

9413/159

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

COCKER BROTHERS LIMITED

TABLE A ADOPTED

1. Subject as hereinafter provided, the regulations contained in Part I (but not Part II) of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company

INTERPRETATION

2. In these Articles "the Act" means the Companies Act 1948 and "Table A" means Part I of Table A in the First Schedule to the Act

PRIVATE COMPANY

3. The Company is a Private Company and accordingly: -
- (A) The right to transfer the shares of the Company is restricted in manner hereinafter provided
 - (B) The number of 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 that employment and have continued after the determination of that employment to be members of the Company) is limited to fifty Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single person.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited
 - (D) The Company shall not have power to issue share warrants to bearer.

These are the Articles submitted and approved at the AGM held on the 25th day of July 1973, and which for the purposes of identification only are signed by me.

[Signature]

COMPANIES REG. DIVISION
8 JUL 1973
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SHARES

4. At the date of the adoption of these Articles the share capital of the Company is £220,000 divided into 1,100,000 shares of twenty pence each
5. The shares shall be under the control of the Directors who may allot and issue them (subject always to Article 3 hereof) to such persons on such terms and conditions and at such times as the Directors may think fit but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.
6. In Article 3 of Table A the words "a special resolution" shall be substituted for the words "an ordinary resolution".

LIEN

7. The following Article shall be substituted for Article 11 of Table A that is to say: -

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

CALLS ON SHARES

8. In Article 15 of Table A the words "provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deleted

TRANSFER OF SHARES

9. The following Articles shall be substituted for Articles 22, 23 and 24 of Table A that is to say: -

"22. The instrument of transfer of any share shall be executed in manner prescribed by the Stock Transfer Act 1963 and except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof

23. Shares in the Company may be transferred in any form authorised by the Stock Transfer Act 1963 or approved by the Directors.

24. 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."

GENERAL MEETINGS

10. In Article 49 of Table A the word "member" shall be substituted for the words "two members"

PROCEEDINGS AT GENERAL MEETINGS

11. The following Article shall be substituted for Article 53 of Table A that is to say: -

"53. 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."

12. In Article 58 of Table A the words "one member present in person or by proxy and having the right to vote at the meeting" shall be substituted for the words "three members present in person or by proxy."

13. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

DIRECTORS

14. The following Article shall be substituted for Article 75 of Table A, that is to say: -

"75. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall not be less than two nor more than seven."

15. The first Directors shall be appointed by the subscribers to the Memorandum of Association or a majority of them by an instrument in writing under their hands. Until the first Directors shall have been so appointed the said subscribers shall be deemed for all purposes to constitute the Directors.

16. The following Article shall be substituted for Article 88 of Table A, that is to say: -

"88. Subject as herein otherwise provided or to the terms of any lawful agreement the office of a Director shall be vacated: -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Directors and they pass a resolution that he has by reason of such absence vacated his office.
- (D) If he is prohibited from being a Director by an order made under any provision of the Act.
- (E) If by notice in writing given to the Company he resigns his office.
- (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act

A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Directors shall determine.

BORROWING POWERS

17. The following Article shall be substituted for Article 79 of Table A, that is to say: -

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

POWERS AND DUTIES OF DIRECTORS

18. The following Article shall be substituted for Article 86 of Table A, that is to say: -

"86. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings, and any minute of any meeting, if purporting to be signed by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated."

RETIREMENT OF DIRECTORS BY ROTATION

19. The following Article shall be substituted for Article 89 of Table A, that is to say: -

"89. Subject to the provisions of these Articles, 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 but not exceeding one-third, shall retire from office provided that if and while there shall be only two Directors who are subject to retirement by rotation they shall both retire from office each year."

ALTERNATE DIRECTORS

20. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors, whether a member of the Company or not, to act as an alternate Director in his place at any meeting of the Board from which he is himself absent, and such appointment may be a general appointment to act at all meetings from which the appointor is himself absent, whether during a stated period or generally until revoked, or may be for a particular meeting or meetings only, and shall have effect accordingly. An alternate Director so appointed shall ipso facto vacate office if and when the Director who appointed him vacates office as a Director and he may at any time be removed from office by notice in writing to the Company given either by the Director who appointed him or by the co-Directors of such last-mentioned Director. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such to receive notice of meetings of Directors and in the absence of the Director who appointed him to attend and vote thereat in his place.

CAPITALISATION OF PROFITS

21. In Article 12.8 of Table A the words "any of the Company's reserve accounts" shall be deleted and the words "any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company and including also any sum carried to reserve as a result of a sale or revaluation of the assets of the Company or any part thereof" shall be substituted

Names, Addresses and Descriptions of Subscribers

Number of Shares taken
by each Subscriber

Thomas Fildes Cocker
The Rookery,
Broomhall Park,
Sheffield
Manufacturer

One

Thos. Fildes Cocker Jr.
55 Westbourne Road
Victoria Park
Sheffield
Steel Manager

One

Benjn. Fred. Cocker
The Rookery,
Broomhall Park,
Sheffield
Wire Manager

One

Saml. Fox
Deepcar,
near Sheffield
Manufacturer

One

Sydney Smith
Montgomery House
Machon Bank
Sheffield
Sharebroker

One

George Howson
Tapton Park
Sheffield
Manufacturer

One

Frederic Faller
161 Witham Road
Sheffield
Merchant's Clerk

One

DATED the thirteenth day of April 1875

WITNESS to the above signatures: -

Arthur Wightman
Solicitor

14 George Street
Sheffield