, the option to be declared within such period (not being less than seven days) as shall be appointed by the Directors, by notice in writing to be sent to every such holder as soon as conveniently may be after the resolution authorising the increase of Capital shall have been passed and confirmed.

6. New shares not taken pursuant to the last Article shall be disposed of by the Directors upon such terms and conditions and to such persons as they shall think proper.

Incidents of  
new Capital.

7. Except as shall be otherwise provided by the resolution authorising the increase, all Capital raised by the creation of new shares shall be considered as part of the original share capital, and shall be subject to the same provisions with reference to the payment of calls, the forfeiture of shares on non-payment of calls, consolidation into stock, issuing of share warrants, or otherwise, as are contained in these Articles with reference to the original capital.

Convertible  
Loans.

8. In the event of any money being borrowed for the purposes of the Company on the terms of the debentures or obligations representing such moneys being convertible into shares or stock, the Directors may create and issue such new shares, either preferential, ordinary, or deferred, as may be necessary for carrying such conversion into effect.

## SHARES.

Allotment.

9. The Directors may allot and issue shares in the capital to such persons upon such terms and at such times as they may think fit, and any shares which may be allotted as payment or part payment for property transferred, or for services rendered to the Company, may be issued, as and if so issued shall be deemed to be fully paid-up shares.

Joint holders.

10. If several persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend payable in respect of such share.

11. The Company shall not be affected by notice of any trust affecting <sup>Trusts.</sup> any share.

12. Every Member shall be entitled to a certificate under the <sup>Share Certifi-</sup> common seal of the Company, specifying the share or shares held by him, and the amount paid up thereon. If such certificate be worn out or lost, it may be renewed on payment of one shilling, or such less sum as the Directors may prescribe.

13 The Directors shall be at liberty to commence and to carry on the <sup>Business may</sup> business of the Company, or any part thereof, as soon as they shall think <sup>commence</sup> fit, notwithstanding that the whole of the capital may not have been sub- <sup>before Capital</sup> scribed and taken. <sup>subscribed.</sup>

### CALLS ON SHARES.

14. The Directors may from time to time make such calls <sup>Calls on</sup> upon the <sup>Shares.</sup> Members in respect of all moneys unpaid on their shares as they think fit, provided that 21 days' notice at least be given of each call; and each Member shall be liable to pay the amount of calls so made to the persons and at the times and places appointed by the Directors.

15. A call shall be deemed to have been made at the time when the <sup>When made.</sup> resolution of the Directors authorising such call was passed.

16. If the call payable in respect of any share be not paid before or <sup>Interest.</sup> on the day appointed for payment thereof, the holder for the time being of such share shall be liable to pay interest for the same at the rate of £10 per cent. per annum, or such less rate as the Directors may determine from the day appointed for the payment thereof to the time of the actual payment.

17. The Directors may, if they think fit, receive from any Member <sup>Payments</sup> willing to advance the same, all or any part of the moneys due upon the <sup>in advance.</sup> shares held by him beyond the sums actually called up, and the money so paid in advance, or so much thereof as shall from time to time exceed the amount of the calls then made upon the shares in respect of which such advance shall have been made may, as the Directors and the Members paying the same may agree, be treated either as payments in advance in respect of such shares, entitling the holders thereof for the time being to dividends at the same rate as the dividends which shall from time to time be declared on that portion of the capital of the Company which shall have been paid up in pursuance of calls, or be deemed to be fully paid up, or as loans at such rate of interest and on such terms as the Members paying such sum in advance and the Directors shall agree upon.

### TRANSFERS OF SHARES.

18. The instrument of transfer of any share in the Company shall be <sup>Transfers.</sup> executed both by the transferor and transferee, and the transferor shall be

deemed to remain the holder of such share until the name of the transferee shall be entered in the register book. Every deed of transfer shall be deposited with the Company.

Form of  
Transfer.

19. Shares in the Company may be transferred in the following form or with such modifications thereof as shall suit the circumstances of the parties :—

“ I, A. B., of \_\_\_\_\_ in  
“ consideration of the sum of \_\_\_\_\_  
“ paid to me by C. D., of \_\_\_\_\_ do  
“ hereby transfer to the said C. D. the share [or shares] numbered \_\_\_\_\_  
“ \_\_\_\_\_ standing in my name in  
“ the books of John Bagnall & Sons, Limited, to hold unto the  
“ said C. D., *his executors, administrators, and assigns, [or as*  
“ *the case may be their successors and assigns]* subject to the  
“ several conditions on which I held the same at the time of the  
“ execution hereof; and I, the said C. D., do hereby agree to take  
“ the said share [or shares], subject to the same conditions.

“ As witness our hands and seals the \_\_\_\_\_ day of \_\_\_\_\_ ”

When Direc-  
tors may  
decline to  
register  
Transfer.

20. The Directors may decline to register any transfer of shares on which a lien in favour of the Company exists under Article 27, or, in the case of shares not fully paid up, to a transferee of whom they do not approve.

Transfer  
books, when  
closed.

21. The transfer books may be closed during the fourteen days immediately preceding the Ordinary General Meeting in each year, and at such other times not exceeding thirty days in all in each year as the Directors may determine.

#### TRANSMISSION OF SHARES.

Deceased  
Members.

22. The executors or administrators of a deceased Member shall be the only persons recognised by the Company as having any title to his share.

Registration  
of nominees.

23. Any person becoming entitled to a share in consequence of the death, bankruptcy, or insolvency of any Member, or in consequence of the marriage of any female Member, may be registered as a Member upon such evidence being produced as may from time to time be required by the Directors; or instead of being registered himself, may elect to have some person to be named by him registered as a transferee of such share; but in cases of shares not fully paid up, such nominee shall be subject to the approval of the Directors.

Mode of nomi-  
nation.

24. The person so becoming entitled shall testify such election by executing to his nominee an instrument of transfer of such share.

Evidence.

25. The instrument of transfer shall be presented to the Company, accompanied with such evidence as the Directors may require, to prove

the title of the transferor, and thereupon the Company shall register the transferee as a member.

26. Before the registration of any transfer, or transmission of shares, <sup>Registration fee.</sup> the Directors may require payment by the transferee of such sum, not exceeding 2s. 6d., as they may from time to time prescribe.

#### LIEN ON SHARES.

27. The Company shall have a lien on the shares of every Member <sup>Lien.</sup> for all his debts and liabilities, solely or jointly with any other person or persons to the Company; and in the case of any share standing in the names of two or more persons shall have the like lien on the whole of such share for all such debts and liabilities as aforesaid, of any one or more of such persons; and such lien may, after 28 days' notice in writing, and default in payment of the debt or liability, be made available by a sale of all or any of the shares subject thereto; and upon such sale the Company may transfer the shares sold to the purchaser.

#### FORFEITURE OF SHARES.

28. If any member fail to pay any call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as the call shall remain unpaid, serve a notice on him requiring him to pay such call, together with interest, and any expenses that may have accrued by reason of such non-payment. <sup>Notice for forfeiture.</sup>

29. The notice shall name a further day on or before which such call and all interest and expenses accrued by reason of such non-payment are to be paid. It shall also name the place where payment is to be made (the place so named being either the registered Office of the Company or the Bankers of the Company, or some other place at which calls of the Company are usually payable). The notice shall also state that in the event of non-payment on or before the time and at the place appointed the shares in respect of which such call was made will be liable to be forfeited. <sup>What it must contain.</sup>

30. If the requisitions of any such notice as aforesaid be not complied with any share in respect of which such notice shall have been given may at any time thereafter, before payment of all calls, interest, and expenses, due in respect thereof shall have been made, be forfeited by a resolution of the Directors to that effect. <sup>Forfeiture.</sup>

31. Any shares so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted, or disposed of in such manner as the Directors may think fit. <sup>Sale, &c., of forfeited shares.</sup>

32. Every Member whose shares have been forfeited shall, notwithstanding, be liable to pay the Company all calls owing upon such shares at the time of the forfeiture. <sup>Forfeiture not to release Member.</sup>

Evidence.

33. A statutory declaration in writing that the call in respect of a share was made and notice thereof given, or that a debt or demand was due to the Company from the holder of such share, and that notice to pay the same was given, and that such default as hereinbefore provided in payment of the call or debt or demand, as the case may be, was made, and that the forfeiture or sale of the share was made by a resolution of the Directors to that effect, shall be sufficient evidence of the facts therein stated as against all persons entitled to such share, and on any sale by the Directors of the share of any Member, such declaration and the receipt of two Directors of the Company for the time being for the price of such share shall constitute a good title thereto, and a certificate of Proprietorship shall be delivered to the purchaser thereof, and thereupon such purchaser shall be deemed the holder of such share discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such forfeiture or sale, and the remedy of any Member aggrieved by such sale shall be in damages only.

Power to remit forfeiture.

34. The Directors may in their discretion remit or annul the forfeiture of any share within one year from the date thereof, upon payment of all moneys due to the Company from the late holder or holders of such share, and of all expenses incurred in relation to such forfeiture.

#### CONVERSION OF SHARES INTO STOCK.

Power to convert.

35. The Directors may, with the sanction of the Company previously given in General Meeting, convert shares in the Company, paid up or deemed to be paid up, and whatever their denomination into stock.

Transfer.

36. When any shares shall have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, not less than £1 in nominal amount, in the same manner and subject to the same regulations, as and subject to which any shares in the capital of the Company may be transferred, or as near thereto as circumstances admit.

Privileges of Stockholders.

37. The several holders of stock shall be entitled to participate in the dividends and profits of the Company, according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company, but so that none of such privileges or advantages except the participation in the dividends and profits of the Company, shall be conferred by any such aliquot parts of such

consolidated stock as would not, if existing in shares, have conferred such privileges or advantages.

#### SHARE WARRANTS.

38. The Company may issue share warrants in respect of fully paid <sup>Warrants.</sup> up shares and of stock.

39. Subject to the provisions of these Articles and of the "Companies Act, 1867," the bearer of a share warrant shall be deemed to be a member <sup>Rights of</sup> of the Company, except for the purpose of qualification as a director. The issue and surrender of share warrants and re-registration of bearers of share warrants shall be subject to such regulations as the Directors may from time to time prescribe. <sup>bearer.</sup>

#### GENERAL MEETINGS.

40. The first General Meeting of the Company shall be held at such <sup>General</sup> time within four months after the incorporation of the Company, and at <sup>Meetings.</sup> such place as the Directors may determine. One General Meeting at least shall be held in every subsequent year at such time and place as the Directors may determine.

41. The above-mentioned General Meetings shall be called <sup>Ordinary and</sup> Ordinary <sup>Special</sup> Meetings; all other Meetings shall be called Special.

42. The Directors may, whenever they think fit, and they shall upon <sup>Special</sup> a requisition made in writing by Members of the Company, holding in the <sup>Meeting</sup> aggregate one-fifth or more of the shares or stock of the Company then <sup>when called.</sup> issued, convene a Special General Meeting.

43. Every requisition made by Members shall express the object of <sup>Requisition.</sup> the Meeting proposed to be called, and shall be left at or sent by post to the registered office of the Company.

44. Upon the receipt of such requisition, the Directors shall, as soon <sup>How convened</sup> as practicable, proceed to convene a Special General Meeting. If they do not within 30 days from the receipt of the requisition, proceed to convene the same, the requisitionists, or any other Members holding the required amount of shares or stock, may themselves convene a Special General Meeting.

45. Seven days' notice at the least specifying the place, the day, and <sup>Notice.</sup> the hour of meeting, and in case of special business the general nature of the business shall be given to the Members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Com-



pany in General Meeting, but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

### PROCEEDINGS AT GENERAL MEETINGS.

Special  
business.

46. All business shall be deemed Special that is transacted at a Special Meeting and all that is transacted at an Ordinary Meeting, with the exception of sanctioning a dividend, electing Directors, and the consideration of the accounts, balance sheets, and the ordinary report of the Directors, and the passing of any resolution relating to or arising out of the subject matter of such report or relating to the ordinary business of the Company.

Notice of in-  
tended reso-  
lution.

47. It shall be competent to any Member at any Ordinary or Special Meeting of the Company to propose any resolution, or to introduce any subject relating to the affairs of the Company, of which he shall have sent or left a notice at the registered office of the Company prior to the issuing of the notice convening such meeting; but except with the approval of the Directors, no resolution relating to Special business shall be moved, unless notice of the intention to propose the same shall have been left at the registered office five days before the Meeting.

Quorum.

48. No business shall be transacted at any General Meeting except the declaration of a dividend, unless there be present, personally or by proxy, at the time when the Meeting proceeds to business, Members holding in the aggregate stock or shares or both to the amount of one-tenth part of the capital of the Company.

Proceedings  
in default of  
quorum.

49. If within one hour from the time appointed for the Meeting a quorum be not present, the Meeting, if convened upon the requisition of 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 be not present, the business of the Meeting shall be transacted, whatever be the number of Members present.

Chairman.

50. The Chairman (if any) of the Board of Directors shall preside at every General Meeting of the Company.

Ditto.

51. If there be no such Chairman, or if at any Meeting he be not present at the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman, and if no Director be present and willing to take the chair, a Chairman shall be chosen by and from the Members present.

Adjournment.

52. The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

Evidence of  
proceedings.

53. At any General Meeting, unless a poll be demanded by at least five Members, a declaration by the Chairman that a resolution has been

carried, and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

54. If a poll be demanded by five or more Members it shall be taken <sup>Poll.</sup> in such manner as the Chairman shall direct, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting. In the case of an equality of votes at any General Meeting, the Chairman shall be entitled to a second or casting vote.

55. Minutes shall be made in books provided for the purpose, of all <sup>Minutes.</sup> resolutions and proceedings of General Meetings, and any such minutes, if signed by any person purporting to be the Chairman of the Meeting to which they relate, or of the next succeeding Meeting, or the Chairman of the Board of Directors, shall be receivable as evidence of the facts therein stated without further proof.

#### VOTES OF MEMBERS.

56. Every Member shall have one vote for every share held by him. <sup>Number of votes.</sup>

57. No bearer of a share warrant shall be entitled to vote in respect thereof, unless he shall have deposited his share warrant at the registered office of the Company three clear days before the day of meeting. <sup>Holders of Share Warrants.</sup>

58. If any Member be a lunatic or idiot, he may vote by his committee curator bonis, or other legal curator. <sup>Votes of lunatics, &c.</sup>

59. If two or more persons are jointly entitled to a share or shares, the Member whose name stands first in the Register of Members as one of the holders of such share or shares, and no other, shall be entitled to vote in respect of the same. <sup>Joint owners.</sup>

60. No Member shall be entitled to vote at any General Meeting unless all calls due from him have been paid. <sup>Members in arrear not to vote.</sup>

61. Votes may be given either personally or by proxy, but no bearer of a share warrant shall be entitled to vote by proxy. <sup>Proxies.</sup>

62. The instrument appointing a proxy shall be in writing, under the hand of the appointor, or if such appointor be a corporation, under their common seal, and shall be attested by one or more witness or witnesses. No person shall be appointed a proxy who is not a Member of the Company. <sup>How appointed.</sup>

Proxies and  
evidence to be  
deposited.

63. The instrument appointing a proxy and satisfactory evidence of the representative character of persons proposing to vote under Article 58, shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the Meeting at which the person named proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

Form of  
proxy.

64. The instrument appointing a proxy shall be in the following form, or to the like effect:—

### JOHN BAGNALL & SONS, LIMITED.

I, \_\_\_\_\_ of \_\_\_\_\_ in the county \_\_\_\_\_  
being a Member of John Bagnall & Sons,  
Limited, and entitled to \_\_\_\_\_ vote or \_\_\_\_\_ of  
votes, hereby appoint \_\_\_\_\_  
\_\_\_\_\_, as my proxy, to vote for me on  
my behalf at the [ordinary or special, as the case may be] General  
Meeting of the Company to be held on the \_\_\_\_\_ day  
of \_\_\_\_\_ and at any adjournment thereof [or at any  
meeting of the Company that may be held in the year \_\_\_\_\_].  
As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_  
Signed by the said \_\_\_\_\_  
in the presence of \_\_\_\_\_

### DIRECTORS.

Qualification. 65. Every Member holding not less than fifty shares shall be eligible as a Director.

Number. 66. The number of Directors shall not be less than five or more than ten.

First Directors. 67. Hanbury Barclay, Esquire, Edward Gem, Esquire, Sampson S. Lloyd, Esquire, William Sutton Nayler, Esquire, and Joseph Nayler, Esquire, shall be the first Directors of the Company, who shall have power to add to their number, within the above limit, at any time before the second General Meeting of the Company.

How long to continue. 68. The Directors appointed under the preceding Articles shall continue in office until the second Ordinary General Meeting, after the registration of the Company.

Rotation. 69. At the second and every subsequent Ordinary Meeting after the registration of the Company one-third of the Directors for the time being,

or if their number be not a multiple of three, then the number nearest to one-third shall retire from office. The order of retirement of the first Directors, and of subsequent Directors of equal standing, shall, unless otherwise agreed among themselves, be determined by ballot; but in other cases the retiring Directors shall be those who have been longest in office.

70. A retiring Director shall be re-eligible.

Directors re-eligible.

71. Notice in writing of the intended nomination of any member (other than an existing Director) for the office of Director shall be left at the office of the Company seven days at least before the day of election.

Nomination of Directors.

72. The Company, at the General Meeting at which any Directors shall retire in manner aforesaid, shall fill up the vacated offices by electing a like number of persons, unless it shall be determined at such Meeting to increase or reduce the number of Directors in accordance with Article 74, in which case so many more or less as shall be required to make up the increased or reduced number shall be elected. Every retiring Director shall continue to act until the termination of the Meeting at which he retires.

Election.

73. If at any Meeting at which an election of Directors ought to take place the vacancies in the Board of Directors are not filled up, the Meeting shall stand adjourned to the same day in the next week, at the same time and place; and if at such adjourned Meeting the vacancies are not filled up, the vacating Directors, or such of them as have not had their places filled up, shall continue in office until the Ordinary Meeting in the next year, and so on from time to time until their places are filled up.

Proceedings in default.

74. The Company may from time to time in General Meeting increase or reduce the number or alter the qualification of Directors.

Change in number.

75. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

Casual vacancies.

76. The Company may, by the resolution of a General Meeting, remove any of the Directors before the expiration of his period of office, and may appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

Removal of Directors.

77. The Directors and other officers of the Company, and their respective heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Company from and against all costs,

Directors' indemnity.

charges, damages and expenses which they may respectively incur or sustain in or about the execution of their respective offices, or in or about the making of any contracts or agreements which they shall bona fide make on behalf of the Company, and in furtherance of the objects thereof.

