

ARMY of Company *mailing* *medals* (*Wolverhampton*) *nominal*

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ANNUAL RETURN								
Vol. No.	Serial No.	Year	Vol. No.	Serial No.	Year	Vol. No.	Serial No.	Year
1	10	1918						
"	11	19						
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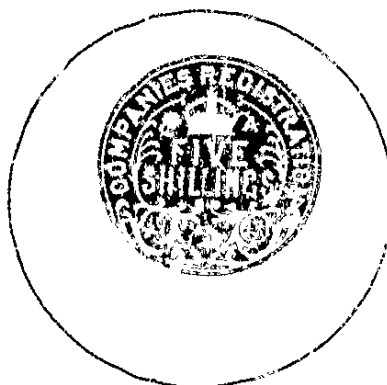
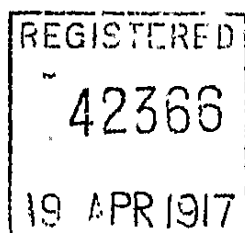
Return of Allotments			
Vol. No.	Serial No.	Year	
1	8.9		1917
"	16		21
"	24		24
"	25		32

No. of
Certificate }

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COMPANIES ACTS, 1908 & 1913.



A 5.
Companies
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requisitions of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as *Midland Metals (Holdings) Ltd.*

_____. Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

I Ernest Leech Taylor
of 71 Colmore Row Birmingham in
the County of Warwick.

(a) Here insert:
"A Solicitor of the
High Court engaged
in the formation,"
or
"A director [or
Secretary] named in
the Articles of
Association."

Do solemnly and sincerely declare that I am "A Solicitor
of the High Court engaged in the
formation"

of Midland Hotels (Dorchester)

Limited, and That all the requisitions of the Companies (Consolidation)
Act, 1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Birmingham
the County of Warwick
the 18 day of April
one thousand nine hundred and seventeen

Before me,

John Taylor

Ernest Taylor

No. of Certificate

147195

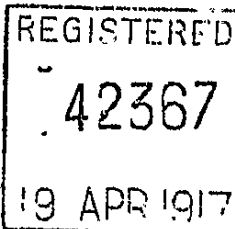
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Midland Metals (Wolverhampton)

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7, Finance Act, 1899. (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 or fraction of £100.)



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

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

Benjamin Fisher

12 Cherry Street, Birmingham



The NOMINAL CAPITAL of Midland Metals

(Wolverhampton) Limited,

is £ 2,500 divided into 2500 shares of £ 1 each.

Signature J. Gladstone Ault

Description Secretary

Date 16th day of April 1917

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

THE COMPANIES ACTS, 1908 and 1913.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

Midland Metals (Wolverhampton) Limited.

THE COMPANIES ACTS, 1908 and 1913.

COMPANY LIMITED BY SHARES.

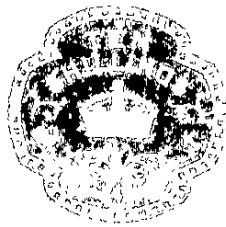
Memorandum

AND

Articles of Association

OF

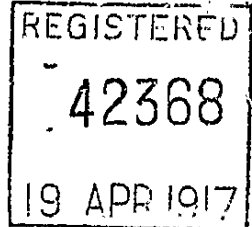
Midland Metals (Wolverhampton) Limited.



147195

THE COMPANIES ACTS, 1908 and 1913.

COMPANY LIMITED BY SHARES.



MEMORANDUM OF ASSOCIATION
OF
Midland Metals (Wolverhampton) Limited.

1. The name of the Company is MIDLAND METALS (WOLVERHAMPTON) LIMITED.

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

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

- (a) To carry on as a Joint Stock Company Limited, the business of Metal Smelters and Refiners, and such other businesses and processes as are customarily or usually carried on in connection therewith, or are naturally incident thereto.
- (b) To carry on either in connection with the business aforesaid, or as distinct and separate businesses, and either in the United Kingdom or elsewhere, the businesses of Metal Smelters and Refiners, and Agents, Brokers, Factors, Merchants, Manufacturers, and General Contractors dealing in all kinds of Metals and Metallic Products.
- (c) To acquire and carry on any other business or businesses, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to usefully employ, or turn to account, or enhance the value of, or render more profitable any of the Company's property or rights.
- (d) To purchase, take upon lease, or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and to lay out land for building purposes, build upon and improve or otherwise develop the same, and to erect and construct buildings and works of all kinds.
- (e) To purchase or otherwise acquire by original application or otherwise, and protect, prolong and renew or otherwise turn to account, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, protections, rights, concessions, and the like which may appear likely to be advantageous or useful to the Company.
- (f) To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, property and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any part of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or

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things aforesaid or for any property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock or securities so received, and to conduct, liquidate or wind up such business.

