

State of Company *Alexander Kanyon and Company*

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THE APPLICATION.

*See list*

ANNUAL RETURN								
Vol. No.	Serial No.	Year	Vol. No.	Serial No.	Year	Vol. No.	Serial No.	Year
1	12	1920						
	13	1						
	14	2						
	15	3						
	17	4						
	18	5						
	19	6						
	20	7						
	21	8						
	24	30						
	25	30						
	27	1						
	28	2						
	29	3						
	30	4						
	31	5						
	32	6						
	33	7						
	34	8						
	35	40						
	36	44						
	37	40						
	38	1						
	39	2						
	40	3						
	42	4						
	46	8						
	47	9						

Return of Allotments

Vol. No.	Serial No.	Year
1	10	1920
	11	20

*Completed  
2/2/21*

10427.

[Form No. 31.]

Number of  
Certificate

"THE COMPANIES ACTS, 1908 to 1917."

## Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES  
(CONSOLIDATION) ACT, 1908.

25 FEB 1920

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)  
Act, 1908, on behalf of a Company proposed to be Registered as

*Alexander Kinnear and Company*  
LIMITED.

(See Page 2 of this Form.)

FORM NO. "CERTIFICATE FLEET, LONDON."

TELEPHONE "COMMERCIAL" GOLDEN 246

**JORDAN & SONS, LIMITED,**  
Company Registration Agents, Printers, Publishers, and Stationers,  
116 & 117 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

enter for filing by

I Charles Arthur Buckley  
of Booth Street in the City of Manchester

Do solemnly and sincerely Declare that I am a Solicitor of the High  
Court engaged in the formation of

\*Here insert—  
"A Solicitor  
of the High  
Court en-  
gaged in the  
formation,"  
or "A person  
named in the  
Articles of  
Association  
as a  
Director (or  
Secretary)

Alexander Henryon and Company LIMITED,

and that all the requirements 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 Manchester in the  
County of Lancaster

the 24<sup>th</sup> day of February

One thousand nine hundred and twenty

before me,

Robert Henry

A Notary Public for England

Charles Arthur Buckley

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

Number of  
Certificate

164476

Form No. 25.

THE STAMP ACT, 1891, and THE FINANCE ACT, 1899.

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

43613

*Alexander Thompson and Company*  
LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as  
amended by Section 7 of The Finance Act, 1899.

(See Page 2 of this Form.)

This Statement is to be lodged with the Memorandum of Association and  
other Documents when the Registration of the Company is applied for.

TRADE MARK "CERTIFICATE, FILED LONDON."

TELEPHONE NUMBER HOLBORN 1114

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers.

116 & 117 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

# THE NOMINAL CAPITAL

OF

*Alexander Henry and Company* LIMITED,

is *Fifteen thousand* Pounds,

divided into *Seven thousand five hundred Preference* Shares

of *One pound* each. and *Seven thousand five hundred Ordinary* Shares of *One pound each*

Signature

*Arthur Simpson*

Description

*Secretary.*

Dated the *Twenty fourth* day

of *January* 192*2*

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

1844.6

THE COMPANIES ACTS, 1908 TO 1913

COMPANY LIMITED BY SHARES.

REGISTERED  
43816

Memorandum of Association 25 FEB 1920

OF

# *Alexander Kenyon and Company Limited.*

1. The Name of the Company is "ALEXANDER KENYON AND COMPANY LIMITED."
2. The Registered Office of the Company will be situated in England.
3. The Objects for which the Company is established are
  - (A) To acquire and take over as going concerns and carry on the businesses of dealers in engineers' stores and mill furnishers now carried on by William Henry Kenyon at Salford, in the County of Lancaster, under the style of "ALEXANDER KENYON AND COMPANY," together with the whole of the real and personal property and assets of the proprietor of such business used in connection therewith or relating thereto, and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed, and is expressed to be made between William Henry Kenyon of the one part and the above-named Company of the other part, a copy whereof has for the purpose of identification been signed by the Subscribers hereto.

- (B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the business or businesses of iron founders, mechanical engineers, manufacturers of agricultural implements, mining and other machinery, tool-makers, brass founders, metal-workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property and rights for the time being.
- (c) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (D) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (E) To carry on any other business (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 enhance the value of or render more profitable any of the Company's property.
- (1) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and

any buildings, factories, mills, works, wharves, roads, railways, tramways, engines, rolling stock, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

- (G) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (H) To apply for, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (I) To acquire and undertake the whole or any part of the business, goodwill, 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 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 things aforesaid or 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.



- (J) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (K) To search for, get, win, work, raise, make marketable, and use, sell, dispose of coal, oil, iron, clay, precious and other metals, minerals, and other substances or products on, within, or under any property of the Company, and to grant prospecting and mining and other licences, rights, or privileges for such purposes.
- (L) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (M) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (N) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien, upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (O) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (P) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for

effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (c) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (R) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of 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 directly or indirectly to benefit this Company.
- (S) To act as agents or brokers and as trustees for any person, firm, or Company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (T) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (U) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(v) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

(w) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or Place.

(x) 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 or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

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

#### 4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £15,000, divided into 7,500 Preference Shares of £1 each and 7,500 Ordinary Shares of £1 each; and such Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of 7½ per cent. per annum on the capital for the time being paid up thereon, and shall rank as regards return of capital in priority to the Ordinary Shares, but shall not confer the right to any further participation in profits or assets. Upon any increase of capital the Company is to be at liberty to issue any new Shares with any preferential, deferred, qualified, or special rights, privileges or conditions, attached thereto. The rights hereby attached to the said Preference Shares may be altered by special resolution passed with the approval in writing of the holders of two-thirds of the issued Shares of such class, but not otherwise.