### POWERS OF DIRECTORS.

Directors  
powers.

78. 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 Companies Acts, 1862 and 1867, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the said Acts, 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, and the generality of this provision shall not be limited by any subsequent clause or provision conferring any express power on the Directors, and the continuing Directors may act notwithstanding any vacancy in their body.

To carry out  
or modify  
Agreement.

79. The Directors may carry into effect the said agreement mentioned in the Memorandum of Association in such manner and with and subject to such modifications, and with such evidence as to title or otherwise as they in their discretion shall determine.

To draw  
bills, &c.

80. The Directors shall have power to draw, accept, and give bills of exchange and promissory notes on behalf and for the purposes of the Company.

To bring  
actions, &c.

81. The Directors shall have power to bring, carry on, or discontinue, or refer to arbitration, or compromise, any actions, suits, claims and demands, for or against the Company, whether by or against other persons or Companies, or its own Members.

To appoint  
Managing  
Directors.

82. The Directors shall have power to appoint such person or persons as they shall think fit, whether a Member of their own body or not, to be Managing Director or Directors, and from time to time to revoke such appointment. They may delegate to such Managing Director or Directors all or any of the powers hereby made exercisable by them, and they shall have power to fix the remuneration of such Managing Directors. They shall also have power to appoint and remove the Secretary, Solicitors, Bankers, and other officers of the Company, and fix their remuneration respectively.

83. The Directors shall have power to confer on any one of their own body, or upon any agent, manager, or other officer or servant of the Company such power of arranging, settling and transacting business, and of entering into contracts on behalf of the Company, as the Directors shall think fit.

To appoint agents.

84. The Directors may invest and employ any funds of the Company, from whatever source the same shall have been derived, which shall not for the time being required for the usual business thereof, in such securities as they shall think fit, and they may at their discretion leave the funds at their bankers unemployed, provided that no part of the property of the Company shall under any circumstances be invested in the purchase, or lent on the security of shares in the Company.

To invest, &c.

85. No purchase, sale, contract or agreement made by the Company or Directors, to which the assent of a General Meeting shall have been given shall be liable to be impeached or impeded in its performance by reason that the objects of the Company may be thereby defeated, or that the same is opposed to such objects or that a dissolution of the Company may thereby be made necessary, or on any other ground whatever.

Transactions ultra vires to be valid if allowed by General Meeting.

86. It shall be lawful for the Company, by a special resolution, to amalgamate with any other Company, or to dispose of its business, estate, and effects, or any part thereof respectively, to any other company, upon such terms, and in such manner as the Company shall think fit, and the Directors shall have power to do all such things as may be necessary for carrying such amalgamation, sale, or other disposition into effect.

Power to amalgamate.

87. The Directors may delegate all or any of their powers to any agent or agents whether a Member of the Company or not, and subject to such regulations as the Directors shall think fit to impose.

Power of delegation.

### BORROWING POWERS.

88. The Directors may borrow or allow to remain at interest any sum or sums of money not exceeding in the aggregate the sum of £200,000 upon mortgage debentures or bonds of the Company or otherwise, at such rate of interest, and upon such terms and for such periods as they may think fit, and may from time to time pay off and re-borrow the same, so that no greater amount than is hereby authorized be owing at any one time. £140,000 of such mortgage debentures or bonds shall in the first instance be issued to the vendors named in the said agreement, or as they shall direct, in part payment of the purchase-money as by the said agreement provided.

Power to borrow £200,000 on debentures.

89. The Directors may execute a mortgage or mortgages of the Works, mines, lands, stock, debts and other property of the Company, including

Mortgage to be executed.

future property and uncalled capital, in such form and with such powers as they may determine to or in favour of the said vendors, or of any lenders or Trustees, for securing the moneys to be borrowed or allowed to remain as aforesaid and the interest thereon.

Redemption  
fund.

90. The Directors may from time to time set apart and appropriate out of the profits of the Company, such sum and sums of money as they shall think fit for the redemption of the mortgage, debentures, or bonds of the Company, to be issued as aforesaid.

General  
power to  
borrow.

91. The Directors may also from time to time, with the sanction of a General Meeting, borrow for the purpose of the Company such further sum of money upon such security and generally upon such terms as such Meeting may authorize.

#### PROCEEDINGS OF DIRECTORS.

Chairman of  
Directors.

92. The Directors at the first Meeting shall appoint a Chairman.

Meetings.

93. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business; until otherwise determined the quorum shall be three. Questions arising at any Meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may at any time summon a Meeting of the Directors.

Chairman *pro*  
*habeo vice.*

94. If at any Meeting of Directors the Chairman be not present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such Meeting.

Committees.

95. The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit. Every Committee so formed shall, in the exercise of the powers so delegated, conform to any instructions that may be imposed on them by the Board.

Chairman of  
Committees.

96. The Chairman of the Directors shall be Chairman of every Committee on which he shall serve. If the Chairman be not a Member of Committee, then the Committee may elect a Chairman of their Meeting; if no such Chairman be elected, or if he be not present at the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairman of such Meeting.

Meetings of  
Committees.

97. A Committee may meet and adjourn as they may think proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

## DISQUALIFICATION OF DIRECTORS.

88. The office of Director shall be vacated—

Disqualifica-  
tion.

If he give one month's notice in writing to the Secretary of resignation.

If he cease to hold his due qualification.

If he become bankrupt, or make an arrangement or composition with his creditors, or become of unsound mind.

99. No Director shall be disqualified by his office from contracting with the Company, either as vendor or otherwise, nor shall the agreement mentioned in the Memorandum of Association or any other agreements or contracts be liable to be impeached or affected by reason of a Director being a party thereto, or interested therein, but every Director shall be bound to disclose to his Co-directors any interest which he may have otherwise than as a Member, and he shall not vote on any matter in which he may be so interested.

Interest not to  
disqualify.

100. All acts done by any Meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or other persons acting as aforesaid, or that any of them were disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a Director.

Irregularities  
not to vitiate  
proceedings.

## REMUNERATION OF DIRECTORS.

101. The remuneration of the Directors shall, until otherwise determined by a General Meeting, be an annual sum equal to £200 for each Director, which shall be divided among the Directors in such manner as they shall determine among themselves.

Directors' re-  
muneration.

## COMMON SEAL.

102. The Directors shall provide for the custody of the Common Seal, and the same shall not be affixed to any document except by order of the Directors, and in the presence of two of them.

Custody and  
use of Seal.

## DIVIDENDS.

103. The Directors may, with the sanction of the Company in General Meeting, declare a dividend to be paid to the Members in proportion to the amount paid or deemed to be paid on their shares. They may also at any time direct the payment to the members of interim dividends in anticipation of the full dividend at such rate as they shall think fit.

Dividends.

Interim divi-  
dends.

104. No dividend or interim dividend shall be payable, except out of the profits arising from the business of the Company.

Dividends  
only out of  
profits.

105. The Directors may before declaring any dividend or interim dividend, set aside, out of the profits of the Company, such sum as they think

Reserve fund.



proper to meet contingencies, or for redeeming mortgages or obligations of the Company, or for equalising dividends, or for repairing, maintaining, or extending or renewing the buildings, mines, and works connected with the business of the Company or any part thereof, and the Directors may either employ in their business the sum so set apart as a reserve fund, or may invest the same upon such securities as they may select.

**Deductions.** 106. The Directors may deduct from the dividends payable to any Member all such sums of money as may be due from him to the Company on account of calls or otherwise.

**Notice.** 107. Notice of any dividend that may have been declared shall be given to each Member in manner hereinafter mentioned.

**Dividends not to bear interest** 108. No dividend shall bear interest as against the Company.

#### ACCOUNTS.

**Accounts to be kept.** 109. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, and of the credits and liabilities of the Company.

**Statement of accounts.** 110. The statement of the accounts made up to the latest convenient period shall be laid before each Ordinary General Meeting after the first. The books of account shall be kept at the registered office of the Company.

#### AUDIT.

**Audit.** 111. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance-sheet ascertained and certified by one or more Auditor or Auditors.

**Appointment of Auditors.** 112. The first Auditors shall be appointed by the Directors; subsequent Auditors shall be appointed by the Company at the Ordinary General Meeting in each year.

**Who may be.** 113. The Auditors need not, but may, be Members of the Company, but no person shall be eligible as an Auditor who is interested otherwise than as a Member in any transaction of the Company, and no Director or other officer of the Company is eligible during his continuance in office.

**Remuneration** 114. The remuneration of the first Auditors shall be fixed by the Directors; that of subsequent Auditors shall be fixed by the Company in General Meeting.

**Re-eligible.** 115. Any Auditor shall be re-eligible on his quitting office.

**Casual vacancies.** 116. If any casual vacancy occur in the office of Auditor, the Directors may fill up the same.

117. If no election of Auditors is made in manner aforesaid, the Board of Trade may, on the application of not less than five Members of the Company, appoint an Auditor for the current year, and fix the remuneration to be paid to him by the Company for his services. If no election Board of Trade may appoint.

118. Every Auditor shall be supplied with a copy of the balance-sheet and it shall be his duty to examine the same with the accounts and vouchers relating thereto. Auditors' duty.

119. Every Auditor shall have a list delivered to him of all the books kept by the Company, and shall, at all reasonable times, have access to the books and accounts of the Company. He may, at the expense of the Company, employ accountants or other persons to assist him in investigating such accounts, and he may, in relation to such accounts, examine the Directors or any other officers of the Company. Auditors' powers.

120. The Auditor or Auditors shall make a report to the Members upon the balance-sheet and accounts, and the same shall be read with the report of the Directors at the Ordinary General Meeting. Auditors' report.

#### NOTICES.

121. A notice may be served on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of abode, or at such place as he shall by letter appoint for the purpose of receiving notice. No Member, not having a registered address in the United Kingdom, shall be entitled to notice. As to bearers of share warrants, a notice shall be deemed to have been sufficiently given by advertising it twice in the "Times." Notices, how given.

122. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and notice so given shall be sufficient notice to all the holders of such share. Joint holders.

123. Any notice if served by post, shall be deemed to have been served on the day following the day when such letter was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post-office. Service by post.

#### DISSOLUTION OF THE COMPANY.

124. Any Member, whether a Director or not, or whether alone or jointly with any other Member or Director, or with any person not a Member, may become the purchaser of the property of the Company or any part thereof in the event of a winding-up or a dissolution, or at any

other time when a sale of the Company's property or assets, or any part thereof, shall be made by the Directors under the powers hereby or under the "Companies Acts, 1862 and 1867," conferred upon them.

In case of  
winding-up,  
allottees of  
of fully paid-  
up shares to  
have no claim  
on other  
Shareholders

125. In the event of the Company being wound up before the whole of the share capital shall have been called up, no person to whom fully paid up shares shall have been allotted in payment or part payment for property transferred or services rendered to the Company, shall be entitled to have calls made on such unpaid capital for the purposes of contribution to the holders of such paid up shares, whether by way of contribution or otherwise.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*William Sutton Kayler of No 3  
Brunswick Terrace Esherbury  
Staffordshire, Leamington*

*Thomas Purday of Church Street  
Mansfield, Staffordshire.  
Tub Manufacturer.*

*Joseph Kayler of No 3  
Victoria Terrace, Leamington  
Staffordshire Leamington*

*Samuel Samuel Lloyd Jones  
Alton Hall Solihull Warwickshire  
Tub Manufacturer*

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Nicholas Harrington  
of Greenford Hall, Greenford  
Middlesex  
Barrister at Law

Mrs Richardson of 71 Great Winchester  
Street Building in the City of London  
Iron Master.

Charles Fletcher Richardson  
of 71 Great Winchester Street  
Buildings in the City of London  
Public Accountant

Dated 15<sup>th</sup> March 1873.

Witness to the signatures of Hamburg Barclay  
Sampson Samuel Lloyd, John Richardson  
and Charles Fletcher Richardson.

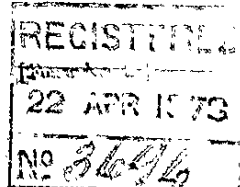
*James W. Harrington*  
*John Walsall*

Witness to the signatures of William Sutton  
Mayer and Joseph Mayer

*Wm. Dringman* *John Walsall*

Witness to the signatures of John Nicholas  
Harrington - *Alexander Clay*  
*Shorland Writton*  
15 Sandringham Road  
London E

7101. C. 2649/3



"THE COMPANIES ACT, 1862."

(25 & 26 Vic. cap. 89.)

*M/L*

Notice of the Situation of the Registered Office

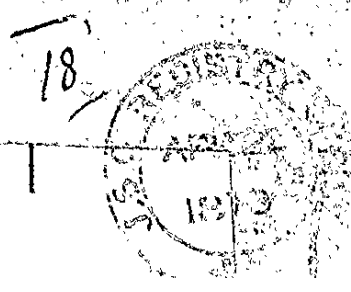
of the John Bagnall and Sons Limited

Company,

(Pursuant to Section 40.)

LONDON:

Published, with the Authority of the Registrar,  
By RICHARD JORDAN,  
128, Chancery Lane, London



NOTICE

Of the Situation of the Registered Office of the *John*  
*Bagnall & Sons Limited*  
Company,

TO THE REGISTRAR OF COMPANIES.

*John Bagnall & Sons Limited*

Company hereby give  
you notice, in accordance with "The Companies Act, 1862," that the Registered Office

of the Company is situated at *Number Three Great*  
*Winchester Street Buildings in*  
*the City of London*

Dated *twenty first* day of  
*April* 187*3*

*W. H. A. Dickenson*  
Secretary.

71910

THE COMPANIES ACTS, 1862, 1867, & 1877.  
(25th & 26th Vict., c. 89; 30th & 31st Vict., c. 131; 40th & 41st Vict., c. 26.)

## COMPANY LIMITED BY SHARES.

(COPY)

# Special Resolutions

(Pursuant to The Companies Act, 1862, s. 51; The Companies Act, 1867, s. 9; and The Companies Act, 1877, ss. 3, 4, and 5)

OF

## JOHN BAGNALL AND SONS LIMITED.

*Passed 18th June, 1878.*

*Confirmed 11th July, 1878.*

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held at the Queen's Hotel, Birmingham, in the County of Warwick, on the 18th day of June, 1878, the following SPECIAL RESOLUTIONS were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place on the 4th day of July, 1878, and adjourned, in accordance with the provisions of the Articles of Association, to the 11th day of July, 1878, the following SPECIAL RESOLUTIONS were duly confirmed:—

### RESOLVED—

- 1.—“That the Nominal Capital of the Company be reduced from £300,000 to £192,000 in manner following, viz:—
  - “I. The 14,000 unissued Shares shall be and they are hereby cancelled.
  - “II. The 16,000 Shares held by the existing Shareholders, and upon each of which Shares the sum of £10 has been paid up shall be, and they are hereby reduced to, and shall be classed as of the nominal value of £3 per Share, and shall be treated as fully paid up Shares of

REGISTRY

that amount, the balance of £7 per Share being cancelled as Capital unrepresented by available assets, and shall thereafter be denominated 'Ordinary A Shares.'

" III. 45,000 new Shares shall be created, and shall be denominated 'Preferred B Shares,' and shall be of the nominal value of £3 per Share each."

2.—" That the profits of the Company in each year ending the 31st December be appropriated as follows :—

" I. In payment to the holders of 'Preferred B Shares' of a dividend for that year at the rate of £5 per cent. per annum on the amount paid up or credited as paid up upon such Shares held by them.

" II. In making good to the holders of 'Preferred B Shares' any arrears of dividend which may be due to them by reason of their having received in the preceding year, or any previous year, a less dividend than at the rate of £5 per cent. per annum, as provided by Clause I.

" III. In payment to the holders of 'Ordinary A Shares' of a dividend at the rate of £7 10s. per cent. per annum on the amount paid up or credited as paid up on the Shares held by them."

" IV. In payment to the holders of 'Preferred B Shares' and 'Ordinary A Shares,' without distinction, of such further dividend upon the amount paid up or credited as paid up on Shares held by them as the surplus profits may justify."

3.—" That in any distribution of assets in the nature of repayment of capital consequent on the sale of the property, or the winding up of the Company or otherwise, the holders of 'Preferred B Shares' shall be entitled to receive back the amount paid up or credited as paid up on their Shares before the holders of 'Ordinary A Shares' participate in such distribution."

4.—" That the Directors shall have power at any time, when authorized by a Special Resolution of a meeting of the holders of 'Ordinary A Shares,' out of funds to be provided from the Capital of the Company, but not otherwise, to call in and redeem the said 'Preferred B Shares' in amounts representing a capital sum of not less than £10,000 at any one time, and the particular Shares to be so redeemed shall be selected by lot, in such manner as the said Special Resolution shall appoint, and such redemption shall be made immediately after the expiration of three calendar months' notice sent by post to the holders of the Shares thus selected, by payment of the capital amount of the said Shares with all dividends and arrears of Dividend if any due thereon, and with interest on the said capital amount at the rate of £5 per centum per annum from the date up to which the last dividend shall have accrued to the date of redemption, and the Shares so redeemed shall be cancelled; and, for the purposes of this Resolution, the Company shall have power to hold separate meetings of the members who are holders of 'Ordinary A Shares,' subject to such existing regulations of the Company as relate to the meetings of Members."



That the 42,000 'Preferred B Shares' be offered to the existing Shareholders in the proportion of three new Shares to each existing old Share, on the terms that each of such Shares of the nominal value of £3 shall be considered as paid up to the extent of £1 per Share, leaving a liability of £2 per Share to be paid in cash."

6.—"That the Directors be at liberty to issue to such persons, at such times and on such terms as they may think fit, any of the 'Preferred B Shares' not taken up by the existing Shareholders within a period to be prescribed by the Board."

*W. H. Underhill*

*Solicitors to the Company.*

Filed at the Companies' Register Office  
on the 2<sup>nd</sup> day of August, 1878.

