

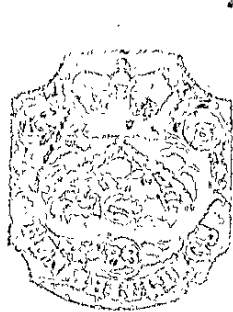


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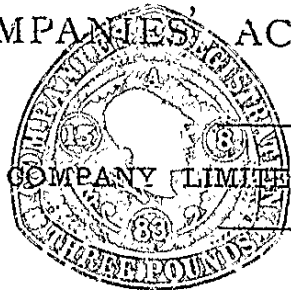
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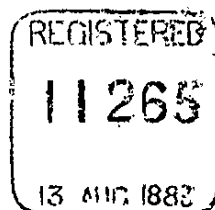
THE COMPANIES ACTS 1862 TO 1880.



# Memorandum of Association

OF

## ARCHIBALD KENRICK & SONS, LIMITED.



1. The name of the Company is "ARCHIBALD KENRICK AND SONS, LIMITED."

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

3. The objects of the Company are—

(a) To acquire and carry on the business of the firm of Archibald Kenrick and Sons, of West Bromwich, in the County of Stafford, and to acquire the property and goodwill of the said business, and assume the liabilities thereof.

(b) To carry on the business of Ironfounders and manufacturers of articles made of cast and wrought iron, with or without the combination of any other materials or processes, and to carry on the business of the production and application of any materials capable of being used or applied in connection with cast and wrought iron ware.

Filed by

Mon 26. 1883



- (c) To carry on the business of manufacturers and producers of any such metals or other materials in crude or manufactured forms, either in connection with the Company's business in cast-iron ware, or as an independent business.
- (d) To carry on the business of Colliery Proprietors and owners of mines of all descriptions, and winners and workers of minerals, and the business of preparing mineral substances, or any treatment of mineral substances, for the purpose of being used in the Company's other business, or for sale as an independent business.
- (e) To carry on the business of Machinists, Fitters, Pattern Makers, Carpenters, Smiths, Metallurgists, Enamellers, Japanners, and all other detailed branches of business usually or conveniently associated with any such businesses as aforesaid, and either as ancillary to such businesses as aforesaid, or for purposes of profit as independent businesses.
- (f) To deal in all articles and things purchased, produced, or used in the course of any such business as aforesaid, or usually or conveniently connected therewith.
- (g) To acquire patent rights and privileges of a like nature, and monopolies or privileges in respect of designs or marks, in the United Kingdom, or in any other country, colony, or state, for any manner of manufacture, design, or mark connected with, or applicable to any business of the Company, and to turn the same to account by manufacturing thereunder, or using the same, or by granting licenses or otherwise.
- (h) To establish or acquire, by purchase or otherwise, any engineering, manufacturing, mercantile, or other business or businesses, and to carry on the same.
- (i) To purchase, lease, or otherwise acquire, any lands or buildings for the purpose of carrying on the said business or businesses, and to let or dispose of any such lands or buildings.

(j) To promote, subscribe to, and hold shares in any public company or private undertaking offering facilities for the purposes of the Company.

(k) To acquire all or any of the assets and property, and to assume all or any of the liabilities of any other Company, having objects similar to any of the objects of the Company, on terms of amalgamation or otherwise.

(l) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

4. The liability of the members is limited.

5. The Capital of the Company is £300,000, divided into 3,000 shares, of £100 each, and the Share Capital of the Company may be divided into different classes, to be held on any terms provided by the Articles of Association, or Special Resolutions duly passed by the Company, and so that the respective classes of shares may have, and be subject to such preference and restrictions (if any) as may be prescribed by the Articles and Special Resolutions.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>John Arthur Kerrick of Newson Court, Chad Valley, Edgbaston Birmingham, Warwickshire Propounder</i>	<i>One</i>
<i>William Kerrick of The Grove, Harborne in the County of Stafford Propounder</i>	<i>One</i>

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS—  
(Continued).

Number of Shares  
taken by each  
Subscriber.

George Hamilton Kendrick of  
Maple Bank, Church Road, Edgbaston  
Birmingham Warwickshire Ironfounder.

one

Fred. Ryland of Chad

one

Road, Edgbaston, Birmingham  
Warwickshire Ironfounder.

Thos. Martinan of West Hill

one

Augustus Road, Edgbaston, Birmingham  
Warwickshire Solicitor.

Hert. Chamberlain of Vicarage  
Road, Edgbaston, Birmingham  
Warwickshire - not in business.

one

George Kendrick of 22 Rope Walk  
in the Town and County of Nottingham  
Farmer

one

Dated the 11<sup>th</sup> day of August 1883.

Witness to the above signatures the  
addresses of the subscribers being added  
by me -

Thomas Martinan

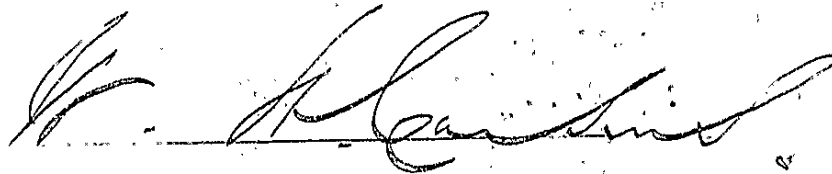
Clerk with Messrs. Ryland Martinan & Co  
Jas. Birmingham

The Archibald Kenrick and Sons,

Limited, is Incorporated under the Companies' Acts, 1862 to 1880, as a Limited

Company, this Thirteenth day of August

One thousand eight hundred and eighty-three.



Registrar of Joint Stock Companies.

Certificate of Incorporation received by:—

Edward B Harris  
pro Sharpe & Co

12 New Court

Carey Street. W.C.

Date 14 August 1883

(No. 1.)

to time appoint. The Directors may also establish branch offices at such places as they from time to time deem necessary for the efficient carrying on of the business of the Company. The Company, acting by the Directors, may exercise all the powers of the Companies' Seals Act, 1864.

3. The Company may commence business notwithstanding that any part of the capital may remain unallotted or unsubscribed for.

4. The first business of the Company shall be the acquisition of the Manufactories and Works, and business of the firm of Archibald Kenrick and Sons in the Memorandum of Association mentioned, and the carrying on of the business of the said Manufactories and Works, and all businesses within the terms of the Memorandum of Association which the Directors shall think it expedient to carry on in connection therewith.

5. The terms of acquisition of the said Manufactories and Works and the good-will and property of the said business shall be based upon the taking over of the whole thereof, as existing on the 30th day of June, 1883, together with all Plant, Machinery, and Implements, Chattels, Stock-in-Trade, and Stores in and about the same on the same date, and all book debts owing in the course of the said business on the same date, on the terms of the Company taking over all the liabilities of the said business on the same date, paying in fully paid-up shares a sum of £186,000, and also issuing to Messrs. John Arthur Kenrick, William Kenrick, and George Hamilton Kenrick (the present partners in the said firm of Archibald Kenrick and Sons, and who are hereinafter called "the old partners"), 500 fully paid-up Shares to be held and dealt with in the manner and subject to the terms by these Articles provided with respect thereto.

6. The title to the said Manufactories, Works, and property to be acquired on the terms aforesaid, shall be accepted without investigation.

#### SHARE CAPITAL.

7. The Directors may issue to such persons as they shall think fit any shares in excess of the shares subscribed for by the signatories of the Memorandum of Association, and the shares to be issued for the

acquisition of the business property of the said firm of Archibald Kenrick and Sons as by these Articles authorized.

8. The 500 shares to be issued to the old partners in trust as aforesaid (hereinafter called "the appropriated shares") shall be applicable to the following purposes and to no other purposes, and subject thereto shall be held in trust for the Company, that is to say: The Directors may as part of an agreement with any person to give his services to the Company, arrange that any of the appropriated shares shall be transferred to such person upon the terms that he shall remain entitled to the full benefit thereof, and the dividends thereon, (as if the same were fully paid up ordinary shares), for such period and on such terms as may be agreed between the Directors and such person: Provided that no such person shall be entitled to retain any of the appropriated shares, or any benefits thereof, for a longer period than his life, or his term of service with the Company, or until he shall become bankrupt, or do or suffer something whereby the said shares, if belonging absolutely to him, would become vested in some other person: or until the Company shall be wound up (either voluntarily or otherwise) on the ground that it is unable by reason of its liabilities to continue its business.

9. If the holder of any appropriated shares shall die or become disentitled to retain such shares, he or his executors or administrators shall hold the same in trust for the Company, and to transfer the same to such other trustees as the Directors shall appoint.

10. The Directors may from time to time make such calls as they think fit upon the Members in respect of all monies unpaid on shares hereafter issued subject to calls, provided that no call shall (unless otherwise agreed with the holders of the shares) exceed £50 per share, and that no two successive calls shall be made payable within three months.

11. Each Member shall be liable to pay the amount of the deposit and calls due on his share to the persons and at the times and places appointed by the Directors, provided that (unless otherwise agreed as aforesaid) twenty-one days' notice at the least of each call shall have been duly given to him.