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 Preference Shares taken by each Subscriber.	Number of Ordinary Shares taken by each Subscriber
<i>William Henry Morgan</i> <i>100 Chapel St</i> <i>Alford</i> <i>Merch</i>	<i>one</i>	<i>one</i>
<i>Alfred Bowley Webb</i> <i>90. Beaconsfield,</i> <i>St Albans Hert.</i> <i>100 hundred &amp; 400 shares</i>	<i>one</i>	<i>one</i>

Dated this *14<sup>th</sup>* day of *February*, 1920.

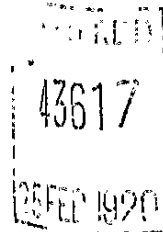
Witness to the above signatures,

*William Bowley*  
*Alford, Lincolnshire.*

164476

11

THE COMPANIES ACTS, 1908 TO 1917.



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COMPANY LIMITED BY SHARES.

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Articles of Association

OF

*Alexander Kenyon and  
Company Limited.*

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PRELIMINARY.

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, 24, 29, 35 to 40, 46, 47, 68, 69, 70, 73, 77, 84, 85, 88, 98, 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.

2. The first business of the Company shall be to acquire the business and undertaking of William Henry Kenyon, now carried on by him as "Alexander Kenyon and Company," at Salterford in the County of Lancaster, and for the purpose of so doing the Directors shall forthwith take into consideration and, if approved, shall enter into on behalf of the Company (either with or without modification, the Agreement referred to by Clause 3 sub-clause (A), of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director be liable to account to the Company for any profit or benefit derived by him under the said Agreement by reason of any Promoters or Directors of the Company being Vendors to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendor without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, and to have assented to all the terms thereof.

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

4. The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty.

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

#### CALL ON SHARES.

6. No call upon any Share shall be made payable within three calendar months after the date when the last instalment of the last preceding call shall have been payable; and Clause 12 of Table A shall be modified accordingly.

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

8. If by the conditions of allotment any amount is payable in respect of any Shares by instalments at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given.

### FORFEITURE OF SHARES AND LIEN.

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

10. The notice mentioned in the last preceding Article hereof shall state the place at which the payment required by such notice is to be made; and Clause 25 of Table A shall be modified accordingly.

11. When any Shares shall have been forfeited an entry shall forthwith be made in the Register of Members of the Company, stating the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been sold or otherwise disposed of, an entry shall also be made of the manner and date of the sale or disposal thereof.

12. The lien conferred by Clause 9 of Table A shall attach to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of the several joint holders.

13. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such Shares that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a certificate of title to the Shares, and shall not

be bound to see to the application of the purchase money. The remedy (if any) of the former holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

#### TRANSFER OF SHARES.

14. The following Clauses shall be added after Clause 23 of Table A, viz. :—

23 (A). Except as hereinafter provided, no Shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

23 (B). Every member or other person referred to in Clause 22 of Table A who intends to transfer Shares (hereinafter called the Vendor) shall give notice in writing to the Board of his intention. That notice shall constitute the Board his agent for the sale of the said Shares in one or more lots, at the discretion of the Board, to members of the Company at a price to be agreed upon by the Vendor and the Board, or, in case of difference, at the price which the Auditor of the Company for the time being shall certify by writing under his hand, to be in his opinion the fair selling value thereof as between a willing vendor and a willing purchaser.

23 (C). Upon the price being fixed as aforesaid the Board shall forthwith give notice to all members of the Company of the number and price of the Shares to be sold and invite each of them to state in writing, within 21 days from the date of the said notice, whether he is willing to purchase any, and if so, what maximum number of the said Shares.

23 (D). At the expiration of the said 21 days the Board shall allocate the said Shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be *pro rata* according to the number of Shares already held by them respectively, provided that no member shall be obliged to take



more than the said maximum number of Shares so notified by him as aforesaid. Upon such allocation being made the Vendor shall be bound, on payment of the said price, to transfer the Shares to the purchaser or purchasers, and if he make default in so doing, the Board may receive and give a good discharge for the purchase money on behalf of the Vendor and enter the name of the purchaser in the register of members as holder by transfer of the said Shares purchased by him.

23 (E). In the event of the whole of the said Shares not being sold under Article 23 (B), the Vendor may at any time within six calendar months after the expiration of the said 21 days transfer the Shares not so sold to any person and at any price.

23 (F). Clauses 23 (A), (B), (C), (D), and (E) hereof shall not apply to a transfer to a person who is already a member of the Company, nor to a transfer by a Permanent Director to his wife, child, son-in-law, or brother, nor to a transfer merely for the purpose of effectuating the appointment of new Trustees, nor to a transfer by executors or administrators to a legatee under the Will of, or to the husband, wife, or next-of-kin of a deceased member, nor to a transfer by a trustee to a beneficiary, provided that it is proved to the satisfaction of the Board that the transfer *bona fide* falls within one of these exceptions.

#### BORROWING POWERS.

15. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same, together with any interest or premium thereon, by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, but so that the whole amount so borrowed or raised and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued.

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

#### GENERAL MEETINGS.

17. A General Meeting of the Company shall be held once in every year at such time (not being more than 15 months after the holding of the last preceding meeting), 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 to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary" Meetings; all other General Meetings shall be called "Extraordinary."

18. The accidental omission to give notice of a General Meeting to any Member shall not invalidate the proceedings at such Meeting.