24/70

7101C

In the High Court of Justice

Chancery Division

Master of the Rolls

M<sup>r</sup> Farrer Reg<sup>d</sup>: 125

Saturday 27<sup>th</sup> July 1878

In the Matter of John Pagnall  
and Sons Limited and Reduced

And In the Matter of the  
Companies Acts 1867 and 1877

Upon the petition of John Pagnall  
and Sons Limited and Reduced on  
the 16<sup>th</sup> day of July 1878

preferred unto this Court and upon  
hearing counsel for the petitioners and  
reading the said Petition sealed with  
the seal of the said Company

the Affidavit of Edward Gem filed  
the 22<sup>nd</sup> day of July 1878

the Affidavit of Alfred Jones filed  
the 22<sup>nd</sup> day of July 1878

the Affidavit of Edward Fisher Smith  
filed the 22<sup>nd</sup> July 1878 the

Affidavit of Richard Melhams filed the  
22<sup>nd</sup> day of July 1878 and

Wilkinson, Blyth & Farnham  
10-11 Abchurch Lane

6

W. J. Simpson  
Solicitor

Original produced  
A.C. 13.8.78



The Affidavit of Alfred C. C. C. C.  
Merriman filed the 2<sup>nd</sup> July 1876  
and the Exhibits in the said  
Affidavits respectively referred to This Court  
doth Order that the Reduction of  
the Capital of the Company so  
far as it relates to the  
reduction of the 10000 £10 fully  
paid up shares to the nominal  
value of £3 resolved on or  
effected by the special resolution passed  
at the Extraordinary General Meeting  
of the members of the Company  
held on the 18<sup>th</sup> day of  
June 1878 and confirmed at a  
subsequent Extraordinary General Meeting of  
the Members of the said Company  
on the 11<sup>th</sup> day of July  
1878 as in the petition mentioned  
be confirmed in conformity with the  
provisions of the Companies Act 1867  
and the Companies Act 1877 And  
this Court doth hereby approve with  
the addition of the words "and

10. And it is the order of the  
said Court that the said Court doth  
approve of the minute set forth  
in the Schedule hereto And it  
is Ordered that this Order be  
produced to the Registrar of Joint  
Stock Companies and that an Office  
copy of this Order be delivered  
to him together with the said  
Minute set forth in the Schedule  
hereto And it is Ordered that  
Notice of the Registration by the  
Registrar of the Joint Stock Companies  
of this Order and of the  
said Minute be published in the  
London Gazette and the Birmingham  
Daily Post Newspaper. G. J.

The Schedule above referred to.

Minute approved by the Court  
The Ordinary share Capital of the  
Company is £48000 divided into 16000  
Shares of £3 each exclusive of  
any Preference Shares which may be

to be the power in the  
law contained in the Articles of  
Association of the Company  
1878. To 1886. G. Harrer.

*G. Harrer*

Justice

*John Bagnall and Sons*

*Limited and Reduced*

having by Special Resolution reduced its Capital as confirmed by an order of the High Court of

Justice Chancery Division, bearing date the 27<sup>th</sup> day of July 1878 -

and a minute showing that the Capital of the Company is now *Forty-eight*

*thousand* Pounds,

divided into *sixteen thousand*

shares of *Three* pounds each:-

Copies of the same have been registered accordingly this *Thirtieth*

day of *August* one thousand eight hundred and *seventy-eight*.

*Michael*

*Assistant* Registrar of Joint Stock Companies.

(No. 6.)

In the High Court of Justice  
Chancery Division

27<sup>th</sup> July 1878

re Companies Acts 1867  
and 1877

\_\_\_\_\_ and \_\_\_\_\_  
re John Bagnall and  
Sons Limited

Office copy  
Order for reduction  
of Capital

Wilmshurst & Fauskauer  
10 St. Andrew's Lane

718  
Form No. 3.

"THE COMPANIES' ACT, 1862."

(25 & 26 Vict. c. 49.)

\_\_\_\_\_  
LIMITED COMPANY.

Notice of Increase in the Nominal Capital

of the *John Bagnall and Sons Limited*

~~Company.~~

Pursuant to Section 34.  
\_\_\_\_\_

*Wilkins Blyth & Co  
10 St Dunstons Lane*

F & F 105 1-00



*A.W.M.*



NOTICE

Of increase in the nominal Capital of the *John Bagnall*  
*and Sons Limited*

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

*John Bagnall and Sons Limited*

hereby give

you notice, in accordance with the Companies' Act, 1862, that by a Resolution of the  
Company dated the *11<sup>th</sup>* day of *July 1898*

the nominal Capital of the Company has been increased by the addition thereto of the sum of  
*One hundred and forty-four thousand* pounds,  
divided into *forty-eight thousand* Shares of  
*three pounds* each.

*For the Co. of John Bagnall*  
*John Bagnall*  
*Chairman*

Dated the *22<sup>nd</sup>* day of *August 1898*

THE COMPANIES ACTS, 1832 to 1880.

15th and 16th Vict., c. 89; 30th and 31st Vict., c. 121; 40th and 41st Vict., c. 26;  
42nd and 43rd Vict., c. 76; and 43rd Vict., c. 19.

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolutions

OF

JOHN BAGNALL & SONS LIMITED.

Passed 25th August, 1881. Confirmed 9th September, 1881.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company duly convened and held at the GRAND HOTEL, COLMORE ROW, BIRMINGHAM, in the County of Warwick, on the 25th day of August, 1881, the following SPECIAL RESOLUTIONS were duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at the said GRAND HOTEL, COLMORE ROW, BIRMINGHAM aforesaid, on the 9th day of September, 1881, the following SPECIAL RESOLUTIONS were duly confirmed:—

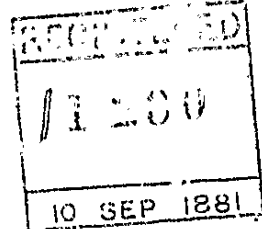
*First Resolution -*

That the nominal capital of the Company be increased from £192,000 to £222,000 by the creation of 10,000 new Shares of the nominal value of £3 each to be denominated "Pre-preference O Shares."

*Second Resolution—*

That the profits of the Company in each year ending the 31st December be appropriated as follows:—

- I. In payment to the holders of "Pre-preference O Shares" of a dividend for that year at the rate of £10 per cent. per annum on the amount paid up, or credited as paid up, upon such Shares held by them.
- II. In making good to the holders of "Pre-preference C Shares" any arrears of dividend which may be due to them by reason of their having received in the preceding year, or any previous year, a less dividend than at the rate of £10 per cent. per annum, as provided by Clause I.
- III. In payment to the holders of "Preferred B Shares" of a dividend for that year at the rate of £5 per cent. per annum on the amount paid up, or credited as paid up, upon such Shares held by them.
- IV. In making good to the holders of "Preferred B Shares" any arrears of dividend which may be due to them by reason of their having received in the preceding year, or any previous year, a less dividend than at the rate of £5 per cent. per annum, as provided by Clause III.



- V. In payment to the holders of "Ordinary A Shares" of a dividend at the rate of £7 10s. per cent. per annum on the amount paid up, or credited as paid up, on the Shares held by them.
- Vi. In payment to the holders of "Pre-preference C Shares," "Preferred B Shares," and "Ordinary A Shares," without distinction, of such further dividend upon the amount paid up, or credited as paid up, on Shares held by them as the surplus profits may justify.

*Third Resolution—*

That in any distribution of assets in the nature of repayment of capital consequent on the sale of the property, or the winding up of the Company or otherwise, the holders of "Pre-preference C Shares" shall be entitled to receive back the amount paid up, or credited as paid up, on their Shares before the holders of "Preferred B Shares" or of "Ordinary A Shares" participate in such distribution.

*Fourth Resolution—*

That before issuing the said "Pre-preference C Shares" the Directors shall offer to the existing Shareholders the remainder of the "Preferred B Shares" at present unissued, and that, in the event of at least 5,000 of such Shares being subscribed for, the said "Pre-preference C Shares" shall not be issued except under the authority of a future special resolution of the Company.

*Fifth Resolution—*


That the 10,000 "Pre-preference C Shares," if and when issued, be offered to the existing Shareholders in *pro rata* proportion to their then holdings, on the terms that each of such Shares of the nominal value of £3 shall be considered as paid up to the extent of £1 per Share, leaving a liability of £2 per Share to be paid in cash.

*Sixth Resolution—*

That the Directors shall not be at liberty to call up more than 5s. per Share on such "Pre-preference C Shares" nor to mortgage future calls thereon, it being the intention in creating them to form a Reserve Fund for securing the Company's creditors in the event of liquidation.

*Seventh Resolution—*

That the Directors be at liberty, subject to the provisions of the foregoing Resolutions, to issue to such persons, at such times and on such terms as they may think fit, any of the "Pre-preference C Shares" not taken up by the existing Shareholders within a period to be prescribed by the Board.

  
Secretary.

[Form No. 3.]

"THE COMPANIES' ACTS, 1862, 1867, & 1877."

(25th & 26th Vict. c. 89; 30th & 31st Vict., c. 131; 40th & 41st Vict., c. 26.)



REGISTERED
/ 1358
13 SEP 1881

Notice of Increase in the Nominal Capital

OF THE

*John Bagnall and Sons*  
*Limited*

Company

Pursuant to Section 34 of the Principal Act.

Published, with the Authority of the Registrar,  
BY,  
RICHARD JORDAN,



NOTICE OF INCREASE

in the Nominal Capital of the

*John Bagnall and  
Sons Limited*

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

*The John Bagnall and Sons  
Limited*

hereby give you notice, in

accordance with the The Companies Act, 1862, that by a *Special* Resolution of the

Company <sup>passed</sup> ~~dated~~ the *Twenty fifth* day of *August* 1887.  
*and confirmed the ninth day of September 1887.*

the Nominal Capital of the Company has been increased by the addition thereto of the sum of

*Thirty thousand* pounds,

divided into *Ten* ~~thirty~~ *thousand* *Pre-preference* *6* Shares of

*three* pounds each beyond the registered Capital of

*£ 192,000*

Dated the

*12<sup>th</sup>*

day of

*September*

*19<sup>th</sup>  
30  
1887*

*H. E. Mordant*

*Solicitor to the Company*

20

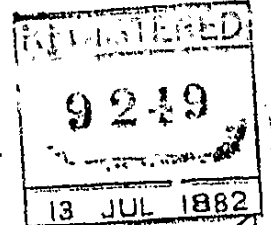
5/1



"THE COMPANIES' ACTS, 1862 TO 1880.

COMPANY LIMITED BY SHARES.

(COPY.)



# Special Resolution

Pursuant to Companies' Act 1862, ss. 51 and 129,

OF

## JOHN BAGNALL & SONS LIMITED.

Passed 16th. June, 1882. Confirmed 5th July, 1882.

At a Special General Meeting of the Members of the said Company, duly convened and held at the Queen's Hotel, Stephenson Place, Birmingham, on the 16th day of June, 1882, it was resolved—

"That JOHN BAGNALL AND SONS LIMITED be wound up voluntarily."

And at a subsequent Special General Meeting of the said Company, duly convened and held at the Queen's Hotel aforesaid, on the 5th day of July, 1882, the said resolution was unanimously confirmed. And at the last-mentioned meeting, in pursuance of notice of that effect, it was also unanimously resolved—

"That EDWARD GEM, of Bellevue, Halesowen, in the County of Worcester, Esquire, and WILLIAM GORDON BAGNALL, of Eastgate House, Stafford, Engineer, be and are hereby appointed Liquidators for the purpose of winding up the affairs of the Company and distributing its property."

Dated the 10th day of July, 1882.

Chairman of both Meetings.

Barton & Co  
37 Lincoln Inn Fields



43

to be by order  
of the court

In sitting the 23<sup>rd</sup> day of  
July 1882

M<sup>r</sup> John Chetty

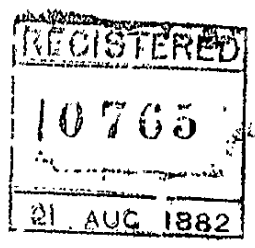
M<sup>r</sup> Charles  
Rog<sup>t</sup>

10/63

W. H. Jordan  
J. W. H.

In the Matter of John Baynall  
and Sons Limited

And In the Matter of the Companies  
Acts 1862 and 1867



Upon the Petition of Lloyd's Banking  
Company limited on the 16<sup>th</sup> June 1882  
presented unto this Court and upon hearing  
Counsel for the Petitioners and for the said  
"John Baynall and Sons Limited" and  
upon reading the said Petition and  
Affidavit of Henry Mortimore sworn the  
19<sup>th</sup> and filed the 20<sup>th</sup> June 1882 verifying  
the said Petition an Affidavit of Michael  
James Whitehouse filed the 7<sup>th</sup> July 1882  
and the Exhibits therein referred to the  
London Gazette of the 20<sup>th</sup> June 1882 the  
Birmingham Daily Gazette of the 21<sup>st</sup> June  
1882 and the Birmingham Daily Post of  
the said 21<sup>st</sup> June 1882 each containing  
an advertisement of the said Petition

This Court doth order that the  
Voluntary winding up of John Baynall  
and Sons Limited be continued but  
subject to the Supervision of this Court  
and any of the proceedings under the  
said Voluntary winding up are to be  
adopted as the Judge shall think fit

And the Creditors Contributory and



It is not for the said Company and all  
for the use and interest of the said Company  
of the said Company as there may be occasion  
that it is ordered that the costs of the  
debts and of the said Company of the  
debts to be paid by the Taxing Master and  
to be paid out of the assets of the said Company

W.C.

W.C.

W.C.

The copy this to be a true copy  
of the original order

Burton & Co

... Solicitors for the Liquidator



In the High Court of Justice  
Chancery Division

26<sup>th</sup> July 1882

In the Matter of John Baynards  
& Sons Limited

Copy Order to wind  
up



John Baynards & Sons Ltd  
37 Lincoln's Inn Fields

Mr Justice Gifford

Thursday the 2<sup>nd</sup> day of  
April 1884

Wm  
Regd.  
folio 213



In the matter of John Bagnall  
and Sons Limited  
And in the matter of the Companies  
Acts 1862 and 1864.

REGISTERED  
7580  
15 MAY 1884

The application of Edward Kensington which upon hearing the solicitors for the applicant and for Edward Gern and William Gordon Bagnall the liquidators of the above named Company in chambers was adjourned to be heard in court coming on the 2<sup>nd</sup> day of April 1884 and this day to be heard accordingly and upon hearing counsel for the said Edward Kensington and for the said ~~Edward Kensington~~ Liquidators and upon reading an affidavit of the said Edward Kensington filed the 14<sup>th</sup> May 1883 and the exhibits therein referred to and two affidavits of Edward Gern filed respectively the 18<sup>th</sup> March 1883 and the 5<sup>th</sup> June 1883 and the exhibits in the said affidavits referred to.

This Court doth order that the Register of Shareholders of the above named Company be rectified by striking out therefrom the name of the applicant Edward Kensington entered thereon in respect of four hundred preference B shares in the said Company.

And it is ordered that the costs of the applicant and of the said Liquidators of this application be taxed by the Taxing Master and paid by the said Liquidators out of the assets of the said Company.

And it is ordered that notice of this order be given to the Registrar of Joint Stock Companies by sending a copy of this order upon the said Registrar or by leaving the same

Henry H Myers

Solr n e. l. Building

113  
JES REGISTRAR  
15 MAY 1884

with a clerk of the said Registrar at the office of the  
said Registrar and at the same time producing this order  
duly passed and entered. —

(2)

I certify that the above is a true copy of the  
Original Order as passed and entered

Dated this 13<sup>th</sup> day of May 1884

Henry B. Myers  
Per

2 Freshman Bdy - E.C.

# THE COMPANIES' ACTS 1862 AND 1867.

## COMPANY LIMITED BY SHARES.

(Copy)

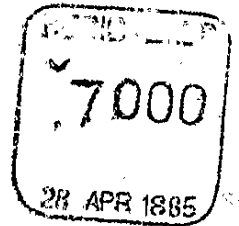
### SPECIAL RESOLUTION

Pursuant to Companies' Acts 1862, s. 51.

of

## JOHN BAGNALL AND SONS, LIMITED.

Passed 8th April, 1885. Confirmed 23rd April, 1885.



At an Extraordinary General Meeting of the Shareholders of the said Company duly convened, and held at the Queen's Hotel, Stephenson Place, Birmingham, on the 8th day of April, 1885, it was unanimously resolved:—

- 1.—That the Capital of the Company be increased by the sum of £20,000, divided into 20,000 shares of £1 each, to be issued upon the terms that a reduction be made in the Capital of the Company upon the footing that the five shillings per share paid on the Pre-preference C shares shall be repaid, and that all the Pre-preference C Shares, whether issued or not, shall be cancelled, and that the sums paid in advance of calls on the Preferred B shares shall be repaid, and the liability of five shillings per share on the Preferred B shares shall be extinguished, and the total amount of capital paid, or credited as paid, on the Ordinary A shares and Preferred B shares (other than the capital paid in advance of calls on certain of the Preferred B shares as aforesaid) shall be written off as lost, and all the Ordinary A shares and Preferred B shares, whether issued or not, shall be cancelled, without any reduction being made upon the new shares so to be created.
- 2.—That Article 5 of the Articles of Association shall not apply to such new shares, but the same shall be disposed of by the directors, under Article 6, as they think proper.
- 3.—That from and after the date of the confirmation of these resolutions such persons (if any) as now are directors of the Company shall cease to be directors, and in the place thereof the following persons shall be the directors of the Company, namely:—William Gordon Bagnall, Edward Gem, George Francis Griffin, and Alfred Ebenezer Wenham.
- 4.—That the Directors be and they are hereby authorised to borrow any sum not exceeding £20,000, upon such terms, and to secure the same in such manner as they think proper.

And at a subsequent Extraordinary General Meeting of the said Company, duly convened, and held at the Queen's Hotel, Stephenson Place aforesaid, on the 23rd day of April, 1885, the said resolution was unanimously confirmed.

Dated the 25th day of April, 1885.

*Edward Gem*

Chairman of both Meetings.

*Barton & Co*  
*Traders*

(30)



In the High Court of Justice  
Chancery Division  
M<sup>rs</sup> Justice Chitty

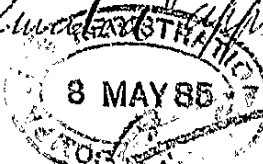
Friday the 20<sup>th</sup> day of  
March 1885

M<sup>rs</sup> Justice  
Chitty  
1885



In the Matter of the Companies  
Acts 1862 and 1867  
And In the Matter of John  
Bagnall and Sons Limited.