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



13. If on the day appointed for payment of any deposit or call any Member shall not pay the amount of any deposit or call to which he is liable in respect of any share, then the holder for the time being of such share shall be liable to pay interest for the same at such rate as the Directors shall determine, or if no other rate is determined at the rate of ten per cent. per annum, and such interest shall be computed from the day appointed for the payment of the call to the time of the actual payment.
14. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the monies due upon his share, upon the monies so paid in advance, or so much thereof as from time to time shall exceed the amount of the calls then made upon the shares, in respect of which such advances shall have been made, the Directors may pay or allow interest at such rate as the Members paying such sum in advance and the Directors may agree upon, or the amount for the time being in advance of calls, may be included or taken into account in the payment of dividends.
15. If several persons be registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend or other sum of money payable in respect of such share.
16. Every Member shall, on payment of such sum (if any), not exceeding half-a-crown, as the Directors may prescribe, be entitled to a certificate under the Common Seal of the Company, specifying the share or shares held by him, and the amount paid up or credited as paid up thereon, and if such certificate be worn out or lost, it may be renewed on the payment of such sum (if any), not exceeding half-a-crown, as the Directors may prescribe; provided that the Directors may require such evidence of the said certificate being worn out or lost, and may require such indemnity as they from time to time think fit.
17. The Directors may, if they think fit, purchase out of the funds of the Company any shares in the Company, and they may either re-issue or extinguish the same as they shall think fit.
18. The Company shall have a first and permanent lien on the shares of any Member who shall be indebted to the Company, and on all dividends and benefits accruing to him by virtue of such shares, for the payment of the debt due, and such lien shall exist for debts due from

such Member, either solely or jointly with any other person, and for any debts accruing due before an actual registration of a transferee, and shall extend to the absolute interest in any share belonging to a Member jointly with any other person.

19. The Company shall be entitled to give effect to such lien by sale, or forfeiture and re-issue, of the shares, or by retaining all dividends and profits in respect thereof, or by any combination of the said means : Provided that no sale or forfeiture in respect of a lien shall take place without one month's notice to the holder of the share.

#### TRANSFER AND TRANSMISSION OF SHARES.

20. Any sale or transfer of shares in the Company (other than the transfer of appropriated shares by or to the trustees thereof) must be conducted in the following manner :—

- (a) The transferring Member shall first offer the shares through the Directors, for purchase by the Company, or by Members of the Company, and shall name a price per share for that purpose ;
- (b) If the Directors shall, within one calendar month from such offer, accept the shares on behalf of the Company, or of any member of the Company, the transferring member shall sell, and the Company or such Members of the Company as aforesaid, shall purchase the share at the price so named ;
- (c) If the Directors shall refuse, or shall not accept, such share within the period aforesaid, the transferring member may transfer the same to whomsoever he pleases, but not at a less price than the price so named as aforesaid ;

Provided that these restrictions on transfer shall not apply to a transfer from a Member to any one or more of his male blood relations, or to a trustee (such trustee being already a member or a son of a Member), for his wife or for any one or more of his female blood relations, or from a legal personal representative of a Member to a specific legatee of such Member, and such restrictions may in any case be waived by the Directors on special grounds.

21. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered on the register in respect thereof.

22. Shares in the Company may be transferred in the following form :—

“I.....of.....  
 “in consideration of the sum of £.....paid to me  
 “by.....hereby assign unto the  
 “said.....the share [or shares] numbered.....  
 “standing in my name in the books of Archibald Kenrick and  
 “Sons, Limited, to hold to the said ..... subject to  
 “the several conditions on which I held the same at the time of  
 “the execution hereof. And I, the said .....  
 “do hereby agree to take the said share [or shares] subject to the  
 “same conditions.

“As witness our hands the ..... day of .....”

23. Before registration of any transfer the instrument of transfer shall be left at the office of the Company, together with the certificate of the shares to be transferred, and together with any other evidence the Directors may require to prove the title of the transferor, and to prove that the transfer is authorized by these Articles, and the transfer shall thenceforward be kept by the Company.

24. There shall be paid in respect of the registration of any transfer or transmission of interest such sum not exceeding five shillings, as the Directors shall from time to time prescribe.

25. The Directors may decline to register the transfer of a share on any of the following grounds :—

- (a) That the transferor is indebted to the Company, or is under an obligation to the Company on any bill or note or other contract remaining unfulfilled.
- (b) That the transfer has not been effected according to the regulations of the Company, or that sufficient evidence to prove compliance with such regulations, or to prove the

*bond fide* payment of the price alleged to be paid for the transfer, has not been furnished.

- (c) That the transfer is contrary to any express agreement made with the Company restricting the conditions of transfer.

26. The transfer books may be closed during such time preceding any General Meeting as the Directors may determine.

27. The legal personal representatives of a deceased shareholder shall be the only persons recognised by the Company as having a title to his shares.

28. No person claiming a title to a share by transmission shall have any rights in respect of such share except the right to have his transferee registered under the regulations of the Company, and a right to receive dividends, if any, actually declared before the death or other transmission of interest; provided that in the event of such person satisfying the Directors that he is himself entitled to become a transferee of the share, either as legatee or trustee, in accordance with these Articles, he may be so registered without executing a transfer.

#### FORFEITURE OF SHARES.

29. If any Member fails to pay any sum (whether deposit or call), which has become due on the day appointed for payment thereof, the Company may at any time thereafter, during such time as the sum remains unpaid, give notice requiring him to pay such sum, together with interest at the rate by these articles authorized, and any expenses that may have accrued by reason of such non-payment, and naming a further day, not less than 21 days after the day first appointed, and the place or places on and at which such sum and interest and expenses (if any) are to be paid. The notice shall also state that in the event of non-payment at the time and place appointed, the shares in respect of which such sum is payable will be liable to be forfeited.

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 be forfeited by a resolution of the Directors to that effect.

31. Any share forfeited in any of the ways aforesaid shall thereupon become the absolute property of the Company, and may be disposed of in such manner as the Company may think fit.

32. Any Member whose shares have been forfeited shall notwithstanding be liable to pay to the Company all sums and interest owing upon such shares at the time of the forfeiture, without any deduction or allowance in respect of the value of such shares at the time of the forfeiture, but the Directors may waive the forfeiture on such terms as they may think fit.

#### TITLE TO SHARES.

33. The remedy of any shareholder for any irregularity in any forfeiture of a share, or in the enforcing of a lien or alleged lien on any share, shall be in damages only, and the register shall be conclusive evidence of the title to a share as against the Company, and as against any person claiming as a former holder of any share which the Directors shall have purported to forfeit, cancel, or dispose of under the regulations of the Company.

#### SUB-DIVISION OF SHARES AND REDUCTION OF CAPITAL.

34. The Company may, at any time, sub-divide the shares or reduce the capital, in the manner and with all or any of the incidents prescribed or allowed by the Companies Acts 1867 and 1877.

#### INCREASE OF CAPITAL.

35. If the Company shall at any time or times, by special resolution, increase the amount of the capital, the new shares may be created with or without any preference, priority, guarantee, or other

special terms, or in such other manner whatsoever as may be specified in such resolution, and the Directors shall carry such resolution into effect in such way as they shall deem most expedient, subject nevertheless to the provisions of these articles, and subject also to any special directions which may be given in reference thereto by such special resolution.

36. Any capital raised by the creation of new shares shall, subject and without prejudice to any preference, priority, guarantee, or special terms affecting the same, be considered as part of the original capital, and shall be subject to the same provisions in all respects, whether with respect to the payment of calls, the forfeiture of shares, or otherwise, as if it had been part of the original capital.

37. Unless it be otherwise provided by the special resolution creating new shares, all such new shares shall be offered to the then Members in proportion to the existing shares held by them respectively.

38. Such offer shall be made by notice, specifying the number of new shares to which the Member is entitled, 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 member to whom such notice is given, that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they may think most beneficial to the Company; provided that if owing to the proportion which the number of the new shares bears to the number of shares held by members entitled to such offer as aforesaid or from any other cause any difficulty shall arise in apportioning the new shares or any of them in manner aforesaid, the Directors may dispose of the shares in respect of which such difficulty arises, in such manner as they think most beneficial to the Company.

39. In the event of the creation of any preference shares or other special class of shareholders, all shares shall be held on the terms that no special resolution shall be deemed invalid as affecting the interests of one class of shareholders who are thereby specially affected, if such number of shareholders of such class shall have been present, and shall have voted for the resolution, at the meeting passing and confirming such resolution, as would have made such resolution a valid special resolution independently of shareholders of any other class.

## BORROWING OF MONEY.

40. The Directors may borrow or raise money for the purposes of the Company, on the security of all or any of the Company's property (including unpaid uncalls or uncalled capital so far as the same can lawfully be charged), and may create mortgages, debentures, or other securities for the purpose.

41. No person lending moneys or giving credit to the Company shall be bound to enquire for what purposes moneys are required.

## GENERAL MEETINGS.

42. The first general meeting shall be held within four months from the registration of the Company. Subsequent ordinary general meetings of the Company shall be held once in every year at such time and place as may be appointed by the Directors, and if no other time or place be appointed, at the registered office of the Company on the last Thursday in the month of August in every year.

43. The Directors may, whenever they think fit, and they shall upon a requisition in writing signed by at least five members entitled to vote, holding in the aggregate not less than one-fourth in amount of the then issued share capital of the Company, convene an extraordinary general meeting.

44. Any requisition so made by the Members shall express the object of the Meeting proposed to be called, and shall be left at the Registered Office of the Company. Upon the receipt of such requisition the Directors shall forthwith proceed to convene an Extraordinary General Meeting. If such Meeting be not so convened within twenty-one days from the receipt of the requisition, the requisitionists, or any other Members entitled to vote and holding the required number of shares, may themselves convene such a Meeting, and the expenses of the holding of the same shall be paid out of the funds of the Company.

45. At least seven and not more than fourteen days' notice, specifying the place, the time, the hour of meeting, and the purpose for

which any General Meeting is to be held, shall be given to each Member in the manner hereinafter mentioned, but no notice of any Adjourned Meeting shall be required, unless adjourned for at least fourteen days, and no notice shall be required of the intention to transact at an Ordinary Meeting the business of declaring dividends, electing Directors and Officers, and considering the ordinary report and accounts of the Directors and Auditor, and the non-receipt of notice by any Member shall not invalidate the proceedings of any General Meeting.