#### VOTES OF MEMBERS.

19. A poll shall be taken whenever directed by the Chairman or demanded by two or more Members entitled to vote and together holding or representing by proxy not less than one-tenth of the Capital of the Company for the time being issued; and Clause 56 of Table A shall be modified accordingly.

#### DIRECTORS.

20. The number of Directors shall not be less than three nor more than seven.

21. The following persons shall be the first Directors of the Company: WILLIAM HENRY KENYON, ~~ALFRED~~ ROWLEY WEBB, ~~JAMES~~ ~~A. ROBERTS~~ MOORE, and CHARLES GORTON.

22. The said William Henry Kenyon shall be a Permanent Director of the Company, and shall hold office until he dies or resigns or ceases to hold 5,000 Shares in the Company. The provisions of these Articles herein contained as to appointment, qualification, rotation and removal of Directors shall not apply to a Permanent Director.

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

24. The qualification of every Director shall be the holding in his own right and as sole holder of Shares of the Company to the nominal value of not less than Three Hundred Pounds. A Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month of being appointed a Director; and if such qualification shall not have been otherwise acquired within the time aforesaid he shall be deemed to have agreed with the Company to take from the Company and pay for so many Shares as shall be necessary to make up with the Shares (if any) which he then holds the amount of his said qualification, and his name shall be entered in the Register of Members accordingly.

25. Directors shall be paid for their services out of the funds of the Company such remuneration as the Directors of the Company shall from time to time determine.

26. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

#### DISQUALIFICATION OF DIRECTORS.

27. The office of a Director shall be vacated -

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he become of unsound mind or be found a lunatic.

- (d) If he be convicted of an indictable offence;
- (e) If he cease to hold the necessary Share qualification or do not obtain the same within one month from the date of his appointment;
- (f) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
- (g) If he give the Directors one calendar month's notice in writing that he resigns his office.

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

28. A Director may enter into contracts or arrangements or having dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of such contract, arrangement, or dealing to which he is a party or in which he is interested by reasons of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein, or, if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. But, except in respect of the Agreement referred to in Article 2 hereof, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in any subsequent transactions with such firm or company, shall be sufficient and no withdrawal of this clause and after such general notice it shall not be necessary for any Director to give notice of his interest in any particular transaction with such firm or company.

## MANAGING DIRECTOR.

29. The said William Henry Kenyon shall be sole Managing Director of the Company so long as he is a Permanent Director thereof and is able to and does fulfil the duties thereof.

## NOTICES.

30. Where a notice is sent by post, it shall be deemed to have been served at the expiration of twenty-four hours after it was posted: and Clause 110 of Table A shall be modified accordingly.

31. 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.

## WINDING UP.

32. If the Company shall be wound up the assets of the Company available for distribution among the Members shall be applied:—First, in repaying to the holders of Preference Shares (if any) the amounts paid up or credited as paid up on such Preference Shares respectively; Secondly, in repaying to the holders of Ordinary Shares the amounts paid up or credited as paid up on such Ordinary Shares respectively; and the balance (if any) shall be distributed among all the holders of Ordinary Shares in the Company in proportion to the number of Ordinary Shares held by them.

33. With the sanction of an Extraordinary Resolution of the Shareholders, any part of the assets of the Company, including any Shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

*[Handwritten signatures and marks at the bottom of the page]*

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

William Henry Heyson  
16 Chapel St. Salford  
Merchant -

Alfred Rowley Webb  
90. Deansgate,  
Manchester,  
Chartered Accountant.

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Dated this 24<sup>th</sup> day of February, 1920.

Witness to the above Signatures.

Arthur Dackley  
Solicitor Manchester

164476

Form No. 50.

Certificate No.

"THE TRADING WITH THE ENEMY AMENDMENT ACT, 1914."

[No. R. 1  
ation. 100  
14/10/14]

## Declaration

Made pursuant to Section 6, Sub-Section (1) (a), of the said Act.

NAME OF COMPANY

43614

25 FEB 1920

*Alexander Kennedy and Company*  
**LIMITED.**

(See Page 2 of this Form.)

10/11/19

TELEGRAMS 'CERTIFICATE, FLEET, LONDON.'

TELEPHONE NUMBER: HOLBORN 246

**JORDAN & SONS, LIMITED,**  
Company Registration Agents, Printers, Publishers, and Stationers,  
116 & 117 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

I Charles Arthur Buckley  
of 2 Beeth Street in the City of Manchester

Do solemnly and sincerely Declare that I am a Solicitor of the Supreme  
Court engaged in the formation of

Alexander Kenyon and Company LIMITED.

and that the Company is not formed for the purpose or with the intention  
of acquiring the whole or any part of the undertaking of a person firm  
or company, the books and documents of which are liable to inspection  
under Sub-Section (2) of Section 2 of The Trading with the Enemy Act,  
1914. 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 Manchester in the  
County of Lancaster

the 24<sup>th</sup> day of March

One thousand nine hundred and

before me,

Charles Buckley

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



No. 164476



# Certificate of Incorporation

I Herby Certify, That the

*Alexander Kenyon and Company Limited.*

is this day Incorporated under the Companies Acts, 1905 to 1917, and that the Company is Limited.