Upon Motion this day made unto this  
Court by Counsel for Frederic Morton of  
Meredale Grove, Wolverhampton in the County  
of Stafford a Contributor of the above named  
John Bagnall and Sons Limited and upon  
reading Counsel for Edward Gecu and William  
Gordon Bagnall the joint liquidators of the  
said Company and for the said William  
Gordon Bagnall and for Richard Samuel  
Bagnall Robert Henry Bagnall Reginald  
Bagnall and George Bagnall and Lloyd's  
Banking Company Limited Mortgagees and  
Debtors Holders of the said Company  
and upon reading an order dated the 25<sup>th</sup>  
July 1882 the joint Affidavit of the said  
Edward Gecu and William Gordon Bagnall  
filed the 19<sup>th</sup> of March 1885 and the 1<sup>st</sup> and  
2<sup>nd</sup> Exhibits therein referred to and an  
Affidavit of Michael James Whitehouse  
filed the same day and the Subst. B  
therein referred to this Court doth order that  
for the purpose of carrying into effect the  
Scheme of Reconstruction of the said  
"John Bagnall and Sons Limited" approved



Barton & Co. 6<sup>0</sup> 8 11.1

at a Meeting of the Shareholders of the said Company held on the 26<sup>th</sup> February 1885 all proceedings in the winding up of the above named Company be stayed for three months from the date of this Order except for the following purposes namely;

The Settlement of the list of Creditors of the Company if and so far as the same is not yet completed.

The payment to the holders of the first Mortgage Securities for £21,000 in the said Scheme mentioned and the persons entitled to the benefit of the second Mortgage of the 23<sup>rd</sup> of January 1878 in the said Scheme also mentioned of such amounts as to reduce the balance of that owing to the said respective Securities to £10,000 in each case and the payment of all other Creditors of the Company.

The payment of Costs as between Solicitor and Client of the winding up including the remuneration of the Liquidators the payment discharge or satisfaction of all liabilities incurred by them in maintaining the Companies Collieries and other property and in carrying on the business of the Company in liquidation and otherwise except in substitution the liability of the Re-Constructed Company and the payment of all the Costs Charges and Expenses of or Connected with or arising out of the Scheme of Re-Construction whether the same shall be ultimately carried into effect or not.

And it is ordered that the said Joint Liquidators be at liberty to carry on and continue the business of the said Company until a New Board of Directors shall have been appointed and that the said Joint Liquidators be at liberty to call general meetings of the Company for the purpose of passing and confirming all such Resolutions as according to the said Scheme of re construction are to be passed and confirmed before the election of a New Board of Directors of the said Company But this order is to be without prejudice to the rights of Lloyd's Banking Company Limited

And It is ordered that the Costs of all papers of this Motion as between Solicitor and Client be paid out of the assets of the said Company

W. P.  
Solicitor General

(Seal)

We certify this to be a true Copy of the original order duly passed and entered

Dunlop & Co

37 Lincoln Inn Fields  
Solicitors for the Liquidators  
8th May 1885

7000 126  
THE COMPANIES' ACTS 1862 AND 1867.

COMPANY LIMITED BY SHARE

(Copy)

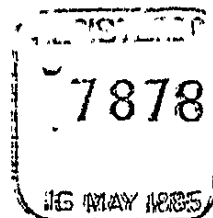
SPECIAL RESOLUTION

Pursuant to Companies' Act 1862, s. 51.

of

JOHN BAGNALL AND SONS, LIMITED. *and Reduced*

Passed 23rd April, 1885. Confirmed 14th May, 1885.



At an Extraordinary General Meeting of the Shareholders of the said Company duly convened, and held at the Queen's Hotel, Stephenson Place, Birmingham, on the 23rd day of April, 1885, it was unanimously resolved:—

That the Capital of the Company be reduced to the sum of £20,000, and that such reduction be effected as follows, that is to say:—

- (a) By repayment to every holder of Pre-preference C shares of the amount which he has paid upon his shares, and by cancelling all the 10,000 Pre-preference C shares, whether issued or not.
- (b) By repaying the sum of £299 5s. paid in advance of calls on certain of the Preferred B shares, and extinguishing the liability now existing on the Preferred B shares, and by writing off as lost all the capital paid, or credited as paid, upon the said shares, otherwise than in advance of calls as aforesaid, and by cancelling all the 48,000 Preferred B shares, whether issued or not.
- (c) By writing off as lost all the capital paid, or credited as paid, on all the Ordinary A shares and by cancelling all the 16,000 Ordinary A shares.

And at a subsequent Extraordinary General Meeting of the said Company, duly convened, and held at the Queen's Hotel, Stephenson Place aforesaid, on the 14th day of May, 1885, the said resolution was unanimously confirmed.

Dated the 15th day of May, 1885.

Chairman of both Meetings.



36 Waterloo Street,  
Birmingham,  
19 November 1885.

Sir,

7107 C.

Our clients Messrs John Bagnall & Sons Limited have handed us your letter to them of the 17<sup>th</sup> instant and asked us to answer it.

The reason why the notice of increase of capital has not been sent to you is that the Company has been for some years in liquidation and the increase of capital was only part of a scheme for the reconstruction of the Company. We have been trying to get this scheme approved by the Chancery Division but the matter has been delayed owing to the long vacation. It will however be now coming on shortly and we should have thought the most convenient plan would be not to register the increase of capital until the scheme has been sanctioned. As however you ~~seem~~ to prefer it should be done now we enclose you post-office order for £1.5.0 and shall be glad if you will send us stamped

Born  
20/11/85

We are, Sir,

Your obedient servants  
*John Bagnall & Sons*

The Registrar

Joint Stock Companies  
Companies' Registration Office  
Inland Revenue  
Domestic House,  
London W.C.



36 Waterloo Street,  
Birmingham,  
21 November 1885.

Sir,  
John Bagnall & Sons Ltd

We have received stamped forms from  
notice of increase of capital which we  
have filled up and are sending to the  
Secretary for signature.

We are, Sir,  
Your obedient servants,

John Bagnall & Sons Ltd

The Registrar  
Joint Stock Companies  
Comersel House  
London  
W.C.



159111

Form No. 10.

25 NOV 1885

"THE COMPANIES' ACTS, 1862, 1867, & 1877."

(25° & 26° VICT. c. 30; 30° & 31° VICT. c. 131; AND 40° & 41° VICT. c. 26.)



Notice of Increase in the Nominal Capital

of the John Ragnall & Sons Limited

Company,

Pursuant to Section 34.

Presented for Filing by

REGIS

# NOTICE

Of increase in the nominal Capital of ~~the~~ *John Bagnall & Sons Limited.*

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

~~The~~ *John Bagnall & Sons Limited*

I hereby give

you notice, in accordance with "The Companies' Act, 1862," that by a Resolution of the

Company dated the *8<sup>th</sup>* day of *April 1885*  
and confirmed on the *23<sup>rd</sup>* day of the same month  
the nominal Capital of the Company has been increased by the addition thereto of the sum of

*Twenty thousand* pounds,

divided into *Twenty thousand* Shares of

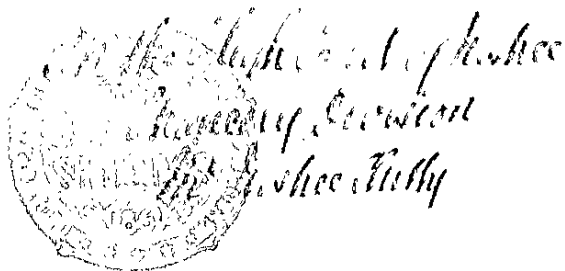
*one pound* each, beyond the registered Capital of

*£ 222,000*

*20,000  
222,000  
242,000*

Dated the *23<sup>rd</sup>* day of *Nov<sup>r</sup>* 1885.

*J. Whitehouse*  
*Secretary*



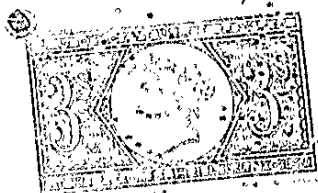
Monday the 15<sup>th</sup> day of  
May 1886

In the Matter of the Companies  
Act 1867 and of the Companies  
Act 1874  
and In the Matter of John  
Bagnall and Sons Limited  
and Reduced

11<sup>th</sup> June  
1886  
No. 18  
9721  
22 MAY 1886



Barton v B<sup>o</sup>  
No 18 3/-



51-08  
1 June 1886

Original order produced.  
100/-  
18.6.86

Upon the Petition of John Bagnall and Sons  
limited and Reduced on the 21<sup>st</sup> November  
1885 presented into this Court and upon  
Hearing Counsel for the Petitioners and upon  
Motion this day made into this Court  
by Counsel for Frederic Norton of Merodale  
Grove Walminghampton in the County of Stafford  
a Controversy of the said Company and  
upon Hearing Counsel for Edward Gorn and  
William Gordon Bagnall the Liquidators  
of the said Company and for the said  
William Gordon Bagnall Richard Samuel  
Bagnall Robert Henry Bagnall Reginald  
Bagnall and George Bagnall and also for  
Barnetts and Bosanquets Banking Company  
Limited Mortgagees and debenture holders  
of the said Company and for Percy Jones  
and Company James and Lester dea and Son  
Bakers and Company Sir Horace Saint  
Paul Menham Brothers and Company  
Barton H<sup>o</sup> and Smith and St. combe Creditors of the  
said Company and upon reading the said  
Petition an order dated the 25<sup>th</sup> July 1882

Barton H<sup>o</sup> and Smith and St. combe Creditors of the  
said Company and upon reading the said  
Petition an order dated the 25<sup>th</sup> July 1882

do hereby declare the 20<sup>th</sup> March 1885 an order  
dated 1<sup>st</sup> December 1885 the joint affidavits of  
Edward Gein William Gordon Bagnall and  
Michael James Whitehouse filed 27<sup>th</sup> November  
1885 and the exhibits therein referred to the  
joint affidavit of Edward Gein and William  
Gordon Bagnall filed 19<sup>th</sup> March 1885 an  
affidavit of Michael James Whitehouse filed  
19<sup>th</sup> March 1885 and the exhibit therein  
referred to and the Chief Clerk's Certificate  
dated 5<sup>th</sup> April 1886 the joint Affidavits  
of William Gordon Bagnall Edward Gein  
and Michael James Whitehouse filed respectively  
27<sup>th</sup> and 14<sup>th</sup> May 1886 the London Gazette  
the Times Newspaper the Birmingham Daily  
Post and the Birmingham Daily Gazette  
all of the 30<sup>th</sup> April 1886 each containing  
an advertisement of the said Petition and the  
said Edward Gein William Gordon Bagnall  
the liquidators of the said Company by their  
Counsel undertaking to be personally responsible  
for the debts of the said Company incurred  
since the 11<sup>th</sup> day of January 1886 and  
before the date of this Order

This Court doth order that all further  
proceedings in the winding up of the above  
named Company John Bagnall and Son  
limited be stayed

And it is ordered that the Special resolution  
passed at an extraordinary General Meeting of  
the said Company on the 8<sup>th</sup> April 1885 and  
confirmed by an extraordinary General Meeting  
of the said Company held on the 23<sup>rd</sup> April

1875 and such resolutions in the  
words and figures following namely

(1) That the Capital of the Company be  
increased by the sum of Twenty thousand  
pounds divided into twenty thousand  
Shares of One pound each to be issued  
upon the terms that a reduction be made  
in the Capital of the Company upon the  
finding that the Five Shillings per Share paid  
on the preference B Shares shall be  
repaid and that all the preference B  
Shares whether issued or not shall be  
cancelled and that the sum paid in  
advance of calls on the preferred B Shares  
shall be repaid and the liability of five  
shillings per Share on the preferred B Shares  
shall be extinguished and the total  
amount of Capital paid or credited as paid  
on the ordinary A Shares and preferred B  
Shares (other than the Capital paid in  
advance of calls on certain of the preferred  
B Shares as aforesaid) shall be written  
off as lost and all the ordinary A Shares  
and preferred B Shares whether issued or  
not shall be cancelled without any reduction  
being made upon the new shares to be  
created

2 That Article 5 of the Articles of Association  
shall not apply to such new shares but  
the same shall be disposed of by the  
Directors under article 6 as they think  
proper

3 That from and after the date of the

Confirmation of these Resolutions such persons (if any) as now are directors of the Company shall cease to be Directors and in the place thereof the following persons shall be the Directors of the Company namely William Gordon Bagnall Edward Gern George Francis Griffin and Alfred Ebenezer Wenham

4 That the Directors be and they are hereby authorised to borrow any sum not exceeding Twenty thousand pounds upon such terms and to secure the same in such manner as they think proper" And the special resolution passed at an extraordinary general meeting of the said Company on the 23<sup>rd</sup> April 1885 and confirmed at an extraordinary general meeting of the said Company held on the 14<sup>th</sup> May 1885 and which resolutions were in the words and figures following that is to say "That the Capital of the Company be reduced to the sum of Twenty thousand pounds and that such reduction be effected as follows that is to say

(a) By repayment to every holder of preference B shares of the amount which he has paid upon his shares and by cancelling all the Ten thousand preference B shares whether issued or not

(b) By repaying the sum of Two hundred and ninety nine pounds five shillings paid in advance of calls on certain of the preferred B shares and extinguishing the liability now existing on the preferred B shares and by withdrawing all as lost all the Capital paid on



credited as paid upon the said Shares otherwise than in advance of Calls as aforesaid and by Cancelling all the Eighty eight thousand preferred B Shares whether issued or not

(C) By writing off as lost all the Capital paid or credited as paid on all the Ordinary A. shares and by Cancelling all the Sixteen thousand Ordinary A Shares "be respectively confirmed And it is ordered that this order be produced to the Registrar of Joint Stock Companies And it is ordered that an Office Copy of this Order be delivered to him together with the Minute in the words or to the effect set forth in the Schedule hereto And it is ordered that Notice of the registration of this order be published as follows namely The London Gazette of the 1<sup>st</sup> day of June 1886 The Times Newspaper of the 1<sup>st</sup> day of June 1886 The Birmingham Daily Post of the 1<sup>st</sup> day of June 1886 and The Birmingham Daily Gazette of the 1<sup>st</sup> day of June 1886 and the words "and reduced" are not from henceforth to be deemed part of the name of the said Company

Schedule

Minute approved of by the Court  
The Capital of John Bagnall and Sons Limited is Twenty thousand pounds divided into twenty thousand shares



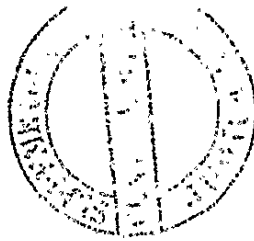
of One pound each, At the date of the  
Registration of this Minute nineteen  
thousand six hundred and seventy five  
of the said shares are in issue And  
the sum of Five shillings per share  
has been and is to be deemed to be  
paid thereon

1886. A. 705

L. Parker

Intd. P. & R.

1886/12  
1886/12



The John Bignall and Sons

Limited and Reduced,

having by Special Resolution reduced its Capital as confirmed by an order of the High Court of

Justice, Chancery Division, bearing date the 15<sup>th</sup> day of May 1886

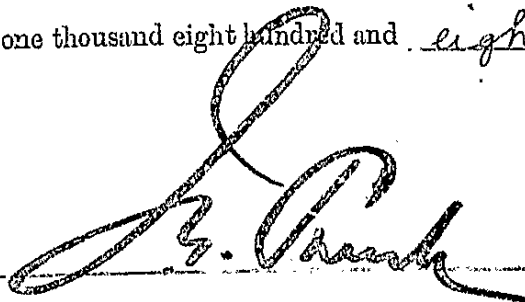
and a Minute showing that the Capital of the Company is now \_\_\_\_\_

Twenty thousand Pounds,

divided into Twenty thousand

shares of £1 each pounds each.

Copies of the same have been registered accordingly this Twenty eighth  
day of May one thousand eight hundred and eighty six.



Registrar of Joint Stock Companies.

Certificate of Reduction of Capital received by:---

Burton & Co  
pro Wm. Jones  
37 Lincoln's Inn Fields

Date 31<sup>st</sup> May 1886

In the High Court of Justice  
Chancery Division

15<sup>th</sup> May 1886

In the Matter of John  
Bagnall and Sons  
Limited.

Office Copy

Order to  
stay proceedings in  
winding up and to  
reduce Capital

Burton Upates, Natl. Bank  
3 Lincoln's Inn Fields

COMPANY LIMITED BY SHARES.

[COPY]

# Special Resolution

(Pursuant to Companies' Act, 1862, ss. 50 and 51).

OF

## JOHN BAGNALL & SONS, LIMITED.

Passed, August 31st, 1898. Confirmed, September 15th, 1898.

At a Special General Meeting of the above-named Company, duly convened and held at the office of Messrs. Wenham Brothers & Co., 27 Waterloo Street, Birmingham, on Wednesday, the 31st day of August, 1898, the following Special Resolution was duly passed. And at a subsequent Special General Meeting of the said Company also duly convened and held at the same place on Thursday, the 15th day of September, 1898, the following Special Resolution was duly confirmed, namely:—

"That the following regulations be and the same are hereby approved, and that such regulations be and they are hereby adopted as the regulations of the Company, to the exclusion of all the existing regulations thereof."

### PRELIMINARY.

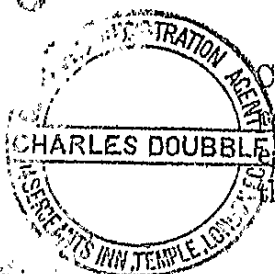
The regulations contained in the table marked "A" in the first schedule to the Companies' Act, 1862 (hereinafter called "Table A," shall apply to the Company save in so far as they are excluded or varied hereby.

The clauses of Table A numbered 29, 30, 31, 37, 44, 51, 52, 53, 54, 57, 58, 59, 78, 79, 80, 81, 82, 83, 84, and 94 shall not apply to this Company.

In lieu of the clauses of Table A hereinbefore excluded, and in addition to the remaining clauses of Table A, the following shall be the regulations of the Company (the numbers of the clauses in Table A being inclusive):—

### CAPITAL.

The capital of the Company as determined by order of the Court dated the 15th day of May, 1896, is twenty thousand pounds, divided into twenty thousand shares of one pound, on each of which the sum of seventeen shillings and six pence in the pound has been paid up.



## SHARES.

5 to 7. Table A, No. 1 to 3.

## CALLS ON SHARES.

8 to 11. Table A, No. 4 to 7.

## TRANSFER OF SHARES.

12 to 15. Table A, No. 8 to 11.

## TRANSMISSION OF SHARES.

16 to 20. Table A, No. 12 to 16.

## FORFEITURE OF SHARES.

21 to 26. Table A, No. 17 to 22.

## CONVERSION OF SHARES INTO STOCK.

27 to 29. Table A, 23 to 25.

## INCREASE OF CAPITAL.

30 to 32. Table A, 26 to 28.

33.

The Company may from time to time, by special resolution, reduce its capital in any manner allowed by law. The Company may sub-divide or consolidate its shares.

## GENERAL MEETINGS.

34.

A general meeting of the Company shall be held once a year within two months after the date to which the annual accounts of the Company are made up, and at such time and place as the Directors shall determine. All such yearly meetings shall be called ordinary meetings. All other meetings shall be called extraordinary meetings.