46. No business shall be transacted at any Meeting except the choice of Chairman, and the declaration of a dividend, unless there be present at the first commencement of the business at least three Members entitled to vote, and representing personally or by proxy at least one-tenth of the issued capital of the Company.

47. If within one hour from the time appointed for the Meeting the required number of Members be not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to such time and place as the Directors may appoint, or in default of appointment, till that day week, or if that day week shall be a holiday, to the next working day thereafter, at the same hour and place. And if at such adjourned Meeting the required number of Members shall not be present, it shall be adjourned *sine die*.

48. The Chairman, or in his absence the Deputy Chairman of the Board of Directors shall preside as Chairman at every Meeting of the Company. If there be no such Chairman, or if at any Meeting he be not present at the time of the commencement of business, the Directors present shall select one of their number to preside, and failing this the Members present shall choose some one of their number to be Chairman of such Meeting.

49. The Chairman shall, upon the Resolution 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.

50. Every question shall be decided by a show of hands, unless upon or immediately after such show of hands a poll be demanded by or on behalf of at least five Members entitled to vote, present in person or by proxy, and holding not less than one-twentieth part of the then issued



share capital of the Company, but no poll shall be allowed on a question of adjournment of the Meeting or of the appointment of Chairman.

51. If a poll be demanded as aforesaid, the same shall be taken in such manner as the Chairman of the Meeting shall direct, and he shall have power to adjourn the Meeting for a reasonable time for the purpose of taking such poll, either before or after proceeding with any other business to be transacted at the Meeting. The result of such poll shall be deemed to be the Resolution of the Company in General Meeting.

52. A declaration by the Chairman of the Meeting that a resolution has been carried or rejected, whether after a poll or otherwise, and an entry to that effect in the Book of Proceedings of the Company, shall be *prima facie* evidence of the fact without proof of the numbers or proportion of the votes recorded in favour of or against such resolution.

#### VOTES OF SHAREHOLDERS.

53. Each member shall have one vote for each share held by him.

54. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the Meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall be entitled to a further or casting vote.

55. If a Member become a lunatic, his Committee may vote in respect of his shares, but otherwise no vote shall be accepted in respect of a share registered in the name of a person under disability.

56. If two or more persons are jointly entitled to a share, the person whose name stands first in the Register of Members as one of the holders of such share, and no other, shall be entitled to vote in respect of the same.

57. No Member shall be entitled to vote at or to attend any Meeting while any call or interest due from him is in arrear.

58. Votes may be given personally or by proxy. No person shall be appointed a proxy who is not a Member of this Company. A proxy

shall be appointed in writing under the hand of the appointor, or if such appointor be a Corporation under their common seal, and such writing shall be in the form or to the effect following—

“ARCHIBALD KENRICK & SONS, LIMITED.

“I, ..... of .....  
 “a Member of the above-named Company, and entitled to vote,  
 “hereby appoint.....of.....also a  
 “Member of the said Company, and entitled to vote to be my  
 “proxy at the Ordinary [or Extraordinary or Adjourned] General  
 “Meeting of the Company, to be held on the ..... day of  
 “..... 18 next, and at any adjournment thereof, and  
 “to vote for me and in my name upon all questions before such  
 “Meeting or Meetings.

“As witness my hand this.....day of.....”

59. The instrument or mandate appointing a proxy shall be deposited at the registered office of the Company not less than 48 hours before the time of holding the Meeting or Adjourned Meeting at which he proposes to vote. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

#### DIRECTORS.

60. The number of Directors shall not exceed eight nor be less than two.

61. The following gentlemen shall be the first Directors of the Company, viz:—

JOHN ARTHUR KENRICK.  
 WILLIAM KENRICK.  
 GEORGE HAMILTON KENRICK.  
 FREDERICK RYLAND.

62. The qualification for any Director to be hereafter appointed shall be the holding of not less than 100 shares in the Company.

63. The Directors shall be entitled to receive for their remuneration, in each and every year, such sum as the Company in General Meeting shall agree upon.

#### POWERS OF DIRECTORS.

64. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment, and registration of the Company, as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company, all such acts as may be exercised and done by the Company, and as are not by the statutes or by these Articles required to be exercised or done by the Company in General Meeting; subject, nevertheless, to any regulations of the Company, to the provisions of the statutes, and to such directions being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting; but no regulation made, or direction given 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.

65. The Board of Directors may delegate any of their powers as they may think fit. Any person or persons acting under such delegation shall in the exercise of the powers delegated to him or them conform to the regulations prescribed by the Board.

66. All acts done by the Board, or by any Delegate or Committee of the Directors, shall, notwithstanding that there was some defect in the appointment of such Directors, or some one or more of them, or that they or someone or more of them were or was disqualified, be as valid, so far as regards the protection of third persons, as if they respectively were duly appointed and qualified.

#### DISQUALIFICATION OF DIRECTORS.

67. The office of Director shall be vacated.

    ) If he resign his office and his resignation be accepted.

- (b) If he cease to hold the required amount of shares to qualify him for the office.
- (c) If he become bankrupt or compound with his creditors, or suspend payment, or if his affairs are liquidated by arrangement.
- (d) If he be declared a lunatic or become of unsound mind, or otherwise mentally or physically unable to perform his duties.
- (e) If, in the opinion of his co-Directors, expressed in a resolution at a special meeting of the Board, he shall have been guilty of any breach of faith, or shall have used, to the prejudice of the Company, any knowledge which he acquires as Director.

68. No Director shall be disqualified by having dealings with the Company, or by reason of any engagement entered into by him with the Company, but no Director shall vote on any matter in which he is interested in any other manner than as a Member and Director of the Company, and if he so vote his vote shall not be counted.

#### ROTATION OF DIRECTORS.

69. A Director may resign his office by notice in writing addressed to the Directors and left at the Registered Office of the Company, and so soon as it is accepted by the Directors, but not sooner, his office shall be considered vacated.

70. The first Directors of the Company shall remain in office until the first Ordinary General Meeting of the Company to be held in August, 1884, at that and every subsequent Ordinary General Meeting, one fourth of the Directors for the time being shall retire from office, or if their number be not a multiple of four, the number nearest to one-fourth shall retire.

71. The one-fourth or the nearest number to retire shall be determined (in default of agreement) by lot, but so that after the Meeting in August, 1884, the selection shall be made from amongst those who have been longest in office, (reckoned in case of re-elected Directors from the date of re-election), in case selection by lot be necessary.

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

73. The Company at the General Meeting at which any Directors retire in manner aforesaid, shall fill up the vacated offices by electing a like number of persons.

74. The retiring Directors shall continue to act until their successors be appointed.

75. The Company may from time to time, at a Meeting of the Company, convened with notice of such object, increase or reduce the number of Directors, and may determine in what rotation such increased or reduced number is to go out of office. 5

76. Any casual vacancy occurring among the Directors may be filled up by the Board of 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.

77. The Company may from time to time, by a resolution passed by a majority of three-fourths of the votes given personally or by proxy at a Meeting of the Company, convened with notice of such object, remove any Director before the expiration of his period of office, and appoint another qualified person in his stead for such unexpired period.

#### PROCEEDINGS OF DIRECTORS.

78. The Directors may meet together for the despatch of business, adjourn, or otherwise regulate, their Meetings as they may think fit. The quorum necessary for the transaction of business shall from time to time be determined by the Board.

79. Questions arising at any Meeting shall be decided by a majority of votes.

80. Each Director present shall have one vote. In case of an equality of votes the Chairman, in addition to his original vote, shall have a casting vote.

81. On the request of a Director, the Secretary shall at any time summon a Meeting of the Directors.

82. The Directors may elect a Chairman of the Board, and determine the period for which he is to hold office, but if no Chairman be elected, or if at any Meeting 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.

83. Any Committee of Directors may elect a Chairman of such Committee, may determine the necessary quorum, and otherwise regulate the proceedings of such Committee.

84. Minutes shall be made in books provided for the purpose:—

- (a) Of the names of the Directors present at each Meeting of Directors and Committee of Directors.
- (b) Of all orders made by and resolutions and proceedings of the Directors and Committee of Directors.

#### MANAGERS AND OFFICERS.

85. Any Director may be appointed by resolution of the Directors (passed without counting his own vote), to be Manager of the Company's business, or Secretary of this Company, or to any other office, or place of profit under the Company, and at such remuneration as the Directors shall by such resolution determine.

#### EVIDENCE.

86. Any Minute of any General Meeting of the Company, or Meeting of any Board of Directors or Committee thereof, if signed by any person purporting to be the Chairman of the next succeeding Meeting, or, as the case may be, to be the Chairman of such Committee, shall be receivable in evidence of the facts therein stated without further proof.

87. Any extract from any Minutes of any General Meeting of the Company, or any Meeting of any Board of Directors or Committee thereof, which shall, by the signature of any person purporting to be the Chairman of the Committee, be certified to be a true and correct extract of any such Minutes, shall be receivable in evidence in the place of the original or originals respectively.

#### RESERVE OR GUARANTEE FUNDS.

88. The Directors may from year to year set aside out of the net profits of the Company and carry to the credit of funds to be called "The Guarantee Fund," "The Works Renewal Fund," and "The Contingent Fund," such proportion of the net profits as they may think fit. These Funds shall be applicable respectively by the Directors as follows, that is to say "The Guarantee Fund" for equalizing Dividends, "The Works Renewal Fund" for repairing, maintaining, or enlarging the property or business of the Company, and "The Contingent Fund" for meeting any sudden demands and expenses, or for such other purposes as the Directors may think fit, and the Directors may in their discretion from time to time transfer all or any portion of any of the said funds respectively to any of the others of the said funds; and the Directors may invest the sums so set apart upon such investments (other than shares of the Company), as the Directors may select without being liable for any loss or depreciation in consequence of such investments, whether the same be usual or authorized investments for trust funds or not.