Given under the Great Seal at London this *twenty fifth* day of *December* 191*7*  
The Treasurer and Clerk of the said Company

10/- Paid Deed Stamps. 9/-

Stamp Duty on Capital 2/6

*J. B. C. C.*  
Secretary of the said Stock Company

Certificate received by *[Signature]*

**Special Resolutions**

(Pursuant to The Companies Act, 1929, Section 117)

OF

**ALEXANDER KENYON & COMPANY LIMITED***Passed the 31st day of December, 1929.*

25 JAN 1930

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 16, CHAPEL STREET, SALFORD, in the County of Lancaster, on the 31st day of December, 1929, the following SPECIAL RESOLUTION was duly passed:—

That the Articles of Association be amended as follows:—

- (1) Articles of Association, Paragraph 14, Clause 23 F. Strike out after the word "Director" in the fourth line of such clause the words "To his wife, child, son-in-law or brother."
- (2) Clause 19. Amend by adding the following:—"On show of hands every member present in person or by proxy shall have one vote in respect of each and every Share held by him. A proxy need not be a member of the Company."
- (3) Clause 20. Amend by inserting the word "three" in place of the word "three hundred".
- (4) Paragraph 22. Amended by deleting "Shares in the Company" and by adding "the said William Henry Kenyon shall have the right by or through his will to appoint such other person or persons as he may think fit (but so that the maximum number of Directors included in the said Articles of Association shall not exceed seven in number, and such appointment may either be made so as to take effect during the lifetime of the said William Henry Kenyon or after his death or resignation, and if the said William Henry Kenyon shall exercise the right hereby conferred on him then the person or persons so appointed by the said William Henry Kenyon shall be a permanent Director or Directors of the Company and shall hold office until he or they shall respectively die or resign or (during the lifetime of the said William Henry Kenyon) until the said William Henry Kenyon shall terminate his or their appointment under his hand." to hold 5,000 shares in the Company and by or through his will to appoint such other person or persons as he may think fit (but so that the maximum number of Directors included in the said Articles of Association shall not exceed seven in number, and such appointment may either be made so as to take effect during the lifetime of the said William Henry Kenyon or after his death or resignation, and if the said William Henry Kenyon shall exercise the right hereby conferred on him then the person or persons so appointed by the said William Henry Kenyon shall be a permanent Director or Directors of the Company and shall hold office until he or they shall respectively die or resign or (during the lifetime of the said William Henry Kenyon) until the said William Henry Kenyon shall terminate his or their appointment under his hand."
- (5) Paragraph 24. Amend by deleting the words "three hundred" and inserting "twenty five" in lieu thereof.
- (6) Paragraph 29. Add "While the said William Henry Kenyon holds office as Director the exercise of all powers, authorities and discretions vested in the Directors of the Company shall be subject to the consent of the said William Henry Kenyon and the other Director or Directors of the Company shall exercise such powers, authorities and discretions only as the said William Henry Kenyon shall delegate to them and he or they shall be under his control and shall be bound to conform to his orders in relation to the Company's business."

161-43  
"THE COMPANIES ACT, 1929."



COMPANY LIMITED BY SHARES.

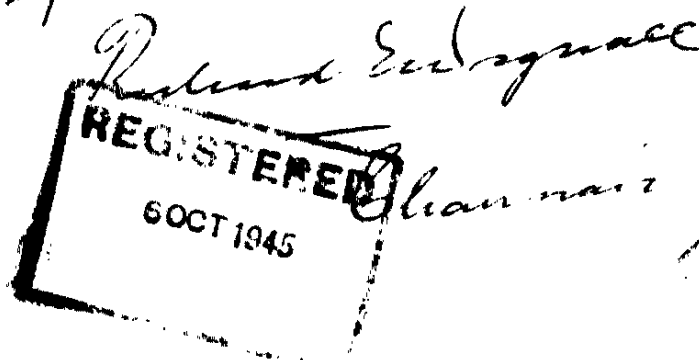
**Special Resolution**  
OF  
**ALEXANDER KENYON & CO. LIMITED.**

*Passed the 17th day of September, 1945.*

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Company's Offices, Victoria Bridge, Manchester, in the County of Lancaster, on the 17th day of September, 1945, the following Special Resolution was duly passed:—

"That notwithstanding the provisions of Article 24 of the Articles of Association of the Company, the Company may elect as a Director of the Company any Employee of the Company without the holding of any qualification."

*Certified*



4 - OCT 1945



No. 164476. / 62

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTIONS

- of -

ALEXANDER KENYON AND COMPANY LIMITED.

Passed the 18th day of July 1960.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Akenco House, Elizabeth Street, Manchester on Monday the 18th day of July 1960 the following SPECIAL RESOLUTIONS were duly passed:-

1. That the capital of the Company be increased from £15,000 to £55,000 Such £55,000 to be divided as follows:-

As to £4,500 in 4,500 7½% Cumulative Preference shares of £1 each

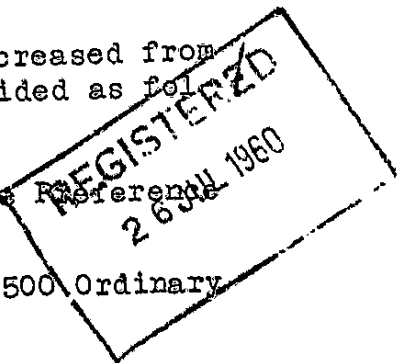
And as to the remaining £50,500 in 50,500 Ordinary shares of £1 each.

2. That the Articles of Association be amended as follows:-

28(a). That the Directors of the Company have power from time to time and on such terms and conditions as they think fit to appoint such person or persons Executive Directors, such power to be operative as from the 28th April 1959.

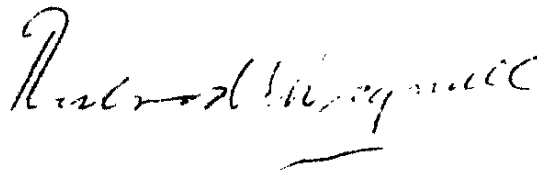
CAPITALIZATION OF PROFITS.