35 to 37. Table A, 32 to 34.

## PROCEEDINGS AT GENERAL MEETINGS.

38 to 39. Table A, 35 to 36.

40.

No business (except the declaration of a dividend) shall be transacted at any general meeting unless a quorum of five members is present at the time when the meeting proceeds to business.

41 to 46. Table A, 38 to 43.

## VOTES OF MEMBERS.

47.

Every member shall have one vote for each share registered in his name.

48 to 53. Table A, 45 to 51.

## DIRECTORS.

54.

The number of Directors shall not be less than three nor more than six as shall be determined by the ordinary meeting in each year.

55.

Messrs. William Gordon Bagnall, Joshua Fellows, Edward Gem, and Alfred Ebenezer Wenham shall be the Directors of the Company until the ordinary yearly meeting in the year 1899.

The qualification of every Director shall be the holding as absolute owner (and not subject to any charge or trust) of shares or stock in the Company of the nominal value of £500. 56.

The remuneration of the Directors shall be fixed from time to time at the ordinary yearly meeting, and the amount so fixed shall be divided among them in such proportions as they think proper. 57.

The continuing Directors may act notwithstanding any vacancy in their body. 58.

#### POWERS OF DIRECTORS.

Table A, 55. 59.

It is hereby expressly agreed that the general powers of the Directors conferred by clause 55 of Table A does and shall include the following powers to be exercised by the Directors at their discretion, namely:— 60.

(a) Power to borrow money for any purposes of the Company, and to secure the repayment thereof by bills, notes or other securities, negotiable or otherwise, and also mortgages and charges on the property and assets of the Company or any part thereof, including its uncalled or unsubscribed capital for the time being, and to issue debentures or debenture stock whether secured by a mortgage or trust deed or not;

(b) To affix the seal of the Company to any deed or instrument in writing in pursuance of a resolution of the Directors, such affixing of the seal to be evidenced by the signature of any two Directors and the counter signature of the Secretary. 61.

Table A, 56. 62.

#### DISQUALIFICATION OF DIRECTORS.

The office of a Director shall be vacated:—

If he hold any office or place of profit under the Company except that of Managing Director.

If he become bankrupt or insolvent or compound with his creditors.

If he give the Company notice in writing that he resigns his office.

But a Director shall not be disqualified by his office from entering into contracts, arrangements or dealings with the Company, nor by the fact that the Auditor of the Company for the time being may be his partner; nor shall any contract, arrangement or dealing with the Company be avoided, nor shall a Director be liable to account to the Company for any profit arising out of any contract, arrangement or dealing with the Company by reason of such Director being a party to or interested in or deriving profit from any such contract arrangement or dealing,

and being at the same time a Director of the Company, provided that such Director discloses to the Board of Directors at or before the time when such contract, arrangement or dealing is determined upon his interest therein, or if his interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. But no Director shall vote as a Director in regard to any contract, arrangement or dealing in which he is interested, or upon any matter arising thereout.

#### ROTATION OF DIRECTORS.

63. So long as the number of Directors does not exceed five, one of such Directors shall retire at each ordinary meeting. If and when there are six Directors, two shall retire. The Director or Directors so to retire shall, in default of agreement, be determined by ballot.

64 to 68. Table A, 61 to 65.

#### PROCEEDINGS OF DIRECTORS.

69 to 74. Table A, 66 to 71.

#### DIVIDENDS.

75 to 80. Table A, 72 to 77.

#### ACCOUNTS.

81. The Directors shall cause proper accounts to be kept, and shall cause a statement of the Company's affairs to be prepared and made up to the 30th day of June preceding the day of each ordinary meeting, and procure the same to be audited, and submit the same together with their report of the proceedings of the year to the ordinary meeting in the year 1899, and every subsequent ordinary meeting.

#### AUDITORS.

82. The Auditor of the Company shall be a chartered accountant, or a firm of chartered accountants, and such auditor shall examine the accounts and ascertain the correctness of the balance sheet to be presented to the ordinary meeting in each year.

83 to 92. Table A, 85 to 94.

#### NOTICES.

93 to 95. Table A, 95 to 97.

*Dated this 15<sup>th</sup> day of September 1898.*

*W. B. Small*

*Chairman of both Meetings.*



"THE COMPANIES ACTS 1908 TO 1917."

COMPANY LIMITED BY SHARES.

[ COPY. ]

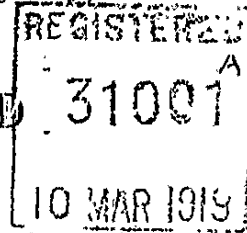
## Special Resolution

suant to the Companies' (Consolidation) Act 1908 Sections 13 & 69.)

OF  
and  
JOHN BAGNALL & SONS, LIMITED

Passed 30th January 1919.

Confirmed 25th February 1919.



At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at the Registered Offices of the Company, situate at Wednesbury, on Thursday, the 30th day of January, 1919, the following Special Resolution was duly passed, and at a further Extraordinary General Meeting of the Company duly convened and held at the same place on the 25th day of February, 1919, the said Special Resolution was duly confirmed by the requisite majority :—

### Resolution.

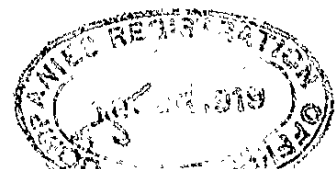
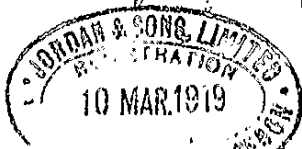
"That the existing Articles of Association of the Company be and are hereby abrogated and expunged and that in lieu thereof the Articles of Association now produced, a copy whereof is signed by the Chairman, be adopted as the Articles of Association of the Company."

Dated this 25th day of February, 1919.

J C Forest  
Chairman.

Filed with the Registrar of Joint Stock Companies on the 10<sup>th</sup> day of March, 1919.

*as certified for filing by*



"The Companies Acts, 1908 to 1917."

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COMPANY LIMITED BY SHARES.

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Articles of Association

OR

JOHN BAGNALL <sup>and</sup> SONS, LIMITED.

*(Adopted by Special Resolution of the Company and passed on the 30<sup>th</sup> day of January, 1919, and confirmed on the 25<sup>th</sup> day of February, 1919.)*

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies (Consolidation) Act, 1908, shall not apply to this Company.

2. In these Articles, unless the context otherwise requires—

"The Statutes" shall mean The Companies Acts, 1908 to 1917, and every other Act incorporated therewith, or any Act or Acts of Parliament substituted therefor; and in case of any such substitution the references in these presents to the provisions of non-existing Acts of Parliament shall be read as referring to the provisions substituted therefor in the new Act or Acts of Parliament.

"The Register" shall mean the Register of Members to be kept as required by Section 25 of The Companies (Consolidation) Act, 1908.

"Month" shall mean calendar month.

"Paid up" shall include "credited as paid up."

"Secretary" shall include any person appointed to perform the duties of Secretary temporarily.

Words which have a special meaning assigned to them in the Statutes shall have the same meaning in these presents.

Words importing the singular number only shall include the plural, and the converse shall also apply.

Words importing males shall include females.

Words importing individuals shall include corporations.

3. The number of the Members of the Company (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 such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty.

4. The Company shall not offer any of its Shares or Debentures to the public for subscription.

#### CAPITAL.

5. The present Capital of the Company is Twenty Thousand Pounds, divided into Twenty Thousand Shares of One Pound each.

#### SHARES AND CERTIFICATES.

6. Any new Shares which may be issued shall be under the control of the Directors, who may allot and dispose of the same to such persons on such terms and in such manner as they think fit. Shares may be issued at par or at a premium.

7. The Company may make arrangements on the issue of Shares for a difference between the Holders of such Shares in the amount of Calls to be paid and in the time of payment of such Calls.

8. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or interest in such Share, whether or not it shall have express or other notice thereof.

9. Every Member shall be entitled, without payment, to one Certificate under the Common Seal of the Company, specifying

the Share or Shares held by him, with the distinctive numbers thereof and the amount paid up thereon. Such Certificate shall be delivered to the Member within two months after the allotment or registration of the transfer, as the case may be, of such Share or Shares.

10. If any Member shall require additional Certificates he shall pay for each such additional Certificate such sum, not exceeding One Shilling, as the Directors shall determine.

11. If any Certificate be defaced or worn out, it may be renewed on payment of One Shilling or such less sum as the Directors may prescribe, and the person requiring the new Certificate shall surrender the defaced or worn-out Certificate. If any Certificate be lost or destroyed, a new Certificate may be issued on payment of Two Shillings and Sixpence, and the person requiring the new Certificate shall give such evidence of its loss or destruction and such indemnity to the Company as the Directors think fit.

#### JOINT HOLDERS OF SHARES.

12. Where two or more persons are registered as the Holders of any Share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following:—

- (a) The Company shall not be bound to register more than three persons as the Holders of any Share.
- (b) The joint Holders of any Share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such Share.
- (c) On the death of any one of such joint Holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Share; but the Directors may require such evidence of death as they may deem fit.
- (d) Any one of such joint Holders may give effectual receipts for any Dividend, Bonus, or return of Capital payable to such joint Holders.

- (c) Or, if the person whose name stands first in the Register of Members as one of the joint Holders of any Share shall be entitled to delivery of the Certificate relating to such Share, or to receive notices from the Company, or to attend or vote at General Meetings of the Company, and any notice given to such person shall be deemed notice to all the joint Holders; but any one of such joint Holders may be appointed the proxy of the person entitled to vote on behalf of the said joint Holders, and, as such proxy, to attend and vote at General Meetings of the Company.

#### CALLS ON SHARES.

13. The Directors may from time to time make Calls upon the Members in respect of all moneys unpaid on their Shares, provided that no Call shall exceed one fourth of the nominal amount of the Share, and each Member shall, subject to receiving fourteen days' notice at least, specifying the time and place for payment, pay the amount of Calls so made to the persons and at the times and places appointed by the Directors. A Call may be made payable by instalments.

14. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

15. If the Call payable in respect of any Share or any instalment be not paid before or on the day appointed for payment thereof, the Holder for the time being of such Share shall be liable to pay interest for the same at such rate, not exceeding Ten per centum per annum as the Directors shall determine, from the day appointed for the payment of such Call or instalment to the time of actual payment; but the Directors may, if they shall think fit, remit the payment of such interest or any part thereof.

16. If by the terms of the issue of any Shares, or otherwise, any amount is made payable at any fixed time or by instalments at any fixed times, every such amount or instalment shall be payable as if it were a Call duly made by

the Directors, and of which due notice had been given; and all the provisions hereof with respect to the payment of Calls and interest thereon, or to the forfeiture of Shares for nonpayment of Calls, shall apply to every such amount or instalment and the Shares in respect of which it is payable.

17. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled or unpaid upon any Shares held by him; and upon the money so paid in advance the Directors may (until the same would but for such advance become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, Six per cent.) as may be agreed upon between the Members paying the sum in advance and the Directors.

#### TRANSFER OF SHARES.

18. The instrument of transfer of any Share in the Company shall be printed or written, and shall be executed both by the transferor and transferee, and duly attested, and the transferor shall be deemed to remain the Holder of such Share until the name of the transferee is entered in the Register in respect thereof.

19. Shares in the Company shall be transferred in any usual or common form which the Directors shall approve.

20. The Directors may refuse to register any transfer of a Share (a) where the Company has a lien on the Share, or (b) where the Directors are not of an opinion that it is desirable to admit the proposed transferee to Membership.

21. The Directors may suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding Two Shillings and Sixpence is paid to the Company in respect thereof, and (b) the instrument of transfer is 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.

### TRANSMISSION OF SHARES.

22. On the death of any Member (not being one of several joint Holders of a Share) the executors or administrators of such deceased Member shall be the only persons recognised by the Company as having any title to such Share.

23. Any person becoming entitled to a Share in consequence of the death or bankruptcy of any Member shall, upon such evidence being produced as may from time to time be required by the Directors, have the right either to be himself registered as a Member in respect of the Share or, instead of being registered himself, to make such transfer as the deceased or bankrupt person could have made; but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt person before the death or bankruptcy.

24. A person becoming entitled to a Share by reason of the death or bankruptcy of the Holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the Registered Holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by Membership in relation to Meetings of the Company.

### FORFEITURE OF SHARES AND LIEN.

25. If any Member fail to pay any Call or instalment on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of the Call or instalment remains unpaid, serve a notice on him requiring him to pay so much of the Call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such nonpayment.

26. The notice shall name a further day on or before which such Call or instalment and all interest accrued and expenses incurred by reason of such nonpayment are to be paid, and it shall also name the place where payment is to be made, such place being either the Registered Office or some other

place at which Calls of the Company are usually made payable. The notice shall also state that, in the event of nonpayment at or before the time and at the place appointed, the Shares in respect of which such Call or instalment is payable will be liable to forfeiture.

27. If the requisitions of any such notice as aforesaid be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter before payment of all Calls or instalments, interest, and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

28. Any Shares so forfeited shall be deemed to be the property of the Company, and may be disposed of in such manner, either subject to or discharged from all Calls made or instalments due prior to the forfeiture, as the Directors think fit; or the Directors may, at any time before such Shares are disposed of, annul the forfeiture upon such terms as they may approve.

29. Any Member whose Shares have been forfeited shall, notwithstanding, be liable to pay to the Company all Calls and instalments owing upon such Shares at the time of forfeiture, together with interest thereon, at such rate not exceeding Ten per centum per annum as the Directors shall appoint, down to the date of payment; but the Directors may, if they shall think fit, remit the payment of such interest or any part thereof.

30. When any Shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been disposed of an entry shall also be made of the manner and date of the disposal thereof.

31. The Company shall have a first and paramount lien upon all Shares held by any Member of the Company (whether alone or jointly with other persons), and upon all Dividends and Bonuses which may be declared in respect of such Shares, for all debts, obligations, and liabilities of such Member to the Company: Provided always that if the Company shall register a transfer of any Shares upon which it has such



a lien as aforesaid without giving to the transferee notice of its claim, the said Shares shall be freed and discharged from the lien of the Company.

32. The Directors may serve upon any Member who is indebted or under obligation to the Company a notice requiring him to pay the amount due to the Company or satisfy the said obligation, and stating that if payment is not made or the said obligation is not satisfied within a time (not being less than fourteen days) specified in such notice, the Shares held by such Member will be liable to be sold; and if such Member shall not comply with such notice within the time aforesaid, the Directors may sell such Shares without further notice.

33. Upon any sale being made by the Directors of any Shares to satisfy the lien of the Company thereon the proceeds shall be applied: First, in the payment of all costs of such sale; next, in satisfaction of the debts or obligations of the Member to the Company; and the residue (if any) shall be paid to the said Member or as he shall direct.

34. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such Shares that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of Title to the Shares, and shall not be bound to see to the application of the purchase money. The remedy of the former Holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

#### ALTERATION OF CAPITAL.

35. The Directors may, with the sanction of a resolution of the Company previously given in General Meeting, increase the Capital by the issue of new Shares, such aggregate increase to be of such amount and to be divided into Shares of such respective amounts as the resolution shall prescribe.

36. The new Shares shall be issued upon such terms and conditions and with such rights, priorities, or privileges as the resolution sanctioning the increase of Capital shall prescribe.

37. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of Capital, or by any subsequent resolution of the Company in General Meeting, all new Shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive from the Company notices of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares to which they are entitled. 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 he declines to accept the Shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may also dispose as they think fit of any new Shares which (by reason of the ratio which the new Shares bear to Shares held by persons entitled to an offer of new Shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

38. Any Capital raised by the creation of new Shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original Capital, and shall be subject to the same provisions with reference to the payment of Calls and the forfeiture of Shares on nonpayment of Calls, transfer and transmission of Shares, lien, or otherwise, as if it had been part of the original Capital.

39. The Company may by resolution—

- (a) Consolidate and divide its Capital into Shares of larger amount than its existing Shares;
- (b) Convert all or any of its paid-up Shares into Stock, and reconvert that Stock into paid-up Shares of any denomination;

- (c) 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 may by Special Resolution—

- (a) Subdivide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association: Provided that in the subdivision of the existing Shares the proportion between the amount paid and the amount (if any) unpaid on each Share of reduced amount shall be the same as it was in the case of the existing Share from which the Share of reduced amount is derived;
- (b) Reduce its Capital in any manner allowed by law.

#### MODIFICATION OF RIGHTS.

40. If at any time the Capital is divided into different classes of Shares the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied with the consent in writing of the Holders of three fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall, *mutatis mutandis*, apply, but so that at every such separate General Meeting the quorum shall be two persons at least, holding or representing by proxy one third of the issued Shares of the class.

#### BORROWING POWERS.

41. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

42. The Register of Mortgages shall be open to inspection by any creditor or Member of the Company without payment, and by any other person on payment of the sum of One Shilling for each inspection.

43. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holder of any such Debentures and of any Holder of Shares in the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close the said Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS.

44. The Statutory General Meeting shall be held at such time (within a period being not less than one month nor more than three months from the date at which the Company is entitled to commence business) and at such place as the Directors may determine.

45. The Ordinary General Meeting of the Company shall be held in the month of November in each year, or in such other month and at such time and place as the Directors shall from time to time determine.

46. The Directors may whenever they think fit and they shall, upon a requisition made in writing by Members in accordance with Section 66 of The Companies (Consolidation) Act, 1908, convene an Extraordinary General Meeting of the Company. If at any time there shall not be present in England and capable of acting sufficient Directors to form a quorum, the Directors in England capable of acting, or if there shall be no such Directors then any two Members, may convene an Extraordinary General Meeting of the Company in the same manner as nearly as possible as that in which Meetings may be convened by the Directors, and the Company at such Extraordinary General Meeting shall have power to elect Directors.

47. In the case of an Extraordinary Meeting called in pursuance of a requisition, unless such Meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

48. Five days' notice at the least specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given to the Members except as hereinafter mentioned, in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting; but the accidental omission to give notice to any Member, or the non-receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting.

49. Where it is proposed to pass a Special Resolution the two Meetings may be convened by one and the same notice, and it is to be no objection to such notice that it only convenes the second Meeting contingently on the resolution being passed by the requisite majority at the first Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

50. The business of an Ordinary General Meeting shall be to receive and consider the accounts and balance sheets and the report of the Directors and Auditors, to elect Directors in place of those retiring, to elect Auditors and fix their remuneration, and to sanction payment of a Dividend or capitalisation and distribution of any undivided profits of the Company. All other business transacted at an Ordinary Meeting, and all business transacted at an Extraordinary Meeting, shall be deemed special.