- (g) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business operations which may appear likely to assist or benefit this Company, or enhance the value of any property or business of this Company.
- (h) To sell, lease, let on hire, dispose of, or otherwise turn to account or make any arrangement for the development, working, or disposal of, or otherwise deal with the whole or any part of the undertaking, business or property of the Company, or of any shares or interest therein, and on any such sale, disposition or arrangement to accept payment wholly or in part in shares, bonds, debentures, or other securities, and subject to any restriction or condition as to transfer or otherwise.
- (i) To buy, hold, deal with and dispose of stocks, shares, bonds, debentures, and obligations of any company or undertaking which shall be thought fit, whether involving an unpaid liability or not, other than the shares of the Company itself.
- (j) To invest and deal with the moneys of the Company not immediately required upon such securities and in such a manner as may from time to time be determined.
- (k) To lend and advance money or give credit to such persons and on such terms as may be expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for such person.
- (l) To raise or borrow money for the purposes of the Company and for that purpose to mortgage or charge the undertaking and property of the Company or any part thereof, and either including the whole or any part of the Capital of the Company called or uncalled, and to issue at par or at a premium or discount mortgages, mortgage debentures or debenture stock or any other securities, payable either to bearer or otherwise, and either redeemable (with or without bonus) or permanent, and to further secure any creditors of the Company by a trust deed or otherwise as may be thought fit.
- (m) To draw, make, accept, endorse, discount, execute, negotiate and issue bills of exchange, promissory notes, and other negotiable and transferable instruments.
- (n) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.
- (o) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to the Company or of which this Company may have the power of disposing.
- (p) To pay all or any of the costs and expenses of and incidental to the promotion, formation and registration of this Company or of any company promoted by this Company.
- (q) To establish or aid in the establishment or support of clubs, associations, or institutions calculated to benefit persons employed by the Company or having dealings with the Company, and to subscribe money for any charitable or benevolent purpose.
- (r) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, by or through trustees, agents or otherwise, and either alone or in conjunction with others.

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(s) To do all such other things as may be incidental 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 £2,500, divided into 2,500 Shares of £1 each, and the Company has power from time to time to increase or reduce its Capital. The shares for the time being forming the Capital (original or increased) of the Company may be divided into different classes and be issued and held with such preferential rights and subject to such restrictions in respect of dividends voting or otherwise, and in all respects upon such terms and conditions as the Company may determine, or as may be prescribed by the Articles and Regulations of the Company for the time being.

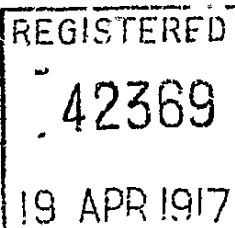
WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>Cheney Fisher</i> <i>12 Cherry Street,</i> <i>Birmingham</i> <i>Chartered Accountant</i>	<i>One</i>
<i>Mellie Beatrice Eaton</i> <i>191, Stade Rd.</i> <i>Gravelly Hill</i> <i>Birmingham</i> <i>Clerk</i>	<i>One</i>

Dated the *16th* day of *April* 191*7*.

Witness to the Signatures of the above-named, *Cheney Fisher*
and Mellie Beatrice Eaton.

Arthur Hutton,
94, Oak Lane,
West Bromwich.
Clerk.



THE COMPANIES ACTS, 1908 and 1913.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION OF Midland Metals (Wolverhampton) Limited.

1. The regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908 (such table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, the Clauses of Table A numbered 2, 5, 12, 35 to 40, 46, 47, 68, 69, 70, 73, 76, 77, 78 to 86, 88, 98, 108, 111, and 114 shall not apply to this Company, but in lieu thereof and in addition to the remaining Clauses of Table A the following shall be the regulations of the Company.

CONSTITUTION OF COMPANY,

2. The Company is and shall be a Private Company within the meaning of the Companies Acts, 1908 and 1913, and accordingly:—

- (a) The right to transfer Shares in the Company is restricted as provided by the Articles of Association.
- (b) The number of Members holding Shares in the Company (exclusive of persons for the time being in the employment of the Company, and of persons who having formerly been in the employment of the Company were while in such employment and have continued after such employment to be members of the Company) shall not exceed fifty, provided that where two or more persons hold one or more Shares in the Company jointly they shall be treated as a single member.
- (c) No invitation shall be issued or made to the public to subscribe for any Shares or Debentures of the Company.

TRANSFER OF SHARES.