- 31(a). If the Company resolve that it is desirable to



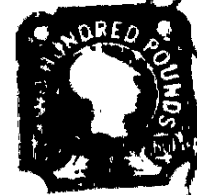
2.

capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's Profit and Loss Account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the persons who have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such Resolution. As between Life Tenants and remainder such distribution shall be treated as capital.



Chairman.

No. of Company... 164476 / 63



ALEXANDER KENYON AND

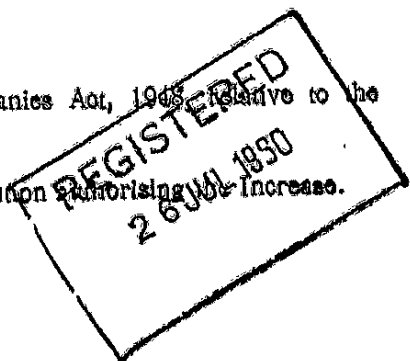
COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1908, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.



Presented for registration by

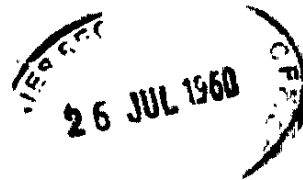
From

DUNDERDALE WIGNALL & CO.

4, CHAPEL WALKS,

MANCHESTER 2.

Stamps  
L.C.S. 301



The NOMINAL CAPITAL of.....ALEXANDER KENYON AND

Company, Limited.

18th July 1960

£40,000

1/-/-

£15,000.

**Signature**

### Description

25th July 1960

NOTE.—This margin is reserved for binding, and

164476/69

*The Companies Act, 1948.*

COMPANY LIMITED BY SHARES.

**Special Resolution**  
OF  
*AND*  
**ALEXANDER KENYON CO. LIMITED**

*Passed 20th day of September, 1968.*

REGISTERED  
24 SEP 1968

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 4, Chapel Walks, Manchester, 2, on the 20th day of September, 1968, the following SPECIAL RESOLUTION was duly passed:—

**RESOLUTION.**

That the capital of the Company be increased to £100,000 by the creation of 45,000 Ordinary shares of £1 each to rank *pari passu* in all respects with the existing shares.

*R. ...*  
Chairman.



Number of  
Company 164476/70



Form No. 10

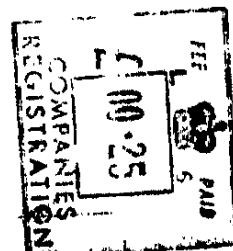
*CHIT*  
*advised*

# THE COMPANIES ACT, 1948



## Notice of Increase in Nominal Capital

Pursuant to section 63



Insert the  
Name  
of the  
Company

ALEXANDER KENYON & COMPANY

LIMITED

REGISTERED

27 SEP 1963

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 68 (3) of the Act).

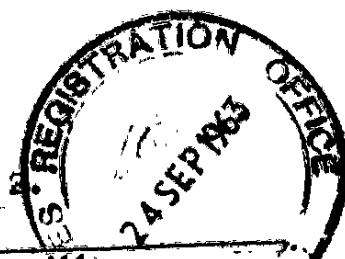
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

DUNDERDALE WIGNALL & CO.

SOLICITORS,

4, CHAPEL WALKS, MANCHESTER



The Solicitors' Law Stationery Society, Limited  
12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 23-26 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

(Companies Act)

To THE REGISTRAR OF COMPANIES.

ALEXANDER KENYON & COMPANY

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a \* Special  
Resolution of the Company dated the 20th day of September 1963

the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 45,000 beyond the Registered Capital  
of £ 55,000

The additional Capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount  
of each Share

45,000

Ordinary

One Pound

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

Pari passu with existing Ordinary Shares

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

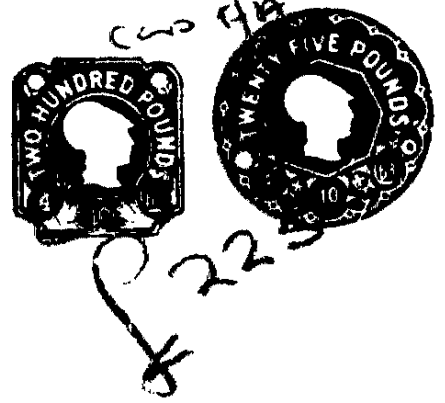
Signature [Handwritten Signature]

State whether Director  
or Secretary

Chairman

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

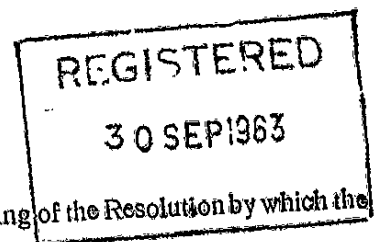
*B. 1. 5. 1. 1.*  
No. of Company...144,476/71



ALEXANDER KENYON AND COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by



The NOMINAL CAPITAL of Allen Carter Limited

and ..... Company, Limited,

has by a Resolution of the Company dated 20<sup>th</sup> September 1963

been increased by the addition thereto of the sum of £ 45000, divided into

45000 shares of £ one each, beyond the Registered Capital of

£55,000/-/-

Signature Ronald Hildyard

Description Chairman

Date 28<sup>th</sup> Sept 1963

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

1644-16/cgo

THE COMPANIES ACTS, 1948 to 1967

COPY

SPECIAL RESOLUTION

(pursuant to Section 141 (2) of the Companies Act, 1948)

of

ALEXANDER KENYON & CO. LIMITED

(Passed the 3rd day of March 1971)

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at Akenco House, Elizabeth Street, Manchester on the 3rd day of March 1971 the following SPECIAL RESOLUTION was duly passed:-

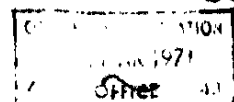
RESOLUTION

THAT the Articles and Association of the Company be altered by adding the following new Article after Article 26 to be numbered Article 26A:-

"26A (a) Each Director shall have power from time to time to nominate another Director or any person not being a Director to act as his alternate Director and at his discretion to remove such alternate Director.