51. No business shall be transacted at any General Meeting, except the declaration of a Dividend or the adjournment of the Meeting, unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of not less than two Members or other persons personally present and holding or representing by proxy, or in any other manner authorised by these Articles, not less than one tenth of the issued Capital of the Company.

52. If within half an hour from the time appointed for the Meeting a quorum be not present, the Meeting, if convened upon the requisition of 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 be not present those Members who are present shall be deemed to be a quorum, and may do all business which a full quorum might have done.

53. 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 fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of the Directors present to be Chairman; or if no Director shall be present and willing to take the chair, the Members present shall choose one of their number to be Chairman.

54. The Chairman may with the consent of the Meeting adjourn any Meeting from time to time and from place to place; but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for twenty-one days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. 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.

55. At any General Meeting every question shall be decided in the first instance by a show of hands; and unless a poll be directed by the Chairman, or demanded by a Member or Members entitled to vote and holding or representing by proxy, or any other manner authorised by these Articles, or entitled to vote in respect of Shares amounting in the aggregate to the nominal value of at least One Thousand Pounds, a declaration by the Chairman that a resolution has been carried or not carried by a particular majority, 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 such resolution.

56. If a poll be demanded or directed in the manner above mentioned, it shall be taken at such time and in such manner as the Chairman may appoint, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.

57. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### VOTES OF MEMBERS.

58. Upon a show of hands every Member present in person shall have one vote only. Upon a poll every Member present in person or by proxy shall have one vote for every Share held by him upon which there are no Calls in arrear.

59. If any Member be a lunatic or idiot he may vote by his committee, *curator bonis*, or other legal curator.

60. No Member shall be entitled to vote at any General Meeting unless all Calls due from him have been paid.

61. Votes may be given either personally or by proxy.

62. 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 such appointor be a corporation either under its common seal or under the hand of an officer or attorney so authorised. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote: Provided always that a corporation being a Member of the Company may, by writing under the hand of one of its Directors, appoint any one of its officers to be its representative, and the person so appointed may without holding any proxy attend and vote at any Meeting and exercise the same functions on behalf of the corporation which he represents as if he were an individual Shareholder.

63. 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 Registered Office of the Company not less than one hour before the time fixed for holding the Meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid.

64. An instrument appointing a proxy shall be in the usual common form.

#### DIRECTORS.

65. The number of Directors shall not be less than one nor more than five.

66. It shall not be necessary for a Director to hold any Share qualification in the Company.

67. The remuneration of the Directors, other than the Managing Director or Managing Directors, shall be such sum or sums as may from time to time be determined by the Company in General Meeting, which remuneration shall be divided amongst the Directors as they shall by resolution or by-law determine. The Directors shall also be paid their travelling expenses of attending and returning from Board Meetings and any travelling or other expenses properly incurred by them whilst engaged upon the Company's business.

#### POWERS OF DIRECTORS.

68. 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 Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, not being 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.



## MANAGING DIRECTORS.

69. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such time and at such remuneration (whether by way of salary or commission or participation in profits, or partly in one way and partly in another) as they may think fit, and a Director so appointed shall not, while holding such office, be subject to retirement by rotation, or be taken into account in determining the rotation of retirement of Directors; but his appointment shall be subject to determination *ipso facto* if he shall cease from any cause to be a Director.

70. The Directors may from time to time confer upon and entrust to the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time impose, and the said powers may at any time be withdrawn, revoked, or varied.

## DISQUALIFICATION OF DIRECTORS.

71. The office of a Director shall be vacated—

- (a) If he become bankrupt or insolvent or compound with his creditors;
- (b) If he become of unsound mind or be found a lunatic;
- (c) If he be convicted of an indictable offence;
- (d) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors;
- (e) If he give the Directors one month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice has been served upon the Directors or an entry has been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

72. A Director shall not be disqualified by his office from entering into contracts, arrangements, or dealings with the Company, nor shall any contract, arrangement, or dealing with the Company be voided, nor shall a Director be liable to account to the Company for any profit arising out of any contract, arrangement, or dealing with the Company by reason of such Director being a party to or interested in or deriving profit from any such contract, arrangement, or dealing, and being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein, or, if his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest.

73. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

#### ROTATION OF DIRECTORS.

74. At the Ordinary General Meeting in every year, one third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office, the Directors to retire in each year being 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.

75. A retiring Director shall be eligible for re-election.

76. The Company at the Ordinary General Meeting at which any Director retires in manner aforesaid shall fill up the vacated office, and may fill up any other offices which may then be vacant, by electing the necessary number of persons, unless the Company shall determine to reduce the number of Directors. The Directors may elect a Director at any time, but such appointment must be confirmed at the next General Meeting.

77. If at any Meeting at which an election of Directors ought to take place the places of the vacating Directors be not filled up, the vacating Directors, or such of them as have not had their places filled up, shall continue in office until the Ordinary General Meeting in the next year, and so on from time to time until their places have been filled up.

78. The Company may from time to time in General Meeting 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.

79. The Directors shall have power at any time and from time to time to appoint any qualified person as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above. But any Director so appointed shall only retain his office until the next Ordinary General Meeting of the Company, when he shall retire, but he shall be eligible for re-election.

80. Seven days' previous notice in writing shall be given to the Company of the intention of any Member to propose any person other than a retiring Director for election to the office of Director: Provided always that the Chairman of such Meeting may waive the said notice, and may submit to the Meeting the name of any person duly qualified.

#### PROCEEDINGS OF DIRECTORS.

81. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. 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 any notice of a Meeting of Directors to any Director who is absent from the United Kingdom.

82. The Directors may elect a Chairman of their Meetings, and determine the period for which he 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 Directors present shall choose some one of their number to be Chairman of such Meeting

83. 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 him or them by the Directors. The regulations herein contained for the Meetings and proceedings of Directors shall, so far as not altered by any regulations made by the Directors, apply also to the Meetings and proceedings of any Committee.

84. All acts done by any Meeting of the Directors or of a Committee of Directors, or by any persons acting as Directors, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

85. The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company, or undertaking any work additional to that usually required of directors of a company similar to this.

#### MINUTES.

86. 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 the Directors and of any Committee of the Directors;
- (c) Of all resolutions and proceedings at all Meetings of the Company and of Directors and of Committees of Directors.

And every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.

87. 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 called and constituted, and shall take effect from the time it shall be signed by the last Director to sign same.

#### THE SEAL.

88. The Directors shall forthwith procure a Common Seal to be made for the Company, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Board of Directors, and in the presence of such persons as shall by resolution or by-law of the Board be authorised to affix the Seal to any instrument.

#### DIVIDENDS.

89. Subject to the rights of persons (if any) entitled to Shares with special rights as to Dividends, all Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the Shares: Provided, nevertheless, that where Capital is paid up in advance of Calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest confer a right to participate in profits.

90. The Directors shall lay before the Company in General Meeting a recommendation as to the amount which they consider ought to be paid by way of Dividend, and the Company shall declare the Dividend to be paid, but such Dividend shall not exceed the amount recommended by the Directors.

91. The Directors may from time to time pay to the Members such interim Dividends as appear to the Directors to be justified by the profits of the Company.

92. The Directors may deduct from the Dividends payable to any Member all such sums of money as may be due from him to the Company on account of Calls or otherwise.

93. Notice of any Dividend that may have been declared shall be given to each Member in the manner in which notices are given to the Members.

94. The Company may transmit any Dividend or Bonus payable in respect of any Share by ordinary post to the registered address of the Holder of such Share (unless he shall have given written instructions to the contrary), and shall not be responsible for any loss arising therefrom.

95. No Dividend shall bear interest as against the Company.

96. The Company in General Meeting may direct that any Dividend may be paid or satisfied either wholly or in part by the distribution of specific assets in the Company, wholly or in part by fully paid-up Shares, Bonds, Debentures, or Debenture Stock of the Company, or fully paid-up Shares, Debentures, or Debenture Stock of this or of any other company, or in any one or more of such ways.

97. The Directors 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 Member or Members on the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to the Dividend as may seem expedient to the Directors.

98. The Company in General Meeting may at any time pass a resolution declaring that any undivided profits of the Company (including any profits which have been carried to reserve and any sums at any time received as premiums upon the issue of Shares) remaining after payment of or provision for the Dividend on any Preference Shares for the time being issued by the Company shall be capitalised in the manner specified by Article 50.

99. When any such resolution has been passed the amount so capitalised shall be appropriated so as to belong to the Holders of Ordinary Shares in the proportions in which they would have been entitled to participate in the said profits if the same had been distributed without having been capitalised, and shall be applied as a payment by and on behalf of Holders of Ordinary Shares so becoming entitled respectively for and on account of such a number of fully paid Shares in the Company as shall be equal in nominal amount to the proportion of the capitalised profits so belonging and appropriated to such Members respectively, to the intent that the said Shares shall be fully paid up by means of such capitalised profits, and the said Shares when so fully paid shall be

distributed by the Directors among the Holders of Ordinary Shares by and on whose behalf the same shall have been paid up in proportion to the amount of the capitalised profits so appropriated to them as aforesaid, and shall be accepted by such Members. Shares so distributed may either be Ordinary Shares, or may have such preferential rights or such conditions attached thereto as may be authorised by the Company's Articles of Association or by any resolution passed pursuant to such Articles. If the said appropriation would result in any Members becoming entitled to fractions of a Share the Directors may make such provisions and regulations for the issue of fractional Certificates and for the sale of fractions of a Share, and for the issue of a complete Share or Shares in exchange for sufficient fractions to constitute in the aggregate one or more complete Shares as they shall think fit, or may provide that in lieu of becoming entitled to a fraction of a Share the Member or Members shall receive a sum in cash representing such fraction, or may provide that any Shares which but for this provision would be distributable in fractions shall be issued to the Secretary of the Company and shall be disposed of by him by sale on the Birmingham Stock Exchange or by sale by private contract as the Directors shall think fit, and that the net proceeds of such sale shall be divided among the Members between whom such Shares would otherwise have been distributable in the like proportions.

100. The Directors may by resolution of the Board appoint any person to contract on behalf of the Ordinary Shareholders entitled to receive the Shares to be issued as aforesaid with the Company for the payment of the amount of such Shares by the allocation of the capitalised profits in manner aforesaid, and any person so appointed may as agent for and on behalf of the said Shareholders respectively make such contract, and such contract when so made shall be binding on every one of such Shareholders, and shall be filed with the Registrar of Companies as provided by The Companies (Consolidation) Act, 1908.

#### RESERVE FUND.

101. Before the declaration of a Dividend the Directors may set aside any part of the net profits of the Company to create a Reserve Fund, and may apply the same either by

employing it in the business of the Company or by investing it in such manner (not being the purchase of or by way of loan upon the Shares of the Company) as they shall think fit, and the income arising from such Reserve Fund shall be treated as part of the gross profits of the Company. Such Reserve Fund may be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meeting contingencies, forming an Insurance Fund, or equalising Dividends, or for distribution as an additional Dividend or Bonus or for any other purpose for which the net profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward to the accounts of the succeeding year or years any profit or balance of profit which they shall not think fit to divide or to place to reserve.

#### ACCOUNTS.

102. The Directors shall cause true accounts to be kept—

- (a) Of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
- (b) Of the assets and liabilities of the Company.

103. The Books of Account shall be kept at the Registered Office of the Company, or at such other place or places as the Directors may determine. The Directors shall from time to time by resolution determine whether and to what extent, and at what times and places, and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the Members and Debenture Holders of the Company, and the Members and Debenture Holders shall have only such rights of inspection as are given to them by Statute or by such resolution as aforesaid.

104. A balance sheet shall be made out and laid before the Company at the Ordinary General Meeting in every year, made up to a date not more than six months before such Meeting. The balance sheet shall be accompanied by a report of the Directors upon the general state of the Company, and a recommendation as to the amount (if any) which the Directors



consider ought to be paid by way of Dividend, and as to the amount (if any) which they propose to set aside as a Reserve Fund, or otherwise deal with or dispose of.

#### INDEMNITY.

105. The Directors and other officers of the Company and their respective heirs, executors, and administrators shall be indemnified and saved harmless out of the funds of the Company from and against all costs, charges, damages, expenses, or losses which they may respectively incur or sustain in or about the execution of their respective offices, or in or about the making of any contracts or agreements which they shall *bona fide* make on behalf of the Company and in furtherance of the objects thereof.

#### AUDIT.

106. Auditors shall be appointed and their duties regulated in the manner provided by Sections 112 and 113 of The Companies (Consolidation) Act, 1908.

#### NOTICES.

107. A notice may be served by the Company upon any Member either personally or by sending it through the post addressed to such Member at his registered address. A notice of any Meeting convened to confirm a resolution previously passed as a Special Resolution may be given by advertisement.

108. No Member shall be entitled to have a notice served on him at any address not within the United Kingdom; and any Member whose registered address is not within the United Kingdom may, by notice in writing, require the Company to register an address within the United Kingdom which, for the purpose of the service of notices, shall be deemed to be his registered address. Any Member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the Company's Office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such Member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

109. It shall not be necessary to give notice of General Meetings to any person entitled to a Share in consequence of the death or bankruptcy of a Member unless such person shall have been duly registered as a Member of the Company.

110. Any notice if served by post shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post-office or into any post-box subject to the control of the Postmaster General.

#### ARBITRATION.

111. If and whenever any difference shall arise between the Company and any of the Members or their respective representatives touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done, or omitted, or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Statutes, or any of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference—or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of The Arbitration Act, 1889.

#### WINDING UP.

112. If the Company shall be wound up the Liquidators (whether voluntary or official) may with the sanction of an Extraordinary Resolution divide among the contributories in specie 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 as the Liquidators with the like sanction shall think fit.

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~~NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.~~

---

J C Ford. Easington, nr Wolverhampton.  
mining Engineer.

Chairman.

25 February 1919.

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Dated the \_\_\_\_\_ day of \_\_\_\_\_, 1919.

~~Witness to the above Signatures~~

*The Companies Act 1929.*

COMPANY LIMITED BY SHARES.

**Special Resolutions**

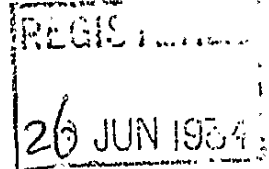
(Pursuant to Section 117 (2))

OF

**JOHN BAGNALL & SONS LIMITED.**



*Passed 19th day of June 1934.*



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on Tuesday, the 19th day of June 1934, the following **Resolutions** were passed as **Special Resolutions** :—

**RESOLUTIONS.**

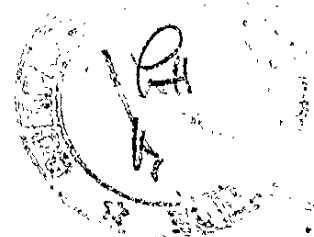
1. That the capital of the Company be increased by the creation of 80,000 new shares of £1 each, ranking *pari passu* with the existing ordinary shares of the Company.

2. That it is desirable to capitalise a sum of £20,000 being part of the undivided profits of the Company standing to the credit of profit and loss account, and accordingly that such sum be capitalised and appropriated as capital to and amongst the holders of the 20,000 issued shares in the Company by the allotment and issue to such holders or their nominees of one of the unissued ordinary shares of £1 each as fully paid in the capital of the Company for each ordinary share now held by them respectively.

*W. L. Each*  
Chairman.

Filed with the Registrar of Companies  
on day of  
1934.

664





JOHN BAGHALL & SONS LIMITED.

REGISTERED  
26 JUN 1934

STATEMENT of increase of Nominal Capital made pursuant to s. 112 of  
54 & 55 Vict., cap. 39, Stamp Act, 1891, and s. 39, Finance Act, 1920.

(NOTE.—The Stamp Duty on the Increase of Nominal Capital is Twenty Shillings  
for every £100 or fraction of £100.)

This Statement is to be filed with the Notice of Increase, required by  
Section 52 of the Companies Act, 1929.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON,  
AND TEMPLE ROW, BIRMINGHAM.

Presented by  
Shakespeare & Vernon  
83, Colmore Row, Birmingham.



The NOMINAL CAPITAL of

JOHN BARNALL & SONS

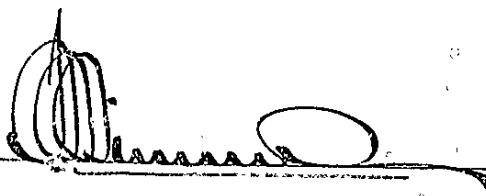
Limited,

has been increased by the additions thereto of the sum of £80,000

divided into 80,000 shares of £1 each beyond the Registered

Capital of £20,000

Signature



Description Secretary

Date 19th day of June 19 34

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

No. of Company

**THE COMPANIES ACT, 1929.**

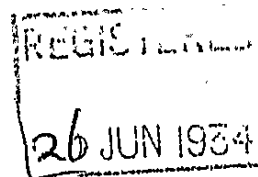


**Notice of Increase in Nominal Capital.**

*Pursuant to Section 52.*

Name  
of  
Company

**JOHN BAGG & SONS 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 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 REGISTRAR'S AGENTS,

LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;  
AND TEMPLE ROW, BIRMINGHAM.

Presented by **Shakespeare & Vernon**

**85 Colmore Row, Birmingham.**



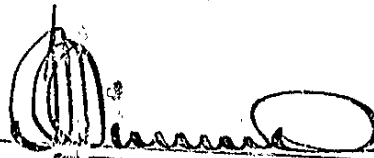
TO THE REGISTRAR OF COMPANIES.

JOHN L. MCKILL & SONS Limited, hereby give you notice, pursuant to  
section 52 of The Companies Act, 1929, that by (a) Special  
Resolution of the Company dated the nineteenth day of  
June, 1934, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of £ 80,000  
beyond the Registered Capital of £ 20,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
80,000	Ordinary	£1

The Conditions (b) subject to which the new Shares have been or are to be issued are  
as follows:— Ranking pari passu with existing ordinary shares

Signature 

(State whether Director or Manager or Secretary.)  
Secretary

Dated the 19th day of June 1934

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

(b) e.g., "Voting Rights," "Dividends," etc.

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



1101/102

*The Companies Acts 1929 and 1947.*



COMPANY LIMITED BY SHARES.

## Special Resolution

*(Pursuant to Companies Act 1929, Section 117 (2))*

OF

JOHN BAGNALL & SONS  
LIMITED.