#### DIVIDENDS.

89. The Company, at the Ordinary Meeting in each year, may declare a dividend not exceeding such amount as the Directors recommend to be paid on the paid-up capital.

90. The Directors may, if they think fit, from time to time determine on and declare an instalment to be paid to the Members on account and in anticipation of the dividend for the current year.

91. No dividend shall be payable except out of the profits arising from the business of the Company, or out of the Guarantee Fund.

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 dividends that may have been declared shall be given to each Member as hereinafter provided with respect to notices in general, and all dividends unclaimed for three years after having been declared, may be forfeited by resolution of the Directors for the benefit of the Company, and shall thereupon be carried to the credit of the reserve fund.

94. No dividend shall bear interest as against the Company.

#### ACCOUNTS.

95. The Directors shall cause proper and accurate accounts to be kept of the affairs and transactions of the Company.

96. The Directors may, if they think fit, cause the accounts of the several businesses or departments of business carried on by the Company to be kept distinct.

97. The Books containing the profit and loss account and balance sheet shall be kept at the Registered Office of the Company, and shall (subject to such reasonable restrictions as to the time and manner of inspecting the same as may be imposed by the Directors), be open to the inspection of the Members between the hours of ten in the morning and four in the afternoon in the seven working days preceding and the seven working days following every Ordinary General Meeting of the Company.

98. At the Ordinary Meeting in each year the Directors shall lay before the Company a statement of the income and expenditure for the past year, made up to the previous 30th of June.

99. A Balance Sheet shall be made out in every year, and laid before the Ordinary General Meeting of the Company, and such Balance Sheet shall contain a summary of the property and liabilities of the Company, but shall not be printed or circulated.



## AUDIT.

100. The accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by an Auditor or Auditors every year.

101. The first Auditors of the Company shall be appointed by the Directors, and shall continue in office until others be appointed by the Company in General Meeting. All subsequent Auditors shall be appointed by the Company in General Meeting, and shall hold office till the next Ordinary Meeting after their appointment.

102. If one Auditor only is appointed all the provisions herein contained relating to Auditors shall apply to him.

103. No person shall be eligible as an Auditor who is interested in any transaction of the Company otherwise than as a Member of the Company.

104. The remuneration of the first Auditors shall be fixed by the Directors, and that of subsequent Auditors shall be fixed by the Company at the time of their election, or failing such remuneration being so fixed then at the next General Meeting thereafter.

105. Any Auditor shall be eligible to re-appointment on his quitting office.

106. If any casual vacancy occur in the office of Auditor, the Directors shall forthwith appoint a person to supply the place until the next Ordinary General Meeting.

107. Every auditor shall have access to all books kept by the Company, and it shall be the auditor's duty to examine the same, with the accounts and vouchers relating thereto, and to make from the Directors and officers of the Company all proper enquiries in reference to the accounts and affairs of the Company.



appoint the same, such other party may appoint an arbitrator in the place of the arbitrator of the defaulting party.

115. If, from any cause whatever, a third arbitrator is not appointed when required, an appointment shall be made in manner directed by the Common Law Procedure Act, 1854.

\_\_\_\_\_  
 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.  
 \_\_\_\_\_

*John Arthur Kerrick* of Revnaw Court  
 Chad Valley, Edgbaston, Birmingham Warwickshire  
 Ironfounder.

*William Kerrick* of The Grove  
 Harborne in the County of Stafford Ironfounder.

*George Hamilton Kerrick* of Maple Bank  
 Church Road, Edgbaston, Birmingham, Warwickshire  
 Ironfounder.

*Fred. Ryland* of Chad Road, Edgbaston  
 Birmingham Warwickshire, Ironfounder.

*Mr. Martin* of West Hill, Augustus Road  
 Edgbaston, Birmingham, Warwickshire, Solicitor

*Herb Chamberlain* of Vicarage Road, Edgbaston  
 Birmingham, Warwickshire - not in business

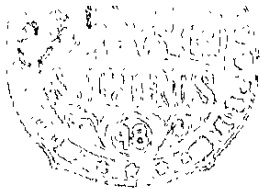
*George Kerrick* of 22 Rope Walk in the Town  
 and County of Nottingham Farmer.

Dated the 11<sup>th</sup> day of August 1883.

Witness to the above signatures the  
 addresses of the subscribers being added by  
 me.

*Thomas Martineau*

Clerk with Mr. Ryland Martineau of  
 John Birmingham

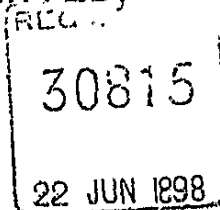


# SPECIAL RESOLUTION

OF

## ARCHIBALD KENRICK AND SONS, LIMITED,

*Passed 18th May, 1898; confirmed 3rd June, 1898.*



At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at the Registered Office of the Company, at West Bromwich, in the County of Stafford, on the 18th day of May, 1898, the subjoined Special Resolution was 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 3rd day of June, 1898, the subjoined Special Resolution was duly confirmed:—

"That the capital of this Company be increased to £350,000 by the creation of 500 new shares of £100 each, and that the Directors be empowered to issue to each Shareholder in the Anglo-American Tin Stamping Company, Limited (on each such Shareholder transferring his share or shares in the Anglo-American Tin Stamping Company, Limited, to this Company, or as this Company may direct), as many shares in this Company as will represent, at par, his holding in the said Anglo-American Tin Stamping Company, Limited. Provided always that in cases where any Shareholder in the said Anglo-American Tin Stamping Company, Limited, is entitled to a fraction only of a share in this Company under the foregoing paragraph, the Directors may, at the option of such Shareholder, issue to him an extra share on payment by him to the Company of cash to balance, or may pay to the Shareholder cash in lieu of issuing such share. That all shares issued in the above manner shall bear dividend as from 30th June, 1898."

"That in Article 60 of the Articles of Association the word 'ten' be and is hereby substituted for the word 'eight,' and the word 'three' for the word 'two.'"

*David Gurney*  
Secretary.

Date of Signature, 21st June, 1898.

*Filed by*  
*Thos Parker & Co*  
*12 New Court, Carey St W.C. Sales*  
*Agents for Archibald Kenrick & Sons Ltd*  
*Birmingham*

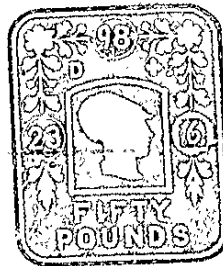
*44*



No. of Certificate

18712  
23

Form No. 26.



REC.

30816

22 JUN 1898

*Archibald Munro & Co* COMPANY, LIMITED.

STATEMENT of Increase of Nominal Capital pursuant to s. 11 of 51 Vict.,  
cap. 8 (Customs and Inland Revenue Act, 1888). (NOTE.—The Stamp Duty on an  
Increase of Nominal Capital is Two Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Notice of Increase registered under Section 34  
of the Companies' Act, 1862.

Presented for Registration by

*Sharpe Parker & Co*  
*12 New Court, Carey St London W.C.*  
*Agents for Ryland Railways Co*  
*Birmingham*



The NOMINAL CAPITAL of the

Archibald Kinnick & Sons

Company, Limited,

has been increased by the addition thereto of the sum of £ 50,000 divided into

500 shares of £ 100 each beyond the Registered Capital of

Three Hundred Thousand Pounds

~~One Hundred & Twenty Thousand Pounds~~ SP/CO

Signature Sharpe Parker & Co  
agents for Ryland Marling & Co  
Birmingham

Description Solicitors to the Company

Date 22nd June 1898

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

Number of  
(Certificate)

"THE COMPANIES ACTS, 1862 to 1890."



REC.

30817

22 JUN 1898

## Notice of Increase in the Nominal Capital

OF THE

*Archibald Kenrick and Sons Limited*

~~COMPANY, LIMITED.~~

Pursuant to Section 34 of The Companies Act, 1862.

SOLICITORS' LAW STATIONERY SOCIETY, Limited,  
Company Registration Agents, Printers, Publishers, and Stationers,  
22, CHANCERY LANE, LONDON, W.C.

Companies Form No. [X8041]

Presented for filing by

*Sharpe Parker & Co.*  
12, New Court, Carey Street - W.C.  
Agents for *W. L. I. ... & Co.*



# Notice of Increase in the Nominal Capital

OF THE

*Archibald Kenrick and Sons Company, Limited.*

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

*The Archibald Kenrick and Sons Limited*

..... hereby give you notice, in  
accordance with the Companies Act, 1862, that by a Special Resolution of the  
Company passed the *eighteenth* day of *May* 189*8*  
and confirmed the *third* day of *June* 189*8*  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of *Fifty thousand pounds*  
Pounds, divided into *Five hundred*  
Shares of *one hundred pounds* each,  
beyond the Registered Capital of £. *300,000.*

*Frank Guinness*  
*Secretary*

Dated the *twenty-first* day of  
*June* 189*8.*

\* \* \* This Notice is to be signed by a Director, Secretary, or other Authorised Officer of the Company.





# ARCHIBALD KENRICK AND SONS LIMITED.

## SPECIAL RESOLUTION.

*Passed 15th April, 1908.*

*Confirmed 11th May, 1908.*



At an EXTRAORDINARY GENERAL MEETING of the Shareholders of the above-named Company, duly convened and held at the Registered Office of the Company, situate at Spon Lane, West Bromwich, on the fifteenth day of April, 1908, the following Resolution was unanimously passed, and at a subsequent Extraordinary General Meeting of the Shareholders of the Company, also duly convened and held at the same place on the eleventh day of May, 1908, the said Special Resolution was duly confirmed:—

### RESOLUTION.

That the Articles of Association of the Company shall be altered in manner following, viz.:—

20 (A) The words "by the Company or" immediately following the words "for purchase" shall be struck out.