(b) An alternate Director shall (except as regards share qualification, power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notice of all meetings of the Directors and to attend speak and vote at any such meeting in which his appointer is not present.

(c) Notwithstanding the foregoing, the Directors may resolve at any time that any person who is thereafter proposed to be appointed as an alternate shall be a person approved of by a majority of the Board.



(d) One person may act as an alternate Director to more than one Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and, if he is himself a Director, his vote or votes as an alternate Director shall be in addition to his own vote.

(e) Any appointment or removal of an alternate Director may be made by letter, cable, telegram or radiogram or in any other manner approved by the Directors. Any cable, telegram or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.

(f) If a Director making any such appointment as aforesaid shall cease to be a Director otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

(g) A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.

(h) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

OF

ALEXANDER KENYON AND COMPANY LIMITED

(Passed the 15th day of September, 1971)

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held on the above date the following Resolutions were duly passed as to those numbered 1 and 2 as ORDINARY RESOLUTIONS and as to that numbered 3 as a SPECIAL RESOLUTION:-

1. That the 76,000 issued and 4,300 of the 19,500 unissued Ordinary Shares of £1 each be and are hereby designated as A Ordinary Shares of £1 each and that each of the remaining 15,200 unissued Ordinary Shares of £1 each be and is hereby subdivided into 10 Ordinary Shares of 10p each and designated as B Ordinary Shares of 10 p each.

The following special rights and privileges shall attach to the B Ordinary Shares:-

- (A) the right to receive on any distribution by way of dividend paid either out of distributable revenue profits or by way of capital dividend ninety five times the amount which would otherwise have been paid on the basis of the nominal value of the B Ordinary Shares
- (B) the right on a distribution of surplus assets to ninety five times the amount (whether by way of return of capital or participation in surplus assets remaining after repayment of all Share capital) which would otherwise have been paid on the basis of the nominal value of the B Ordinary Shares.

BRITISH COMPANY REGISTRATION AGENTS LTD

38 - 40 FEATHERSTONE STREET

LONDON E.C.1.  
DASH/VAIDREY

Subject thereto, the B Ordinary Shares shall rank pari passu in all respects with the A Ordinary Shares.

2. It is desirable to capitalise the sum of £15,200 part of the amount standing to the credit of Profit and Loss Account in the books of the Company and accordingly that such sum of £15,200 be not distributed in cash but applied in paying up in full 152,000 B Ordinary Shares of 10p each to be allotted and distributed, credited as fully paid, to and amongst the persons who are Members of the Company at the date hereof in the proportion of 2 such B Ordinary Shares for each A Ordinary Share of £1 then held by them respectively such allotment to be made on renounceable Letters of Allotment.
3. That the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

*A. N. Duggett*  
CHAIRMAN.



THE COMPANIES ACTS 1948 to 1967

---

COMPANY LIMITED BY SHARES

---

(NEW)  
ARTICLES OF ASSOCIATION

OF

ALEXANDER KENYON AND COMPANY LIMITED

(Adopted by Special Resolution passed on 15th September, 1971)

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in or made applicable by Part II of Table A to the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

2. Regulations 75 and 79 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Part II of Table A shall, unless inconsistent with the Articles, constitute the Regulations of the Company.

DIRECTORS

3. The number of Directors shall be not less than two and not more than ten.

4. Unless and until otherwise determined by the Company in General Meeting, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed (as the case may be) as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

5. 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.

6(A) The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.

(B) Any Director shall have power to nominate any person to act or attend as his alternate and at his discretion to remove such alternate Director by notice in writing to the Company; and on such appointment being made the alternate Director shall (except as regards share qualification (if any) and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director while acting in the place of an absent Director shall enjoy all the rights and exercise all the duties of the Director he represents. Notwithstanding the foregoing, the Directors may resolve at any time that any person who is thereafter proposed to be appointed as an alternate shall be a person approved of by a majority of the Directors.

(C) The alternate Director so appointed may be a person who is already a Director in his own right, in which case he shall have a separate vote on behalf of the Director he represents in addition to his own vote.

(D) Any instrument appointing an alternate Director shall be delivered to and retained by the Company and shall as nearly as circumstances will admit be in the form or to the effect as follows:-

"I

"a Director of

"Limited in pursuance of the power in that behalf contained

"in the Articles of Association of the Company hereby nominate

"

"of

"to act as alternate Director in my place and to exercise and

"discharge all my duties as a Director of the Company.

"AS WITNESS my hand this  
19 ".

day of

(E) If the Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by retiring at and being re-elected at one and the same meeting), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

*A. N. Duggal*

Chairman

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,  
specifying 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 Companies Act 1948.*

at the  
office of  
the  
Company

ALEXANDER KENYON AND COMPANY

LIMITED

Presented by

Presentor's Reference *AJW*

DUNDERDALE, WIGNALL & CO.

SOLICITORS

1 BOOTH STREET

MANCHESTER M2 4DX

TISH COMPANY REGISTRATION AGENTS LTD.

38 - 40 FEATHERSTONE STREET

LONDON E.C.1.