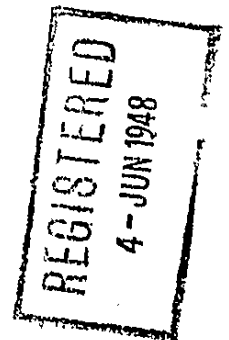
*Passed 27th April 1948.*

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at the Registered Office, the subjoined SPECIAL RESOLUTION was duly passed:—

### RESOLUTION.

That the Articles of Association of the Company be altered by the insertion after Article No. 66 of the following additional Article to be numbered 66A:—

“ 66A. If and so long as any other company shall hold or be beneficially entitled to not less than nine-tenths of the capital of the Company for the time being issued such other company shall have power from time to time to appoint a Director or Directors of the Company and to remove any Director howsoever appointed and the provisions as to rotation of Directors contained in Table A shall be subject to the provisions of this Article. Any such appointment or removal shall be evidenced by writing under the hand of the Chairman or the Secretary of the appointing Company.



*H. D. E. a. e.*

Chairman.

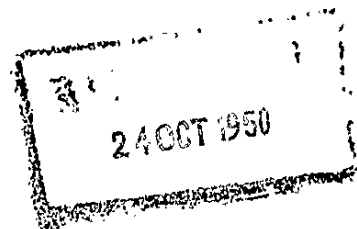
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D  
B  
Telegrams HINGLEY, DUDLEY  
Telephone 24 3161 & DUDLEY

7101 / 107  
Netherton Iron Works.  
Dudley, Worcs.

THE IRON AND STEEL ACT, 1949

Notice of Appointment of Stockholders' Representative  
in the case of John Bagnall & Sons, Ltd.,  
Wednesbury, Staffs.

To: The Registrar of Companies,  
Bush House,  
Strand,  
London, W. C. 2.



Sir,

I, Harry Johnson Peart, c/o N. Hingley & Sons, Ltd., Netherton Iron Works, Dudley, Worcestershire, hereby give notice pursuant to Paragraph 3 of the Fifth Schedule to the Iron and Steel Act, 1949, that I was appointed stockholders' representative for the above Company on the 18th day of October, 1950. My address for the purpose of service of any notice or the receipt of any communication will be:

c/o N. Hingley & Sons, Ltd.  
Netherton Iron Works,  
Dudley, Worcestershire.

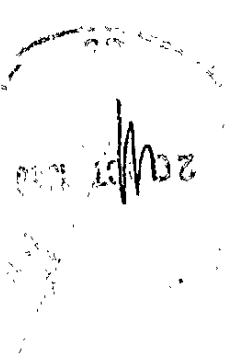
Dated this eighteenth day of October, 1950.

Signed

*16.10.50*  
*H. J. Peart*

*16.10.50*

*4869*



*The Companies Act, 1948.*

COMPANY LIMITED BY SHARES.

## Resolutions

*(Pursuant to the Companies Act, 1948, Section 141 (2))*

OF

**JOHN BAGNALL & SONS, LIMITED.**

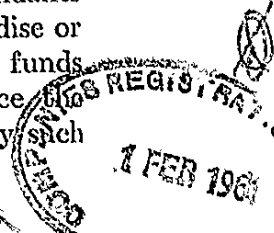
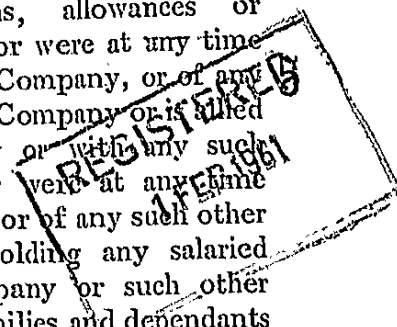
*Passed 26th day of January 1961.*

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 26th day of January 1961, the following RESOLUTIONS were passed as SPECIAL RESOLUTIONS :—

### RESOLUTIONS.

1. That Clause 3 of the Memorandum of Association of the Company be altered by inserting immediately after paragraph 12 the following new paragraph, namely :—

“ 12A. To establish and maintain or procure the establishment and maintenance of, or to participate or join in, any non-contributory or contributory pension or superannuation funds for the benefit of, and to 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 the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also to 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 of any such



other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid."

2. That the regulations contained in the printed Articles of Association, of which a copy has been produced to this meeting and subscribed by the Chairman of the meeting for identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for its existing Articles of Association and to the exclusion thereof.

*P. J. Jones*  
Chairman.

*The Companies Act, 1862*  
*and*  
*The Companies Act, 1948.*

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COMPANY LIMITED BY SHARES.

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NEW

**Articles of Association**

(Adopted by Special Resolution passed on the 26 day of  
19 61)

*January*

OF

**JOHN BAGNALL AND SONS, LIMITED.**

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PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act 1862 shall not apply to the Company, but, subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 53, 71, 75, 77, 88, 89, 96, 97 and 136 of Part I of Table A in the said Schedule to the Companies Act 1948 (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 to 6 inclusive 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, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

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 he declines 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 hereinbefore provided.

5. Subject to the provisions of Section 58 of the Act, any preference shares may, with the sanction of a Special Resolution, be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

6. The capital of the Company at the date of the adoption of these Articles is £100,000, divided into 100,000 Ordinary Shares of £1 each.

#### LIEN.

7. 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.

#### TRANSMISSION OF SHARES.

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

#### NOTICE OF GENERAL MEETINGS.

9. The words and figures “ regulation 184 of these regulations ” shall be substituted for the words “ the regulations of the Company ” in regulation 50 of Table A, Part I.

#### PROCEEDINGS AT GENERAL MEETINGS.

10. The words “ the appointment of, and ” shall be omitted in regulation 52 of Table A, Part I.

11. The word “ twenty-four ” shall be substituted for the word “ thirty ” in regulation 57 of Table A, Part I.

12. 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.

13. 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 Directors at the date of the adoption of these Articles are Colonel Percy Hudson Jones, Edward Thomas Elwell and Raymond John Tooth.

14. A Director shall not be required to hold any share qualification.

15. If and so long as any other company shall hold or be beneficially entitled to not less than nine-tenths of the capital of the Company for the time being issued, such other company shall have power from time to time to appoint a Director or Directors of the Company and to remove any Director howsoever appointed, and the provisions of Table A, Part I, shall not apply to any Director so appointed. Any such appointment or removal shall be evidenced by writing under the hand of the Chairman or the Secretary of the appointing company.

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

17. The Directors may establish and maintain or procure the establishment and maintenance of, or participate or join in, 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 the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also 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 of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such person as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposed payment so disclosed being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

18. For the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees the Directors shall be deemed employees of the Company,

and may accordingly (if otherwise qualified under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's moneys any premiums or contributions becoming payable by the Company under the provisions of such scheme in respect of Directors who are members thereof, and any Director may vote at Board Meetings upon any resolution or matter relating to any such scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter. In the event of any conflict between this Article and any other Article of these presents the provisions of this Article shall in all cases prevail.

#### DISQUALIFICATION OF DIRECTORS.

19. 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 pursuant to Section 184 of the Act.

20. 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.

21. At the Annual General Meeting in every year one-third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to one-third, shall retire from office.

22. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

#### CAPITALISATION OF PROFITS.

23. All the words in regulation 129 of Table A, Part I, after the words "providing for the allotment to them respectively, credited as fully paid up" shall be deleted, and the following words shall be



substituted therefor: "of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members".

#### NOTICES.

24. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

#### WINDING UP.

25. In regulation 135 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".

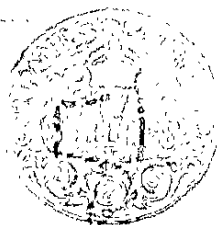
#### INDEMNITY.

26. 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.

*R. J. Jones*  
Chairman.

7101

The Companies Act, 1862  
and  
The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
(As altered by Special Resolution passed on the 26 day of January 1961)

OR

**JOHN BAGNALL AND SONS, LIMITED.**

1. The name of the Company is "JOHN BAGNALL AND SONS, LIMITED."

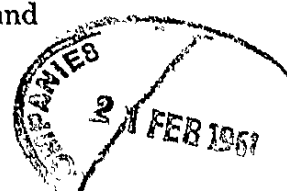
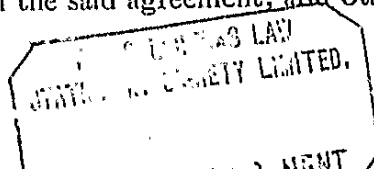
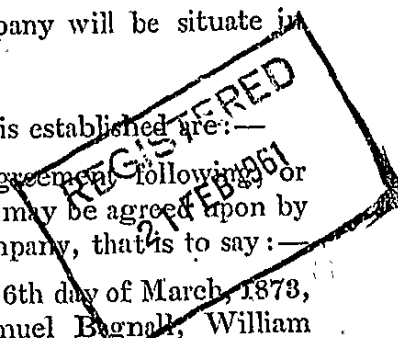
2. The Registered Office of the Company will be situate in England.

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

1. The carrying into effect the agreement following, or any modification thereof which may be agreed upon by the parties thereto and the Company, that is to say:—

An agreement dated the 6th day of March, 1873, made between Richard Samuel Bagnall, William Sutton Naylor, and Joseph Naylor, trustees and executors of the will of James Bagnall, late of Gold's Hill, Staffordshire, Coal and Ironmaster, deceased, of the one part, and George Bytheway, of Walsall, Staffordshire, Accountant, as a Trustee for and on behalf of the (then intended) Company, of the other part, for the purchase of the Goodwill of the business carried on under the firm of "John Bagnall and Sons," and of the several Iron Works and Collieries referred to in the said agreement, and which are carried on and worked in connexion with the said business, and of the plant, stock and other properties connected with the said collieries and works respectively.

2. The purchasing, leasing, or otherwise acquiring of iron works, collieries, coal mines, iron mines, or any other mines, mining ground, or minerals, and particularly the purchasing leasing, or otherwise acquiring of the iron works and collieries, coal and ironstone mines and other properties, lands and hereditaments mentioned or referred to in the said agreement, and other works and



hereditaments held in connection therewith; and the searching for, and getting, and working, raising, and making merchantable and selling and disposing of iron, coal, ironstone, and all ores, metals, and minerals whatsoever.

3. The carrying on the trades or businesses of iron masters, coal masters, miners, smelters, engineers, steel converters and manufacturers, iron founders, and general contractors in all their branches, and the making, purchasing, hiring, and selling railway and other plant, fittings, machinery, and rolling stock.
4. The purchasing and selling of iron, coal, metals, and any other materials, articles, or things, either as merchants, or on commission, or as agents, or otherwise.
5. The purchasing or taking in exchange or on lease, renting, occupying, or otherwise acquiring of any works, collieries, lands, hereditaments, premises, properties, estates and effects, or any grants, concessions, leases, or other interest therein, and purchasing or working of any patent or patent rights which may be considered desirable for the interests of the Company.
6. The purchasing the goodwill or any interest in any trade or business of a nature or character similar to any trade or business which the Company may be authorised to carry on.
7. The draining, paving, planting, building on or otherwise improving and realising of all or any parts of the lands from time to time purchased, taken in exchange, or on lease, or otherwise acquired by the Company, and the managing, farming, cultivating, maintaining, improving, under-letting, setting, leasing, exchanging, selling, and otherwise dealing with and disposing of all or any parts of the lands, hereditaments, and real and personal estates and properties, and effects of the Company, and in such manner, and on such terms, and for such purposes as the Company think proper.
8. The construction of any waterworks, ponds, reservoirs, or watercourses, and the promoting, making, providing, acquiring, leasing, working, using, and disposing of railways, tramways, and other roads and ways, and canals, for the more convenient access to any parts, or otherwise for the benefit, or supposed benefit, of any property of the Company, or for any other purpose.
9. The contributing to the expense of constructing, making providing, acquiring, working, and using the same.
10. The making and carrying into effect of arrangements with landowners, railway companies, shipping

companies, carriers, and other companies and persons, for the purposes of the Company.

11. The making and carrying into effect of arrangements with respect to the union of interests or amalgamation, either in whole or in part, with any other companies or persons having similar objects to this Company.
12. The establishing and regulating of agencies for purposes of the Company, whether in the United Kingdom or abroad; and
12. (A) To establish and maintain or procure the establishment and maintenance of, or to participate or join in, any non-contributory or contributory pension or superannuation funds for the benefit of, and to 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 the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also to 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 of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
13. The doing of all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Members is limited.

5. The capital of the Company is £800,000, divided into 80,000 shares of £10 each.

NOTE:—

15th May 1886. Capital reduced to £20,000 divided into 20,000 shares of £1 each.

19th June 1934. Capital increased to £800,000 by the creation of 80,000 shares of £1 each.

1

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 to our respective names:—

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
WILLIAM SUTTON NAYLER, of No. 3, Brunswick Terrace, Wednesbury, Staffordshire, Ironmaster. - - -	Fifty.
HANBURY BARCLAY, Church Hill House, Handsworth, Staffordshire, Tube Manufacturer. - - -	Fifty.
JOSEPH NAYLER, No. 3, Victoria Terrace, Walsall, Staffordshire, Ironmaster. - - -	Fifty.
SAMPSON SAMUEL LLOYD, Jun., Olton Hall, Solihull, Warwickshire, Tube Manufacturer. - - -	Fifty.
JOHN NICHOLAS HARRINGTON, of Greenford Hall, Greenford, Middlesex, Barrister-at-Law. - - -	Fifty.
JOHN RICHARDSON, of No. 8, Great Winchester Street Buildings, in the City of London, Ironmaster. - -	Fifty.
CHARLES FLETCHER RICHARDSON, of No. 8, Great Winchester Street Buildings, in the City of London, Public Accountant. -	Fifty.

Dated 15th March, 1873.

Witness to the Signatures of HANBURY BARCLAY, SAMPSON SAMUEL LLOYD, JOHN RICHARDSON, and CHARLES FLETCHER RICHARDSON,

LAURISTON W. LEWIS,  
Solicitor,  
WALSALL.

Witness to the Signatures of WILLIAM SUTTON NAYLER and JOSEPH NAYLER,

W. H. DUIGNAN,  
Solicitor,  
WALSALL.

Witness to the Signature of JOHN NICHOLAS HARRINGTON,

ALEXANDER CLOY,  
Shorthand Writer,  
16, Sandringham Road,  
LONDON, E.

*This is a true copy of the Memorandum of Association as altered by Special Resolution passed on the 26th day of January 1898.*  
*P. J. Jones*

132

Gr 5/-  
REGISTRATION

*The Companies Act, 1948.*

COMPANY LIMITED BY SHARES.

**Ordinary Resolution**  
OF  
**JOHN BAGNALL & SONS, LIMITED**

*Passed on the 20th day of March, 1964.*

AT an EXTRAORDINARY MEETING of the members of the above-named Company, duly convened, and held on Friday, the 20th day of March, 1964, the following RESOLUTION was duly passed  
ORDINARY RESOLUTION, namely:—

**RESOLUTION.**

That with a view to the acquisition of the whole of the undertakings of The Harts Hill Iron Company Limited and John Bradley & Co. (Stourbridge) Limited and of part of the undertaking of Coombs Wood Collieries Limited the authorised capital of the Company be, and it is hereby increased to £223,998, by the creation of 123,998 Ordinary Shares of £1 each to rank *pari passu* in all respects with the existing Ordinary Shares in the capital of the Company.

REGISTERED  
-3 APR 1964

*[Signature]*

Chairman.

REGISTRATION OFFICE  
1964

Number of  
Company

7101

1133

Form No. 10

## THE COMPANIES ACT, 1948

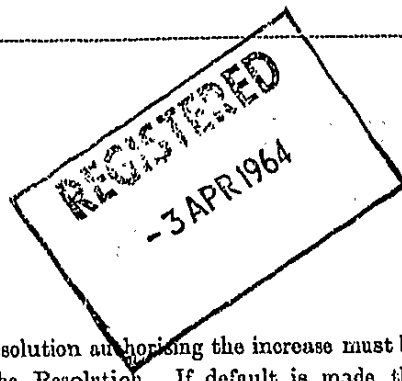
### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

JOHN BAGNALL & SONS

LIMITED



NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Gregory Rawcliffe & Co  
1 Bedford Row  
London W.C.2

To THE REGISTRAR OF COMPANIES.

JOHN BAGNALL & SONS

..... Limited, hereby gives you notice, pursuant to  
\*<sup>“Ordinary”,</sup> Section 63 of the Companies Act, 1948, that by a \* Ordinary  
“Extra-ordinary”, or  
“Special”. Resolution of the Company dated the 20th day of March 1964  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 123,998 beyond the Registered Capital  
of £ 100,000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
123,998	Ordinary	One pound

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:—

The new Ordinary Shares rank pari passu in all respects with the  
existing Ordinary Shares in the capital of the Company.

\*.\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....

State whether Director  
or Secretary }

Director

Dated the 27<sup>th</sup> day of March 1964.

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



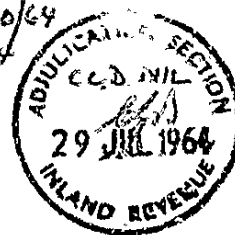
Number of 7101  
Company

Form No. 26a

137  
THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

Adm. 23270/64  
SSm/330/64



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

JOHN BAGNALL & SONS

LIMITED

REGISTERED

11 AUG 1964

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

Gregory Rowcliffe & Co

1, Bedford Row

London W.C.1

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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 3; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

JOHN BAGNALL & SONS

\_\_\_\_\_Limited

has by a Resolution of the Company dated

20th March

1964 been increased by

the addition thereto of the sum of £ 123,998,

divided into :—

123,998 Ordinary Shares of One pound each

Shares of \_\_\_\_\_ each

beyond the registered Capital of One hundred thousand  
pounds \_\_\_\_\_

Signature \_\_\_\_\_

*[Handwritten Signature]*

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

*Director*

Dated the 27<sup>th</sup> day of March 1964.

Note—This margin is reserved for binding and must not be written across

Company number 7101

151.  
57/32  
THE COMPANIES ACTS 1948 to 1967

ORDINARY AND SPECIAL RESOLUTIONS

of

JOHN BAGNALL AND SONS LIMITED

Passed on 24th July 1969

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Lea Brook Ironworks, Wednesbury, Staffordshire, on 24th July, 1969, the following resolutions were duly passed, that numbered 1 as an Ordinary Resolution and those numbered 2 and 3 as Special Resolutions of the Company:-

RESOLUTIONS

1. That with a view to the acquisition of the whole of the issued share capital of the British Tayco Chain Company Limited and W.G. Electrical Welding & Engineering Limited the capital of the Company be increased to £763,718 by the creation of 539,720 Ordinary Shares of One Pound each to rank pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.