The following new Articles shall be inserted after Article 7, viz.:—

7 (A) The number of the members of the Company (exclusive of persons who are in the employment of the Company) shall not exceed fifty.

7 (B) Any invitation to the public to subscribe for any shares or debentures of the Company is hereby expressly prohibited.

The following new Article shall be inserted after Article 25, viz.:—

25 (A) The Directors shall decline to register any transfer of a Share or Shares by means of which if registered the number of members of the Company (exclusive of persons who are in the employment of the Company) would be increased beyond fifty.

Dated this 11th day of May, 1908.



*Sen. W. Kenrick*

CHAIRMAN.

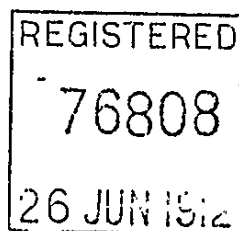
1777/44  
COMPANIES' (CONSOLIDATION) ACT, 1908.

**SPECIAL RESOLUTION**

OF

**ARCHIBALD KENRICK & SONS LIMITED.**

*Passed 20th May, 1912. Confirmed 19th June, 1912.*



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company, at West Bromwich, in the County of Stafford, on the 20th day of May, 1912, the subjoined Special Resolution was 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 19th day of June, 1912, the subjoined Special Resolution was duly confirmed:—

"That Article 62 of the Articles of Association of the Company shall be altered by deleting the number '100' and substituting the number '50,' so that the said Article 62 shall hereafter read as follows:—  
Article 62. The qualification for any Director to be hereafter appointed shall be the holding of not less than 50 shares in the Company."

*[Signature]*

Secretary.

*2*  
*19th day of June 1912.*

113  
Company Limited by Shares

SPECIAL RESOLUTIONS

- of -

ARCHIBALD KENRICK & SONS LIMITED

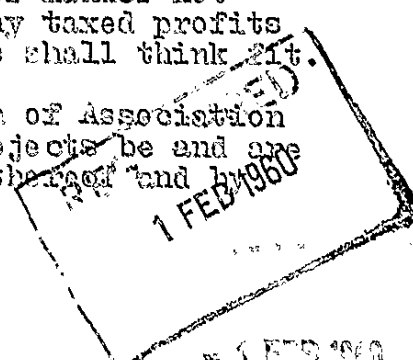


(Registered the \_\_\_\_\_ day of \_\_\_\_\_ 19 )

At an Extra-ordinary General Meeting of the Company duly convened and held at the Registered Office, West Bromwich, Staffordshire on Tuesday the 19th. January 1960, the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

SPECIAL RESOLUTIONS

- . That each of the shares of £100 each in the capital of the Company whether issued or unissued be sub-divided into 100 shares of £1 each.
- . That Articles 8 and 9 of the Company's Articles of Association do cease to have effect and that the 50,000 Shares of £1 each resulting from the sub-division of the Appropriated Shares shall not entitle the holders thereof to any part of the profits of the Company available for dividend nor, on a return of capital on liquidation or otherwise, to any part of the surplus assets of the Company remaining after payment of its liabilities, nor shall such Appropriated Shares entitle the holders thereof to any vote at any meeting of the Company.
- . That the Appropriated Shares be forthwith distributed and transferred to and amongst the members of the Company in proportion to the number of the issued Ordinary Shares held by them respectively and shall be received by them for their own use and benefit and so that:
  - (a) To give effect to such distribution the Directors may appoint any person to execute as transferor an instrument of transfer of any such share and may dispense with the signature of the transferee;
  - (b) All shares which on a distribution in the proportion aforesaid would become distributable in fractions shall be sold by the Directors and the net proceeds of sale shall be distributed in due proportion to the members who otherwise would have become entitled to such fractions;
  - (c) The said distribution shall be charged against capital reserve or in such other manner not involving the application of any taxed profits of the Company as the Directors shall think fit.
- . That the provisions of the Memorandum of Association of the Company with respect to its objects be and are hereby altered by deleting Clause 3 thereof and by



therefor the following new Clause 3:-

" . The objects of the Company are:-

- (A) To acquire and carry on the business of Archibald Kenrick & Sons of West Bromwich, Staffordshire, and to acquire the property and goodwill of the said business and assume the liabilities thereof;
- (B) To carry on the business of Ironmasters, ironfounders, brassfounders, general metal founders, steel converters and manufacturers, die casters, iron dealers, metallurgists, metal workers, workers in plastics of all kinds, mechanical electrical and general engineers, millwrights, machine and engineering tool makers, boiler makers, gasometer and gas apparatus manufacturers, chemists, machinists, fitters, pattern makers, carpenters, smiths, enamellers, japanners, colliery proprietors and owners of mines of all descriptions and workers in mineral substances, garage store and shopkeepers and wholesale and retail dealers, hirers and letters out on hire, importers and exporters of goods of all descriptions.
- (C) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the

Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital,

voting or otherwise, or in debentures or mortgage debentures or adventure stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share or profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) or the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

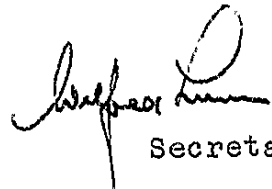
(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company. "


5. That the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

Dated this 19th day of January 1960.

  
Secretary.

We certify that to the best of our knowledge and belief the conditions mentioned in sub-section 2 of Section 129 of the Companies Act 1948 are satisfied at the date of these Resolutions and have been satisfied at all times since 1st July 1948.

  
Director.

  
Secretary.

No. 137126.

*The Companies Act, 1948.*

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COMPANY LIMITED BY SHARES.

---

NEW

# Articles of Association

(Adopted by Special Resolution passed the 19 day of ~~December~~  
1960 *January*)

OF

**Archibald Kenrick and Sons,  
LIMITED.**

*(A Private Company adopting Part II of Table A with modifications).*

---

Incorporated the 13th day of August, 1883.

---

RYLAND, MARTINEAU & CO.,  
*Solicitors,*  
BIRMINGHAM.



*The Companies Act, 1948,*

COMPANY LIMITED BY SHARES.

NEW  
**Articles of Association**

OF

**ARCHIBALD KENRICK AND SONS,  
LIMITED.**

*(Adopted by Special Resolution passed the 19<sup>th</sup> day of January  
1960).*

---

**PRELIMINARY.**

1. 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, 24, 71, 75, 77, 79, 88, 96, 97, 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 and 5 of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**SHARE CAPITAL.**

3. The share capital at the date of adoption of these Articles is £350,000, divided into 300,000 shares of £1 each and 50,000 Appropriated Shares of £1 each. The 50,000 Appropriated Shares of £1 each shall not entitle the holders thereof to any part of the profits of the Company available for dividend nor on a return of capital on liquidation or otherwise to any part of the surplus assets of the Company remaining after payment of its liabilities nor shall such Appropriated Shares entitle the holders thereof to any vote at any meeting of the Company.

**SHARES.**

4. 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, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

5. 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.

6. 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.

#### 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.

#### TRANSFER OF SHARES.

8. Except for a sale or transfer made in accordance with Article 9 hereof, any sale or transfer of shares in the Company must be conducted in the following manner:—

- (a) Any member wishing to transfer a share shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any member of the Company at the price so fixed. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable, except with the sanction of the Directors.

- (b) If the Company shall within the space of twenty-eight days after being served with such notice find a member willing to purchase the share (hereinafter called "the purchasing member"), and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the price so fixed, to transfer the share to the purchasing member.
- (c) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the share, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.
- (d) If the Company shall not within the space of twenty-eight days after being served with the transfer notice find a member willing to purchase the shares, and give notice in manner aforesaid, the proposing transferor shall at any time, within three calendar months afterwards, be at liberty, subject to Article 10 hereof, to sell and transfer the shares, or those not placed to any person, but so that the price paid shall not be less than the price fixed by the proposing transferor in his notice to the Company under Clause (A) hereof. Before passing any transfer under this clause the Directors may require the transferor and the transferee respectively to make declarations pursuant to the Statutory Declarations Act, 1835, that the consideration mentioned in the transfer is the true consideration paid by the transferee for the transfer of the shares, and is not subject to any deduction or rebate. When the transferor cannot find a purchaser at the price so fixed, he may give a fresh notice under Clause (A) hereof.

9. Subject to the provisions of Article 11 hereof, any share may be transferred by the holder to any other member, or to any son, brother, grandson, daughter, grand-daughter, son-in-law, daughter-in-law, nephew, niece, wife, or husband of the holder, or with the approval of the Directors to the trustees of any settlement made by a member, and any share of a deceased member may be transferred by his executors or administrators to any son, brother, grandson, daughter, grand-daughter, nephew, niece, son-in-law, daughter-in-law, widow or widower of such deceased member, or with the approval of the Directors to the trustees of the Will of such deceased member,

and shares standing in the name of the trustees of such settlement as aforesaid or in the name of the trustees of the Will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such settlement or Will.

10. Notwithstanding anything herein contained, the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not a fully paid share, and they shall so decline to register any transfer if on the registration of the same the number of the members of the Company (exclusive of persons who are or have been in the employment of the Company) would be increased beyond 50 in contravention of Clause 2 of Table A, Part II.

11. (1) Without limiting the generality of the Directors' discretion under Article 10 hereof, the Directors may, as a condition precedent to the registration of any person as the holder of a share, require that person, and in the case of a transfer of that share, the transferor or both, to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they may consider necessary to enable them to determine whether or not such registration will result in the Company ceasing to be an exempt Private Company within the meaning of the Act.