*DSH/1. AUDREY*

Form No. 28

(No filing fee payable)

The Solicitors' Law Stationery Society, Limited

2 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row WC1R 4LS; 15 Hanover Street W1R 9HG;  
Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street  
London E.C.2 5RF; 28-30 John Dalton Street, Manchester M2 6HR; and 14-22 Renfrew Court, Glasgow, G.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

ALEXANDER KENYON AND COMPANY

LIMITED

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

that each of 15,200 of the 19,500 unissued Ordinary Shares of £1 each has been subdivided into 10 Ordinary Shares of 10 p each and designated as B Ordinary Shares of 10 p each.

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

(Signature)

*Alc. J. Smith*

(Other Director or Secretary)

Director

dated the

15th

day of

September,

1971

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to the Companies Act 1948 Sections 5 and 141)

OF

ALEXANDER KENYON AND COMPANY LIMITED

(Passed the 4th day of May 1972)

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held on the above date, the following Resolution was duly passed as a SPECIAL RESOLUTION:

THAT the Memorandum of Association be and is hereby altered as follows:

(a) Sub-clauses 8(M) and 8(N) shall be ~~deleted~~

(b) The following new Sub-clauses to be numbered 8(M) and 8(N) shall be substituted.

8(M) To lend money and give credit to and to guarantee and become surety or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.

8(N) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any moneys borrowed

BRITISH COMPANY REGISTRATION AGENTS LTD.

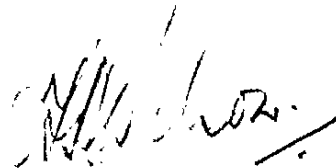
38-40 FOTHERSTONE STREET

LONDON E.C1

25/5/1972

16 MAY 1972

raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge, lien or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.

  
CHAIRMAN.

Number of } 164476 / 132  
Company }

01

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 111 (2) of the Companies Act 1948)

OF

ALEXANDER KENYON & COMPANY LIMITED

Passed 28th October, 1986.

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Bowater House, Knightsbridge, London, SW1X 7NN

on the 28th day of October, 1986, the subjoined Special Resolution was duly passed, viz.:-

### RESOLUTION

THAT the Articles of Association be deleted in their entirety and that the new Articles of Association, in the form signed by the Chairman for the purposes of identification be and they are hereby adopted to the exclusion of all previous Articles.

S.E. Secretariat Limited

Signature

*J. S. E. Secretariat Limited*

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

Note:-To be filed within 15 days after the passing of the Resolution(s).

Over Printed and Limited, Norwich House, 11/13, Norwich Street, London EC2A 1J3, a company of the "Lancaster" Law "Institute" (P.L.C.)

Companies 7



*Paul*  
CHAIRMAN

115447

IN THE  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALEXANDER KENYON & COMPANY LIMITED

(Adopted by Special Resolution  
passed on 28th October 1966)

PRELIMINARY

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985, shall apply to the Company. Reference herein to Table A are references to the said Table A. None of the regulations referred to in Section 31(2)(b) of the Companies Consolidation (Consequential Provisions) Act 1965 shall apply to the Company.
- 2 These Articles and those regulations incorporated herein shall take effect subject to the requirements of the Act and of every other Act for the time being in force affecting the Company (hereinafter referred to as "the Statutes").

SHARE CAPITAL

- 3 (A) Save as provided by contract or these Articles to the contrary and if and to the extent permitted by or pursuant to the Statutes (including, without limiting the foregoing, by any authority of the Company for the purposes of Section 80 of the Act), all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper.
- (B) The Directors are generally and unconditionally authorised (for the purposes of Section 80 of the Act) at any time or times during a period of five years from the date of the adoption of these Articles to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date.

115447



- (C) At the expiry of such period, the authority conferred in paragraph (b) shall be such authority shall allow the Directors to allot equity securities, as defined in Section 2(44) of the Act) is excluded.
- (D) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in Section 2(44) of the Act) is excluded.

#### SHAREHOLDERS' RESOLUTIONS

- 4 A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would be entitled to vote upon it if it were duly proposed at a general meeting or at a meeting of any class of members of the Company, or by specially appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a Director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply.

#### VOTE OF MEMBERS

- 5 A proxy appointed by a member of the Company in accordance with section 372 of the Act shall be entitled to vote and show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote or a show of hands save as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be deemed to be modified accordingly.

#### DIRECTORS

- 6 (A) The holders for the time being of any class of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors of the Company being. Any such appointment or removal shall be in writing signed by the holder or holders of the shares being of the majority of the Ordinary Shares of the Company for the time being in issue. If the holder is a body corporate holding any such shares, the signature of any one of its Directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the date on which it is lodged at the Office.

...shall be subject to retirement by resolution of the Directors and any Director shall be entitled to retire in accordance with the provisions of the Act.

The Directors shall have power at any time and from time to time to appoint any person who is willing to act to the office of Director, either to fill a casual vacancy or as an additional Director.

The Directors shall not be subject to retirement by resolution of the Directors 73 to 80 (inclusive) and the provisions of Regulation 34 of Table A shall not apply.

#### ALTERNATE DIRECTORS

In addition to the persons mentioned in Regulations 65 of Table A, any Director may appoint a director of any holding company of the Company or of any other subsidiary of any such holding company or any person approved by a majority of the other Directors to act as an alternate Director.

(A) Any such person appointed as an alternate Director shall vacate his office as an alternate Director:-

- (i) if and when the Director by whom he has been appointed vacates office as a Director;
- (ii) if the Director by whom he has been appointed removes him by written notice to the Company; or
- (iii) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.

Regulation 67 of Table A shall not apply.

#### DISQUALIFICATION OF DIRECTORS

A Director who is in any way directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure, a Director may vote as a Director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such resolution or matter is under consideration; and Regulations 94 to 96 of Table A shall not apply.