2. That the objects of the Company be altered by the deletion of the provisions of Clause 3 of its Memorandum of Association and the substitution therefor of the provisions set out in Clause 3 of the draft amended Memorandum a print of which is laid before the meeting and for the purposes of identification signed by the Chairman thereof.



- 2 -

3. That the Articles of Association contained in the printed document laid before the meeting and signed by the Chairman thereof for the purposes of identification be and the same are hereby adopted as the Articles of Association of the Company in lieu of and to the exclusion of the existing Articles.



Chairman

No. 7101. C.

Arms

Certificate of Incorporation

of

JOHN BAGNALL AND SONS, LIMITED.

---

I hereby Certify That JOHN BAGNALL AND SONS LIMITED  
is this day Incorporated under Companies Act, 1862, and  
that this Company is Limited.

Given under my hand at London, this Twenty-first day  
of March One Thousand Eight Hundred and Seventy-Three.

E. C. CURZON,  
Registrar of Joint Stock Companies.

THE COMPANIES ACT, 1862

and

THE COMPANIES ACTS, 1948 to 1967

Memorandum of Association

(As altered by Special Resolutions passed on the  
26th day of January 1961 and the 24th day  
of July 1969.)

of

JOHN BAGNALL AND SONS, LIMITED.

1. The name of the Company is "JOHN BAGNALL AND SONS, LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-

A.(i) The carrying into effect the agreement following, or any modification thereof which may be agreed upon by the parties thereto and the Company, that is to say:-

An agreement dated the 6th day of March, 1873, made between Richard Samuel Bagnall, William Sutton Nayler, and Joseph Nayler, trustees and executors of the will of James Bagnall, late of Gold's Hill, Staffordshire, Coal and Ironmaster, deceased, of the one part, and George Bytheway, of Walsall, Staffordshire, Accountant, as a Trustee for and on behalf of the (then intended) Company, of the other part, for the purchase of the Goodwill of the business carried on under the firm of "John Bagnall and Sons," and of the several Iron Works and Collieries referred to in the said agreement, and which are carried on and worked in

connexion with the said business, and of the plant, stock and other properties connected with the said collieries and works respectively.

- (ii) The purchasing, leasing, or otherwise acquiring of iron works, collieries, coal mines, iron mines, or any other mines, mining ground, or minerals, and particularly the purchasing, leasing, or otherwise acquiring of the iron works and collieries, coal and ironstone mines and other properties, land and hereditaments mentioned or referred to in the said agreement, and other works and hereditaments held in connection therewith; and the searching for, and getting, and working, raising, and making merchantable and selling and disposing of iron, coal, ironstone, and all ores, metals, and minerals whatsoever.
- (iii) The carrying on the trades or businesses of iron masters, coal masters, miners, smelters, engineers, steel converters and manufacturers, iron founders, and general contractors in all their branches, and the making, purchasing, hiring, and selling railway and other plant, fittings, machinery, and rolling stock.
- (iv) The purchasing and selling of iron, coal, metals, and any other materials, articles, or things, either as merchants, or on commission, or as agents, or otherwise.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To manufacture, buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to an invention which may seem capable of being used



for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.

(H) To purchase or otherwise acquire all or any part of the business, property and liabilities of (i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.

(I) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by

means of a mortgage or by debentures or debenture stock of any company or partly in one mode or partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

(K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(L) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(M) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital

or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company

(N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(O) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.

(P) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to

9  
obtain or to endeavour to obtain any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(Q) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(R) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(S) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.

(T) To undertake and execute either gratuitously or otherwise any trusts the under-taking whereof may seem desirable.

(U) To sell, exchange, lease, dispose of, turn to

account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

(V) To promote, finance or assist any other company for the purpose of acquiring all or any part 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.

(W) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(X) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(Y) To procure the Company to be registered in any country or place outside Great Britain.

(Z) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(AA) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause of the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The capital of the Company is £300,000, divided into 30,000 shares of £10 each.

Note:-

- (1) 15th May 1886. Capital reduced to £20,000 divided into 20,000 shares of £1 each.
- (2) 19th June 1934. Capital increased to £100,000 by the creation of 80,000 shares of £1 each.
- (3) on 20th March 1964 by an Ordinary Resolution passed at an Extraordinary General Meeting the Capital of the

Company was increased to £223,998 by the creation of 123,998 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the Capital of the Company.

- (4) By an Ordinary Resolution passed at an Extraordinary General Meeting held on July, 1969 the capital of the Company was increased to £763,718 by the creation of 539,720 Ordinary Shares of £1 each to rank pari passu in all respect with the existing Ordinary Shares in the Capital of the Company.

22, 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 to our respective names:-

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
WILLIAM SUTTON NAYLER, of No.3, Brunswick Terrace, Wednesbury, Staffordshire, Ironmaster.	Fifty
HANBURY BARCLAY, Church Hill House, Handsworth, Staffordshire, Tube Manufacturer.	Fifty.
JOSEPH NAYLER, No.3, Victoria Terrace, Walsall, Staffordshire, Ironmaster.	Fifty.
SAMPSON SAMUEL LLOYD, Jun., Olton Hall, Solihull, Warwickshire, Tube Manufacturer.	Fifty.
JOHN NICHOLAS HARRINGTON, of Greenford Hall, Greenford, Middlesex, Barrister-at-Law.	Fifty.
JOHN RICHARDSON, of No.8, Great Winchester Street Buildings, in the City of London, Ironmaster.	Fifty.

contd/.....



CHARLES FLETCHER RICHARDSON,  
of No.8, Great Winchester Street  
Buildings, in  
the City of London,  
Public Accountant.

Fifty.

---

Dated 15th March, 1873.

Witness to the Signatures of HANBURY BARCLAY, SAMPSON  
SAMUEL LLOYD, JOHN RICHARDSON, and CHARLES FLETCHER  
RICHARDSON,


LAURISTON W. LEWIS,  
Solicitor,  
Walsall.

Witness to the Signatures of WILLIAM SUTTON NAYLER and  
JOSEPH NAYLER,

W.H. DUIGNAN,  
Solicitor,  
Walsall.

Witness to the Signature of JOHN NICHOLAS HARRINGTON,  
ALEXANDER CLOY,  
Shorthand Writer,  
16, Sandringham Road,  
London, E.

This is a print of the draft amended Memorandum referred  
to in Resolution 2 proposed as a Special Resolution at  
the Extraordinary General Meeting of the Company held on  
24<sup>th</sup> July, 1969.

  
Chairman.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

JOHN BAGNALL AND SONS, LIMITED.  
(Adopted by Special Resolution passed  
on the day of July, 1969)

---

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby. The regulations in Table A in the First Schedule to the Companies Act 1862 shall not apply to the Company.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF  
RIGHTS

3.01 If any such separate General Meeting as is referred

to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

#### LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

#### MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who

at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

#### MEETINGS

7.01 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 herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

#### PROXIES

9. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

#### DIRECTORS

9.01 The number of the Directors shall be not less than two nor more than twelve

9.02 Regulation 75 of Table A shall not apply.

9.03 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

#### POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise 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. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either 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

19  
accordance with Section 199 of the Companies Act 1948.  
Subject to such disclosure, a Director shall be entitled  
to vote in respect of any contract or arrangement in  
which he is interested and he shall be counted in  
reckoning whether a quorum is present. Paragraphs (2)  
and (4) of regulation 84 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 any member or members holding or collectively holding  
not less than 95% of the share capital of the Company for  
the time being issued shall be entitled at any time and  
from time to time in writing under his or their hands (or,  
if any such member shall be a corporation then under the  
hand of a duly authorised officer)

(i) to appoint any person to be a director of  
the Company and

(ii) to remove any director from office

11.02 The office of any Director shall be vacated, if the  
Director

(a) ceases to be a Director by virtue of section  
182 of the Companies Act 1948, or

(b) becomes bankrupt, or

(c) becomes incapable, by reason of mental disorder  
within the meaning of the Mental Health Act  
1959, of exercising his functions as director,  
or

(d) resigns his office by written notice to  
the Company, or

(c) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place.

11.03 There shall be no retiring age for directors and section 185 of the Companies Act 1948 shall not apply.

11.04 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

#### ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer

of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

#### PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as



It is hereby resolved at a duly convened meeting of Directors that any resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

#### NOTICES

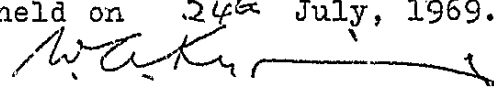
14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

#### INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

8.

This is the print of the Articles of Association referred to in Resolution 2 proposed as a Special Resolution at the Extraordinary General Meeting of the Company held on 24th July, 1969.

  
Chairman.

Number of  
Company

152

15-65  
COMPANIES  
REGISTRATION

## THE COMPANIES ACTS 1948 to 1967

### NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

Insert the  
Name  
of the  
Company

JOHN BAGNALL AND SONS,  
LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967.)

Presented by

Coward, Chance & Co.,

57, Swithin's House,

Walbrook, London, E.C. 4

Presentor's Reference M. 4657/JAC/ME

Form No. 10

# THE REGISTRAR OF COMPANIES,

..... Limited, hereby gives you notice, pursuant to  
 Section 63 of the Companies Act 1948, that by a<sup>\*\*</sup>.....ORDINARY.....  
 Resolution of the Company dated the.....24th.....day of.....July,.....19.69  
 the nominal capital of the Company has been increased by the addition thereto of  
 the sum of £.....539,720.....beyond the registered capital  
 of £.....223,998.....

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
539,720	Ordinary	£1

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 :—  
 To rank par<sup>4</sup> passu in all respects with the existing  
 Ordinary Shares of £1 each in the Capital of the  
 Company.

<sup>\*\*</sup> If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....

State whether Director  
 or Secretary

DIRECTOR

Dated the.....Eighth.....day of.....August,.....19.69

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

7101. /154

THE COMPANIES ACT, 1862

and

THE COMPANIES ACTS, 1948 to 1967

Memorandum of Association  
(As altered by Special Resolutions passed on the  
26th day of January 1961 and the 24th day  
of July 1969.)

of  
JOHN BAGNALL AND SONS, LIMITED.

1. The name of the Company is "JOHN BAGNALL AND SONS,  
LIMITED."
2. The Registered Office of the Company will be situate  
in England.
3. The objects for which the Company is established  
are:-

A.(i) The carrying into effect the agreement following,  
or any modification thereof which may be agreed  
upon by the parties thereto and the Company, that  
is to say:-

An agreement dated the 6th day of March, 1873,  
made between Richard Samuel Bagnall, William Sutton  
Nayler, and Joseph Nayler, trustees and executors of  
the will of James Bagnall, late of Gold's Hill,  
Staffordshire, Coal and Ironmaster, deceased, of  
the one part, and George Bytheway, of Walsall,  
Staffordshire, Accountant, as a Trustee for and  
on behalf of the (then intended) Company, of the  
other part, for the purchase of the Goodwill of  
the business carried on under the firm of  
"John Bagnall and Sons," and of the several Iron  
Works and Collieries referred to in the said  
agreement, and which are carried on and worked in

23-12-69

connexion with the said business, and of the plant, stock and other properties connected with the said collieries and works respectively.

- (ii) The purchasing, leasing, or otherwise acquiring of iron works, collieries, coal mines, iron mines, or any other mines, mining ground, or minerals, and particularly the purchasing, leasing, or otherwise acquiring of the iron works and collieries, coal and ironstone mines and other properties, land and hereditaments mentioned or referred to in the said agreement, and other works and hereditaments held in connection therewith; and the searching for, and getting, and working, raising, and making merchantable and selling and disposing of iron, coal, ironstone, and all ores, metals, and minerals whatsoever.
- (iii) The carrying on the trades or businesses of iron masters, coal masters, miners, smelters, engineers, steel converters and manufacturers, iron founders, and general contractors in all their branches, and the making, purchasing, hiring, and selling railway and other plant, fittings, machinery, and rolling stock.
- (iv) The purchasing and selling of iron, coal, metals, and any other materials, articles, or things, either as merchants, or on commission, or as agents, or otherwise.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To manufacture, buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used

for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.

(H) To purchase or otherwise acquire all or any part of the business, property and liabilities of (i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.

(I) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by

means of a mortgage or by debentures or debenture stock of any company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

(K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(L) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(M) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.



or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company

(N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(O) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.

(P) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to

obtain or to endeavour to obtain any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(Q) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(R) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(S) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.

(T) To undertake and execute either gratuitously or otherwise any trusts the under-taking whereof may seem desirable.

(U) To sell, exchange, lease, dispose of, turn to

account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

(V) To promote, finance or assist any other company for the purpose of acquiring all or any part 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.

(W) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(X) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(Y) To procure the Company to be registered in any country or place outside Great Britain.

(Z) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(AA) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause of the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The capital of the Company is £300,000, divided into 30,000 shares of £10 each.

Note:-

- (1) 15th May 1886. Capital reduced to £20,000 divided into 20,000 shares of £1 each.
- (2) 19th June 1934. Capital increased to £100,000 by the creation of 80,000 shares of £1 each.
- (3) on 20th March 1964 by an Ordinary Resolution passed at an Extraordinary General Meeting the Capital of the

Company was increased to £223,998 by the creation of 123,998 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the Capital of the Company.

- (4) By an Ordinary Resolution passed at an Extraordinary General Meeting held on 24th July, 1969 the capital of the Company was increased to £763,718 by the creation of 539,720 Ordinary Shares of £1 each to rank pari passu in all respect with the existing Ordinary Shares in the Capital of the Company.

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 to our respective names:-

---

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

---

Number of Shares  
taken by each  
Subscriber

---

WILLIAM SUTTON NAYLER,  
of No.3, Brunswick Terrace,  
Wednesbury,  
Staffordshire, Ironmaster.

Fifty

HANBURY BARCLAY,  
Church Hill House,  
Handsworth, Staffordshire,  
Tube Manufacturer.

Fifty.

JOSEPH NAYLER,  
No.3, Victoria Terrace,  
Walsall, Staffordshire,  
Ironmaster.

Fifty.

SAMPSON SAMUEL LLOYD, Jun.,  
Olton Hall,  
Solihull, Warwickshire,  
Tube Manufacturer.

Fifty.

JOHN NICHOLAS HARRINGTON,  
of Greenford Hall,  
Greenford, Middlesex,  
Barrister-at-Law.

Fifty.

JOHN RICHARDSON,  
of No.8, Great Winchester Street  
Buildings, in  
the City of London,  
Ironmaster.

Fifty.

contd/.....

CHARLES FLETCHER RICHARDSON, ...

of No. 8, Great Winchester Street Buildings,  
in the City of London,

Public Accountant.

Fifty.

---

Dated 15th March, 1873.

Witness to the Signatures of HANBURY BARCLAY, SAMPSON  
SAMUEL LLOYD, JOHN RICHARDSON, and CHARLES FLETCHER  
RICHARDSON,

LAURISTON W. LEWIS,

Solicitor,

Walsall.

Witness to the Signatures of WILLIAM SUTTON NAYLER and JOSEPH  
NAYLER,

W. H. DUIGNAN,

Solicitor,

Walsall.

Witness to the Signature of JOHN NICHOLAS HARRINGTON,

ALEXANDER CLOY,

Shorthand Writer,

16, Sandringham Road,

London, E.

95517/69  
CO £211  
155  
THE STAMP ACT 1891

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

JOHN BAGNALL AND SONS,

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

Presentor's Reference M.4657/JAC/MES

Coward, Chance & Co.,

St. Swithin's House,

Walbrook, London, E. C. 4

Form No. 26a

The Solicitors' Law Stationery Society, Limited.  
191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff CF1 4EA;  
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;  
157 Hope Street, Glasgow, C.2.

21/3



# THE NOMINAL CAPITAL

OF

JOHN BAGNALL AND SONS,

Limited

has by a Resolution of the Company dated

24th July, 1969 been increased by

the addition thereto of the sum of £539,720,

divided into :—

539,720 Shares of £1 each

Shares of each

beyond the registered Capital of £223,998

Signature W. A. K.

(State whether Director or Secretary) DIRECTOR

Dated the Eighth day of August, 1969

Note—This margin is reserved for binding and must not be written across

Deloitte  
Haskins & Sells

7101 / 195

Chartered Accountants

Edmund House  
12-22 Newhall Street  
Birmingham B3 3DX  
Telephone 021-236 9898  
Telex 337839

your ref.

our ref.

JPD/DD

8th January 1985

The Secretary,  
John Bagnall & Sons Limited,  
Leabrook Rolling Mills,  
Wednesbury,  
West Midlands,  
WS10 7NA.

Dear Sir,

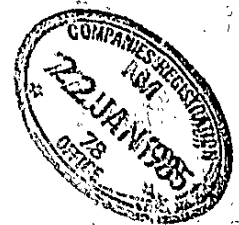
We herewith submit our resignation as auditors of John Bagnall & Sons Limited to be effective forthwith.

In accordance with Section 16 of the Companies Act 1976 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,

*Deloitte Haskins & Sells*

DELOITTE HASKINS & SELLS



No. 7101



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

JOHN BAGWELL & SONS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Cranford House, Cranford Street, Smethwick, Warley, West Midlands, B66 2RJ on the 2nd day of MARCH 1991 the following resolution was duly passed as a Special Resolution of the Company:-

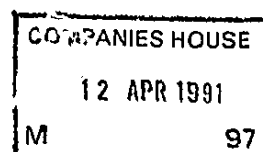
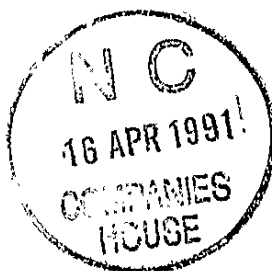
SPECIAL RESOLUTION

"THAT the name of the Company be changed to

"TRIPLEX LLOYD AUTOMOTIVE LIMITED"

*R.R.*

.....  
Secretary



BB/755160/640

No. 7101

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

RESOLUTION

TRIPLEX LLOYD AUTOMOTIVE LIMITED

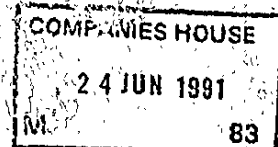
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Cranford House, Cranford Street, Smethwick, Warley, West Midlands, B66 2RJ on the 20th day of MAY 1991 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"THAT the name of the Company be changed to

TRIPLEX LLOYD AUTOMOTIVE PRODUCTS LIMITED

.....  
Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 7101

I hereby certify that

**TRIPLEX LLOYD AUTOMOTIVE LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**TRIPLEX LLOYD AUTOMOTIVE PRODUCTS LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 2 JULY 1991

*P. A. Morgan*

P.A.MORGAN (MRS)

an authorised officer