(2) The Directors may at any time require any person whose name is entered in the register to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of the Act.

If such requirements are not complied with the Directors may withhold all dividends or other payments otherwise due or becoming due in respect of the shares registered in the name of such person (whether solely or jointly with some other person or persons).

(3) If the Directors consider that by reason of the holding of shares by any person the Company is no longer an exempt Private Company, they may give notice to such person in writing calling upon him to take such steps as shall in their opinion be necessary to ensure the status of the Company as an exempt Private Company, and until such notice has been complied with they may withhold all dividends or other payments due or becoming due to such person (either alone or jointly with any other person) on the shares in respect of which the notice is given. If any such notice is not complied with within three months of the date on which it is given the Directors may authorise some other person to take the steps or any of them required by such notice and, so far as may be necessary, to execute a valid transfer of the shares, to some person nominated by them at a price to be determined by the Company's Auditors as the fair value therefor, and in making such determination the Auditors shall act as experts and not as arbitrators. The purchaser of any shares under this power shall not be concerned with the application of the purchase money and

after the entry of his name in the register of members in purported exercise of the above power the validity of the proceedings shall not be questioned by any person.

#### PROCEEDINGS AT GENERAL MEETINGS.

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 three nor more than ten.

14. The qualification of a Director shall be the holding of not less than 100 shares of the Company. A Director may act before acquiring his qualification.

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

16. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, commission or a percentage of profits, or by any or all of those modes.

#### BORROWING POWERS.

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

#### POWERS AND DUTIES OF DIRECTORS.

18. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company. The power granted by this Article may at any time be suspended or altered to any extent and either generally or in respect of any particular contract or arrangement by the Company in General Meeting.

## 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 under Section 184 of the Act.
- (7) If being a Managing or Executive Director the duration of his office shall have expired or his appointment shall have been resolved.
- (8) If he shall for more than six months be absent without the permission of the Directors from meetings of the Directors held during that period and the Directors resolve that as a result thereof his office as a Director be terminated.

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. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

## EXECUTIVE DIRECTORS.

22. (A) The Directors may from time to time appoint one or more of their body to the office of Managing Director or to hold any other executive office on such terms and for such period as they may determine. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or taken into account in determining the rotation by retirement of Directors.

(B) The appointment of any Director to the office of Managing Director or to any other executive office shall be subject to termination if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

23. A Managing or Executive Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

24. The Directors may entrust to and confer upon a Managing or Executive Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### DISTRIBUTION OF CAPITAL PROFITS.

25. The Company in General Meeting may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing capital profits resulting from the receipt of moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or otherwise free from liability to be charged to income tax in the hands of the Company, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if they had been distributed by way of dividend in the ordinary course and such resolution shall be effective, provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being.

#### ACCOUNTS.

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

#### WINDING UP.

27. In regulation 185 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.

28. 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.

These are the Articles of Association adopted by  
Special Resolution passed the 19<sup>th</sup> day of  
*January* 1960.

*A. W. Hume*

Chairman.



# THE COMPANIES ACT 1948



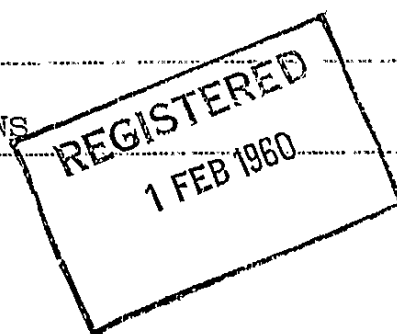
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Companies  
Registration  
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NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION  
of STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-  
divided, or Converted into Stock,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

*Pursuant to Section 62.*

of the  
of  
by

ARCHIBALD KENRICK & SONS  
LIMITED

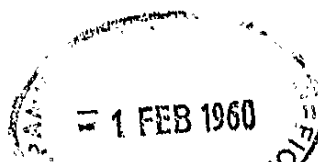


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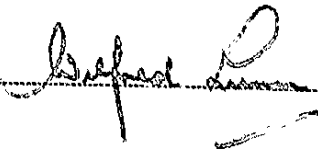
ARCHIBALD KENRICK & SONS ,

LIMITED

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

that by Special Resolutions passed the 19th January, 1960,  
each of the Shares of £100 each in the capital of the  
Company were sub-divided into 100 shares of £1 each

(Signature) \_\_\_\_\_



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

Dated the 21<sup>st</sup> day of January 1960

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

No. 187120.

*The Companies' Acts 1862 to 1880*  
and  
*The Companies Act 1948.*

COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
(as altered by Special Resolution passed the 19th January 1960).

OF

**Archibald Kenrick & Sons,**  
LIMITED.

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Incorporated the 13th day of August, 1883.

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COMPANY LIMITED BY SHARES.

Memorandum of Association

(as altered by Special Resolution passed the 19th January 1960).

OF

ARCHIBALD KENRICK & SONS, LIMITED.

1. The name of the Company is "ARCHIBALD KENRICK AND SONS, LIMITED."

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

3. The objects of the Company are:—

(A) To acquire and carry on the business of Archibald Kenrick & Sons of West Bromwich, Staffordshire, and to acquire the property and goodwill of the said business and assume the liabilities thereof;

(B) To carry on the business of Ironmasters, ironfounders, brassfounders, general metal founders, steel converters and manufacturers, die casters, iron dealers, metallurgists, metal workers, workers in plastics of all kinds, mechanical electrical and general engineers, millwrights, machine and engineering tool makers, boiler makers, gasometer and gas apparatus manufacturers, chemists, machinists, fitters, pattern makers, carpenters, smiths, enamellers, japanners, colliery proprietors and owners of mines of all descriptions and workers in mineral substances, garage store and shop-keepers, and wholesale and retail dealers, hirers and letters out on hire, importers and exporters of goods of all descriptions.

(c) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.



- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and

hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (r) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (s) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (t) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid) or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (u) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, trustees,

contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

- (w) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Capital of the Company is £300,000, divided into 3,000 shares, of £100 each, and the Share Capital of the Company may be divided into different classes, to be held on any terms provided by the Articles of Association, or Special Resolutions duly passed by the Company, and so that the respective classes of shares may have, and be subject to such preference and restrictions (if any) as may be prescribed by the Articles and Special Resolutions.

NOTES:

- (1) *By Special Resolution passed the 18th May 1898 and confirmed the 3rd June 1898 the capital was increased to £350,000 by the creation of 500 shares of £100 each.*
- (2) *By Special Resolution passed the 19th January 1960 each of the shares of £100 each was divided into 100 shares of £1 each.*

This is the Memorandum of Association as altered by Special Resolution passed the 19th January 1960.

*A. W. Kenner*

Chairman.



SPECIAL RESOLUTIONS  
- of -  
ARROWHEAD WARRIOR & SONS LIMITED



(Registered the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_ )

At an Extra-ordinary General Meeting of the Company duly convened and held at the Registered Office, West Bromwich, Staffordshire on Wednesday 26th October 1960, the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company.

SPECIAL RESOLUTIONS

1. That the rights and restrictions attached by Article 3 of the Articles of Association to the 50,000 Appropriated Shares of £1 each be cancelled and that the Appropriated Shares be and are hereby designated Ordinary Shares ranking pari passu in all respects with the existing 300,000 Ordinary Shares of £1 each in the capital of the Company.
2. That Article 3 of the Articles of Association be deleted and that the following Article be substituted therefor:-  
  
" 3. The share capital of the Company at the date of the adoption of this Article is £350,000 divided into 350,000 Ordinary Shares of £1 each. "

Dated the 1st day of November, 1960.

I certify that to the best of our knowledge and belief the conditions mentioned in sub-section (2) of Section 19 of the Companies Act 1948 are satisfied at the date of these Resolutions and have been satisfied at all times since the 1st July 1948.

*[Signature]* Director

*[Signature]* Secretary

21 16 NOV 1960

*[Signature]*  
*[Signature]*

12  
Q

Mem.  
14/11

The Companies Act, 1948

Company limited by Shares

EXTRA -ORDINARY RESOLUTION of holders of ORDINARY SHARES

- of -

ARCHIBALD KENRICK & SONS LIMITED



(Registered the \_\_\_\_\_ day of \_\_\_\_\_ 19 )

At a Class Meeting of the holders of the Ordinary Shares in the Capital of the Company duly convened and held at the Registered Office, West Bromwich, Staffordshire on Wednesday, 26th October 1960 the following Resolution was duly passed as an EXTRA-ORDINARY RESOLUTION of holders of ORDINARY SHARES.

26 OCT 1960

EXTRA-ORDINARY RESOLUTION

That this meeting of the holders of the Ordinary Shares in the capital of the Company HEREBY SANCTIONS all alterations and variations to the rights attached to the 50,000 Appropriated Shares in the capital of the Company necessary to convert such shares into Ordinary Shares ranking pari passu with the existing 300,000 Ordinary Shares of £1 each in the capital of the Company.

1 OCT 1960

Dated the 1st day of November, 1960.

19

We certify that to the best of our knowledge and belief the conditions mentioned in sub-section (2) of Section 129 of the Companies Act 1948 are satisfied at the date of this Resolution and have been satisfied at all times since the 1st July, 1948.

*Believe L...*  
*Secretary*

14

*A. Kenrick* Director  
*Believe L...* Secretary

*18*  
The Companies Act, 1948

Company Limited by Shares

EXTRA-ORDINARY RESOLUTION of holders of APPROPRIATED  
- of -  
ARCHIBALD KENRICK & SONS LIMITED



(Registered the \_\_\_\_\_ day of \_\_\_\_\_ 19 )

At a Class Meeting of the holders of the Appropriated Shares in the Capital of the Company, duly convened and held at the Registered Office, West Bromwich, Staffordshire on Wednesday, 26th October 1960 the following Resolution was duly passed as an EXTRA-ORDINARY RESOLUTION of holders of Appropriated Shares.