3. Any Shareholder desirous of selling or transferring his Shares shall in the first place write and deliver to the Secretary of the Company a letter offering such Shares for sale to any member or members of the Company at the price at which such Shares of the Company were last sold, and if there shall not then have been a sale, such Shares shall be offered at par, and if the Secretary shall not within 28 days after the receipt of such offer give notice in writing to such Shareholder that he accepts the offer on behalf of some member or members of the Company, the Shareholders may then dispose of such Shares (subject to the provisions herein contained) to any person or persons willing to purchase them. The Directors may from time to time direct in what manner any such option to purchase Shares shall be dealt with by the Secretary when communicated to him. The provisions of this Article shall not, however, apply in the case of any Shareholder wishing to sell or transfer Shares to his wife or children, or to the case of a Shareholder selling or transferring his Shares to any person or persons already holding Shares in the Company at the time of transfer.

4. The Directors may in their absolute and uncontrolled discretion refuse to register any proposed transfer of Shares, and Clause 20 of Table A shall be modified accordingly.

GENERAL MEETINGS.

5. A General Meeting of the Company shall be held each year at such time and place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting may be convened, to be held at any time during the next succeeding month, by any two members in the same manner as nearly as possible as that in which meetings are convened by the Directors. The aforesaid General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary.

6. The accidental omission to give notice of a General Meeting to any member shall not invalidate the proceedings at such meeting.

7. At any General Meeting of the Company two members present personally and representing not less than one-half of the Capital issued for the time being shall form a quorum.

DIRECTORS.

8. The number of Directors shall not be less than two nor more than five, unless otherwise determined by the Company in General Meeting. The first Directors shall be appointed by the Subscribers to the Articles of Association.

9. Subject to the preceding Article, the Directors shall be appointed annually at the Ordinary General Meeting of the Company, provided nevertheless that a Director may resign office, and the Company shall have power to remove any Director from office, and to appoint any other person in his place. In case of failure to appoint Directors at the Ordinary General Meeting, the existing Directors for the time being shall hold office until others are appointed to fill their places.

10. The qualification of a Director shall be the holding in his own right of not less than one hundred Shares in the Company.

11. The quorum for the transaction of business at a Directors' meeting shall be two, unless otherwise determined by the Directors.

12. A Director may hold any office under the Company in conjunction with the office of Director, other than the office of Auditor.

13. A Director shall not be disqualified from office by, or be disqualified from making or retaining the profits of any contract between the Company and himself, or any Company or firm in which he may be interested, or of any sale to or purchase from the Company by himself.

14. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

15. The office of a Director shall be vacated:—

- (a) If he becomes bankrupt, or files a petition for a receiving order, or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he is criminally prosecuted and convicted.
- (d) If he is absent from meetings of the Directors for six consecutive months without the consent of the Directors.
- (e) If by notice in writing to the Company he resigns his office.

- (f) If he ceases to hold the required number of Shares to qualify him for office, or does not acquire the same within three months after his appointment.

THE SEAL.

16. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two Directors, and such Directors shall sign every instrument to which the Seal of the Company is so affixed in their presence.

BORROWING.

17. The Directors may from time to time borrow money for the purposes of the Company from any Director of the Company, or from any other person or persons—such loan to carry interest—and the money so raised may be secured by the issue of mortgages, debentures or debenture stock of the Company, charged upon all or any part of the property of the Company, both present and future, including the uncalled Capital for the time being.

18. The Directors may also borrow from and incur liabilities to Bankers and others, including any Director of the Company, otherwise than on the security of the Company's property, for current expenses and outgoings of the Company.

NOTICES.

19. A member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ebenezer Fisher,
12 Laberry Street,
Birmingham.
Chartered Accountant.
Nelly Beatrice Eaton
191, Seale Road,
Gravelly Hill
Birmingham
Clerk

Dated this 16th of April 191st

Witness to the Signatures of the above-named.

Ebenezer Fisher
& Nelly Beatrice Eaton.

Arthur Hutton,
94, Park Lane,
West Bromwich
Clerk

DUPLICATE FOR THE FILE.

No. 147195



Certificate of Incorporation

I Hereby Certify, That the

Midland Metals (Wolverhampton) Limited

is this day Incorporated under the Companies Acts, 1908 and 1913, and that the Company is Limited.

Given under my hand at London this Nineteenth day of April

One Thousand Nine Hundred and Seventeen.

Fees and Deed Stamp. £4 - 10 - 0

Stamp Duty on Capital £6 - 5 - 0

Geo. Harquel

Registrar of Joint Stock Companies.

Certificate received by

Edmond Lister

126 Cherry Street

Birmingham

Date

23rd April 1917