EXTRA-ORDINARY RESOLUTION

That this meeting of the holders of the 50,000 Appropriated Shares in the capital of the Company HEREBY SANCTIONS all alterations and variations to the rights attached to those shares necessary to convert such shares into Ordinary Shares ranking pari passu with the existing 300,000 Ordinary Shares of £1 each in the capital of the Company

Dated the 1st day of November 1960.

We certify that to the best of our knowledge and belief the conditions mentioned in sub-section (2) of Section 129 of the Companies Act 1948 are satisfied at the date of this Resolution and have been satisfied at all times since the 1st July, 1948.

*A. Kenrick* Director

*B. Kenrick* Secretary

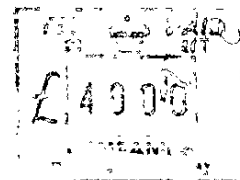
*Balfour* 20  
*Secretary*

13  
Q

10.6.1960

Company No.187120

150



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

ARCHIBALD KENRICK AND SONS LIMITED

At an Extraordinary General Meeting duly convened and held at the Registered Office, West Bromwich, West Midlands, on Tuesday, 21st February 1978 the following Resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

That the name of the Company be and is hereby changed to:-

ARCHIBALD KENRICK & SONS LIMITED

Dated this 21st day of February 1978

Registered Office -  
P.O.Box 9,  
West Bromwich,  
West Midlands,  
B70 6DB

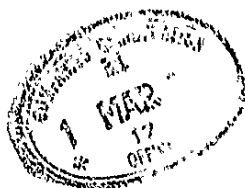
(Signed) \_\_\_\_\_

*A. Kenrick*

Chairman

*A. Blythe*

Director and Secretary





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No.

18712

151



I hereby certify that

**ARCHIBALD KENRICK AND SONS LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**ARCHIBALD KENRICK & SONS LIMITED**

Given under my hand at Cardiff the **23RD MARCH 1978**

*Assistant Registrar of Companies*

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

ARCHIBALD KENRICK & SONS LIMITED

At an Extraordinary General Meeting duly convened and held at the Registered Office, West Bromwich, West Midlands, on Wednesday, 20th June 1979 the following Resolutions were duly passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

1. That the Memorandum of Association presented to the Meeting be and the same hereby is adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association.
2. That the Articles of Association of the Company be and the same hereby are amended as follows:-
  - (i) by the deletion of Article 11.
  - (ii) by the deletion of the existing Article 14 and its replacement by the following new Article:-

"14. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company."

Dated this 20th day of June 1979

Registered Office -  
P.O.Box 9,  
West Bromwich,  
West Midlands,  
B70 6DB

(Signed) \_\_\_\_\_

*K. Kenrick*

Chairman

*B. J. ...*

Secretary



Company No: 18712C

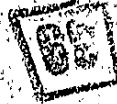
160

The Companies Acts 1948 to 1976

Company Limited by Shares

# Memorandum

and



# Articles of Association

of

ARCHIBALD KENRICK & SONS LIMITED

Incorporated the 13th day of August 1883

Ryland, Martineau & Co.,  
Birmingham B3 2DY



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

ARCHIBALD KENRICK & SONS LIMITED

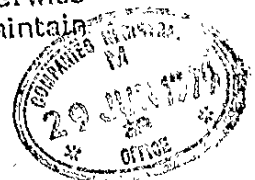
(adopted by Special Resolution passed 20th June 1979)

1. The name of the Company is Archibald Kenrick & 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. ironmongers*  
*Res 1/2/79*  
3.1 To design, manufacture, produce, assemble, buy, sell, exchange, import, export and/or deal in ironmongery, household and industrial utensils, furniture, fittings, apparatus and appliances of all types, builders materials, timber, machinery, china, glass, electrical appliances wiring and materials and all kinds of metal, plastic and/or timber goods and products of every description and to carry on business as ironmongers, ironfounders, general metal founders, metal workers, workers in plastics of all types, mechanical, electrical and general engineers, millwrights, toolmakers, chemical manufacturers and suppliers, machinists, and general industrialists

3.2 3.2.1 To design, build, fit out, repair, buy, sell, hire, charter or otherwise acquire and to run and maintain ships, boats, barges and vessels of every description; to run, work, charter, and hire out the same both upon rivers, canals and inland waterways and at sea, to establish and maintain lines or regular services of ships, boats, barges and/or other vessels and generally to carry on the business of ship and boat owners, builders and repairers and to design, manufacture, buy, sell, exchange, hire out and generally deal in all manner of spare parts, components, accessories, equipment, stores, provisions and other articles or things of any description designed for use or in any way capable of use directly or indirectly in connection with ships, boats, barges and vessels of any description, and to enter into contracts for the carriage of passengers and goods by any means and either by its own ships, boats, barges, vessels and other forms of transportation or by the modes of transportation of others.

3.2.2 To plan, construct, purchase, take on lease or otherwise acquire for the use either of the Company or of others and to maintain





and work shipyards, docks, ports, harbours, marinas, berths, repair yards, canals, waterways, wharves, piers, transport terminals and any other buildings or works for the building, repairing, docking or storing of ships, boats, barges and vessels.

3.2.3 To buy, sell, hire, deal in, repair and maintain, camping equipment, tents, caravans, motor caravans, coaches, trailers and all manner of spare parts, components, accessories, equipment, stores, provisions and other articles or things of any description designed for use or in any way capable of use directly or indirectly in connection therewith, to construct, purchase, take on, lease or otherwise acquire and sell, let, maintain, operate and run hotels, motels, chalets, camp sites, caravan sites, guest houses, hostels, holiday camps, shops, stores, supermarkets, restaurants, cafes, snack bars, public houses, concert halls, dance halls, cinemas, theatres, discotheques, clubs, golf courses, fairgrounds, amusement halls, amusement parks, sports arenas, sports halls, swimming pools, parks, gardens, nature reserves and other places of amusement and recreation and to provide entertainments, amusements, and sporting and recreational facilities of all kinds and to organise and run holidays, trips, visits, concerts, sports, events and other recreational and leisure activities of all kinds and to carry on all or any of the businesses of travel agents, tour operators, entertainment and sports promoters, impressarios, hoteliers, restaurateurs, shop proprietors and to manufacture, buy, sell, distribute and deal in all kinds of articles and things consumable or otherwise in any way related to recreation or leisure.

3.3 To carry on the businesses of Business System and Data Processing Consultants and Agents, to act as Advisers, Investigators and Organisers in relation to systems of, and mechanical and other aids for all kinds of Calculations and Measurements in connection with the promotion, arrangement, design, production and compilation of data processing methods, and to provide specialised training and preparation in relation to all matters pertaining thereto, and to carry out, undertake, organise and provide all facilities for, scientific and technical research and to undertake experimental work with prototypes, instruments, appliances, apparatus, metals, materials, devices, fittings and supplies of all kinds; to discover and develop new processes and materials and to obtain rights of development, manufacture and sale in respect thereof; to carry on all or any of the business of Manufacturers, Designers, Installers, Maintainers, Importers, Exporters, Hirers, Letters on Hire of, Agents for, and Dealers in Data Processing Equipment and Machinery of every description, and of, for and in Scientific, Industrial and Commercial Instruments, Appliances, Articles, Accessories and Utensils of every description, Proprietors and Operators of a Computer Service Bureau, Consultants in the design, construction, programming and use of Comptometers, Computers, Automatic Control Systems, Servo-Controls, Data Transmissions Systems, Error Correction Techniques and Devices, Switching Systems, Digital Analysers, Digital-Analogue Interface Mechanisms and Hybrid Processors whether of Mechanical, Electrical, Electronic, Hydraulic or Pneumatic construction, Electronic, Television, Wireless and General Engineers and Engineering Contractors, Designers, Manufacturers, Fitters, Installers, Maintainers, Repairers, Hirers, Letters on Hire and Merchants of, Agents for, and Dealers in Computers, Calculating Machines, Business and Computer Stationery, Electrical and Electronic Appliances, Television and Radio Sets, Heating and Lighting Equipment of all kinds, Telephone, Sound recording Machines and Equipment, and Remote Control Apparatus of every description, Wireless Service Agents, Inventors, Constructors, Installers and Maintainers of Systems for Telecommunication, Radio, Sound, Recording, Television and

Telephone Reception, and Transmission, Lighting and Heating, and the supply of Power, Government Surplus Contractors and Dealers.

3.4 To carry on the business of a Holding, Management and Investment Company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock, or other securities or obligations; to undertake and execute any other trusts; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to carry on, develop and extend the same, or sell, dispose of or otherwise turn the same to account. To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company, and to enter into any agreement with any other company which is a subsidiary of the Company or of which the Company is a subsidiary for financing any such company or for making gratuitous payments to any such company by way of subvention or otherwise or to make any other arrangement with any such company which may seem desirable.

3.5 To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company

3.6 To purchase, take on lease, or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, industrial property rights, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

3.7 To erect, construct, lay down, enlarge, demolish, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, offices, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction, laying down, enlarging, demolition, alteration and maintenance of all or any of the above.

3.8 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

3.9 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

3.10 To make advances to customers and others with or without security and upon such terms as the Company may approve and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested.

3.11 To receive money on deposit or loan upon such terms as the Company may approve and generally to act as bankers for customers and others.

3.12 To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

3.13 To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid and the wives, widows, families and other 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, benevolent or political 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 other company as aforesaid.

3.14 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

3.15 To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

3.16 To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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.

3.17 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by instalments or otherwise, or in fully or partly paid up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares stock or securities so acquired.

3.18 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company and to acquire, hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

3.19 To purchase, or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

3.20 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

3.21 To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company 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.

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

3.23 To do all such other things as are incidental or conducive to the above objects or any one or more of them.

And it is hereby declared the the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the members is limited.

4. The share capital of the Company is £350,000 divided into 350,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

7.  
We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF  
SUBSCRIBERS

Number of Shares  
Taken by each  
Subscriber

John Arthur Kenrick, of Berrow Court, Chad  
Valley, Edgbaston, Birmingham, Warwickshire,  
Ironfounder.

One

William Kenrick, of The Grove, Harborne, in the  
County of Stafford, Ironfounder.

One

George Hamilton Kenrick, of Maple Bank, Church  
Road Edgbaston, Birmingham, Warwickshire,  
Ironfounder.

One

Fred Ryland, of Chad Road, Edgbaston, Birmingham,  
Warwickshire, Ironfounder.

One

Thos. Martineau, of West Hill, Augustus Road,  
Edgbaston, Birmingham, Warwickshire,  
Solicitor.

One

Herbt. Chamberlain, of Vicarage Road, Edgbaston,  
Birmingham, Warwickshire, not in business.

One

George Kenrick, of 22, Rope Walk, in the Town  
and County of Nottingham, Farmer.

One

DATED this 11th day of August 1883.

Witness to the above signatures

Thomas Marston,  
Clerk with Messrs. Ryland Martineau & Co.,  
Solicitors, Birmingham.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

ARCHIBALD KENRICK & SONS  
LIMITED

(Adopted by Special Resolution passed the 19th January 1960  
as altered by Special Resolution passed 1st November 1960)

(As amended by Special Resolution passed 20th June 1979)

PRELIMINARY

1. 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, 24, 71, 75, 77, 79, 88, 96, 97, 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations of Table A, Part I and Regulations 2, and 5 of Table A, Part II subject to the modifications hereinafter expressed shall constitute the Regulations of the Company.

SHARE CAPITAL

- ✓ 3. The Share capital of the Company at the date of the adoption of this Article is £350,000, divided into 350,000 Ordinary Shares of £1 each.
4. 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 and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

5. 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.

6. 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.

#### 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.

#### TRANSFER OF SHARES

8. Except for a sale or transfer made in accordance with Article 9 hereof, any sale or transfer of shares in the Company must be conducted in the following manner :-

(A) Any member wishing to transfer a share shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any member of the Company at the price so fixed. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable, except with the sanction of the Directors.

(B) If the Company shall within the space of twenty-eight days



after being served with such notice find a member willing to purchase the share (hereinafter called "the purchasing member"), and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the price so fixed, to transfer the share to the purchasing member.

- (C) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the share, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.
- (D) If the Company shall not within the space of twenty-eight days after being served with the transfer notice find a member willing to purchase the shares, and give notice in manner aforesaid, the proposing transferor shall at any time, within three calendar months afterwards, be at liberty, subject to Article 10 hereof, to sell and transfer the shares, or those not placed to any person, but so that the price paid shall not be less than the price fixed by the proposing transferor in his notice to the Company under Clause (A) hereof. Before passing any transfer under this clause the Directors may require the transferor and the transferee respectively to make declarations pursuant to the Statutory Declarations Act, 1835, that the consideration mentioned in the transfer is the true consideration paid by the transferee for the transfer of the shares, and is not subject to any deduction or rebate. When the transferor cannot find a purchaser at the price so fixed, he may give a fresh notice under Clause (A) hereof.

9. Subject to the provisions of Article 11 hereof, any share may be transferred by the holder to any other member, or to any son, brother, grandson, daughter, grand-daughter, son-in-law, daughter-in-law, nephew, niece, wife, or husband of the holder, or with the approval of the Directors to the trustees of any settlement made by a member, and any share of a deceased member may be transferred by his executors or administrators to any son, brother, grandson, daughter, grand-daughter, nephew, niece, son-in-law, daughter-in-law, widow or widower of such deceased member, or with the approval of the Directors to the trustees of the Will of such deceased member, and shares standing in the name of the trustees of such settlement as aforesaid or in the name of the trustees of the Will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such settlement or Will.

10. Notwithstanding anything herein contained, the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not a fully paid share, and they shall so decline to register any transfer if on the registration of the same the number of the members of the Company (exclusive of persons who are or have been in the employment of the Company) would be increased beyond 50 in contravention of Clause 2 of Table A, Part II.

## PROCEEDINGS AT GENERAL MEETINGS

11. 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

12. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than three nor more than ten.

13. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company.

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

15. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, commission or a percentage of profits or by any or all of those modes.

## BORROWING POWERS

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

## POWERS AND DUTIES OF DIRECTORS

17. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company. The power granted by this Article may at any time be suspended or altered to any extent and either generally or in respect of any particular contract or arrangement by the Company in General Meeting.

## DISQUALIFICATION OF DIRECTORS

18. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (5) If he becomes of unsound mind
- (6) If he is removed from office by a Resolution duly passed under Section 184 of the Act
- (7) If being a Managing or Executive Director the duration of his office shall have expired or his appointment shall have been resolved.
- (8) If he shall for more than six months be absent without the permission of the Directors from meetings of the Directors held during that period and the Directors resolve that as a result thereof his office as a Director be terminated.

19. 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

20. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### EXECUTIVE DIRECTORS

21. (A) The Directors may from time to time appoint one or more of their body to the office of Managing Director or to hold any other executive office on such terms and for such period as they may determine. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or taken into account in determining the rotation by retirement of Directors.

(B) The appointment of any Director to the office of Managing Director or to any other executive office shall be subject to termination if he cease from any cause to be a Director, but without prejudice to any

claim he may have for damages for breach of any contract of service between him and the Company.

22. A Managing or Executive Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

23. The Directors may entrust to and confer upon a Managing or Executive Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### DISTRIBUTION OF CAPITAL PROFITS

24. The Company in General Meeting may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing capital profits resulting from the receipt of moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or otherwise free from liability to be charged to income tax in the hands of the Company, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if they had been distributed by way of dividend in the ordinary course and such resolution shall be effective, provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being.

#### ACCOUNTS

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

#### WINDING UP

26. 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

27. 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

7-  
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.

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

172

187126

Name of Company

ARCHIBALD KENRICK &amp; SONS

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]  
~~extraordinary resolution~~ resolution of the company dated 11th August 1982

the nominal capital of the company has been increased by the addition thereto of the sum of  
 £250,000 beyond the registered capital of £350,000

A printed copy of the resolution authorising the increase is forwarded herewith  
 The additional capital is divided as follows:

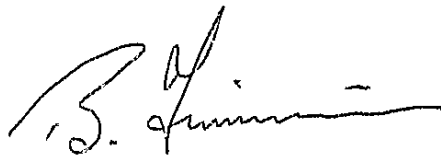
Number of shares	Class of share	Nominal amount of each share
250,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
 The conditions (eg. 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 shares will rank pari passu in all respects  
 with the existing Ordinary shares

Please tick here if  
continued overleaf
☐

Signed



[Director] [Secretary] Date 17 August 1982.

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

Ryland Martineau & Co  
 41 Church Street  
 Birmingham  
 B3 2DY

MRW

For official use

General section

Post room



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

ARCHIBALD KENRICK & SONS LIMITED  
(Passed 11th August 1982)

At an Extraordinary General Meeting duly convened and held at Union Street, Kenrick Way, West Bromwich, B70 6DB on Wednesday, the 11th August 1982 the following Resolutions were duly passed of which numbers 1 and 2 were Ordinary Resolutions and number 3 was a Special Resolution.

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be increased from £350,000 divided into 350,000 Ordinary Shares at £1 each to £600,000 by the creation of 250,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of £1 each.
- 2 (1) That the Directors be and they are generally and unconditionally authorised to allot relevant securities (as defined in Section 14 of the Companies Act 1980) up to a maximum of 273,000 Ordinary Shares of £1 each. This authority shall expire five years from the date on which this resolution is passed, but may be previously revoked or varied by the Company in general meeting.  
(2) The Company be and it hereby is authorised to make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement.



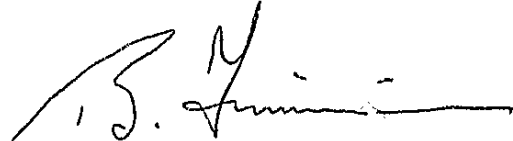
SPECIAL RESOLUTION

- 3 That the Directors be and they hereby are given power to allot equity securities (as defined in Section 17 of the Companies Act 1980) pursuant to the authority conferred by the preceding Ordinary Resolution as if Section 17(1) of the Companies Act 1980 did not apply to such allotment provided that:
- (1) this power shall cease to have effect at the time specified in Section 18(3) of the said Act, and
  - (2) the Company may make any offer or agreement which would or might require equity securities to be allotted after this power has been expired and the Directors may allot equity securities in pursuance of any such offer or agreement.

DATED 1th August 1982

Registered Office:

Union Street  
Kenrick Way  
West Bromwich  
B70 6DB



Mrs B Timmins  
Secretary



**225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

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

To the Registrar of Companies

For official use

Company number


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1 Name of company

. ARCHIBALD KENRICK &amp; SONS LTD

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

Day Month

3	1	1	2
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The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	1	2	1	9	9	0
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of AIR INDUSTRIAL DEVELOPMENTS LIMITED, company number 294194the accounting reference date of which is 31ST DECEMBER

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

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

and it is still in force.

Signed

Designation: SECRETARY

Date

25/6/90

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

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General Section

Post room