- 9 Regulation 93 of Table A (written resolutions of Directors) shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".

NOTICES

- 10 Regulation 112 of Table A shall apply as if the last sentence thereof were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear therein.

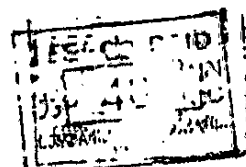
- 11 Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given when the envelope containing it was so posted or, in the case of telex or facsimile transmission, when so despatched. Regulation 115 of Table A shall not apply.

Number of  
Company } 164476

135



The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

ALEXANDER KENYON AND COMPANY LIMITED

Passed 15th December, 1986.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at BOWATER HOUSE, KNIGHTSBRIDGE, LONDON SW1X 7NN.

on the 15th day of December, 1986, the subjoned SPECIAL RESOLUTION duly passed, viz.:-

### RESOLUTION

THAT the name of the Company be changed to CBM Engineering Supplies Limited.

B-R Secretariat Limited  
Secretaries

Signature

By

*[Signature]*



To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

LB  
890110  
£200  
PFS

Note.—To be filed within 15 days after the passing of the Resolution(s).

Printed by the  
London Book Co. Ltd., a subsidiary of The "Stationer" Law Stationery Society.  
Limited.  
Companies 7

Printed in U.K.  
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## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

164476

136

I hereby certify that

ALEXANDER KENYON AND COMPANY LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
CBM ENGINEERING SUPPLIES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 1ST JANUARY 1987

A handwritten signature in dark ink, appearing to read 'E. Jones'.

MRS. E. J. JONES

an authorised officer

Company No. 164476 / 120

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of CEM Engineering Supplies Limited

passed 1st March 1987

We the undersigned being all the Members for the time being of the above named company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following resolution as a SPECIAL RESOLUTION and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held:

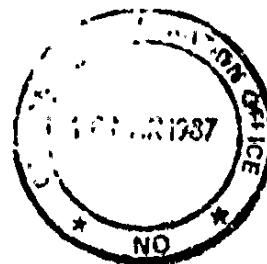
SPECIAL RESOLUTION

THAT the name of the Company be changed to Alexander Kanyon & Company Limited.

Signed (Member 1).....

representing Rowater Industries Plc

.....  
representing Berkeley Nominees Limited



NO 440  
000557

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 164476

141

I hereby certify that

CBM ENGINEERING SUPPLIES LIMITED

having by special resolution changed its name, is now

incorporated under the name of

ALEXANDER KENYON & COMPANY LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 24th MARCH 1987

an authorised officer

*Price Waterhouse*



9/1/87

138

9 January 1987

PJ Thompson Esq  
Crossley Builders Merchants Limited  
PO Box 33  
Elton Hall  
Elton  
Stockton  
Cleveland

CBME

Dear Sir,

FERGUSON BUILDING SUPPLIES LIMITED	158,553
ALEXANDER KENYON & COMPANY LIMITED	1,447,728
FERGUSON (IRELAND) LIMITED	N1 4110
FERGUSON MIDLANDS LIMITED	535,531
KING & COMPANY LIMITED	148,114
STEPHENSON & TURNER LIMITED	
CHARLES BOOTH & CO (LIVERPOOL) LIMITED	1,322,526
FERGUSON FOSTER LIMITED	14,327,28
FERGUSON CUMBRIA LIMITED	117,3474
WD HENDERSON & SONS LIMITED	N1 1,722

We give notice that we are resigning as auditors of the above named companies. There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of those companies.

Yours faithfully,

*Paul Thompson Esq.*

G261/J







Company No. 164476

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS OF

ALEXANDER KENYON & COMPANY LIMITED,

passed the 1ST AUGUST, 1991.

We the undersigned, being all the members for the time being of the above-named company entitled to receive notice and to attend and vote at general meetings hereby pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same has been passed at general meeting of the company duly convened and held.

SPECIAL RESOLUTION

CHANGE OF  
COMPANY NAME

THAT the name of the company be changed to:

KING & COMPANY (DARLINGTON) LIMITED

Signed (Members):

\_\_\_\_\_  
C.B.M. (1935) LTD.,

\_\_\_\_\_  
BERKELEY NOMINEES LTD.,



£100/NW/P2/00667

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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 164476

I hereby certify that

**ALEXANDER KENYON & COMPANY LIMITED**

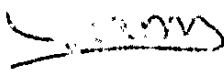
having by special resolution changed its name,

is now incorporated under the name of

**KING & COMPANY (DARLINGTON) LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 30 AUGUST 1991

  
MRS. L. PARRY

an authorised officer



number

THE COMPANIES ACTS 1908-1917

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

RESOLUTION

of

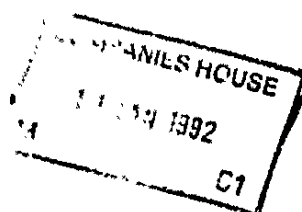
KING & COMPANY (DARLINGTON) LIMITED

(passed on 30th December, 1991)

EXTRAORDINARY GENERAL MEETING of the company duly convened and held at King Street on 30th December, 1991 the following resolution was passed as a special resolution of the company:

The name of the company be changed to BOWATER (AK) LIMITED.

  
.....  
Chairman



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 164476

I hereby certify that

**KING & COMPANY (DARLINGTON) LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**BOWATER (AK) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 22 JANUARY 1992

**MRS V J HANBROOK**

an authorised officer

Company number  
164476

THE COMPANIES ACTS 1908-1917

---

COMPANY LIMITED BY SHARES

---

RESOLUTION

of

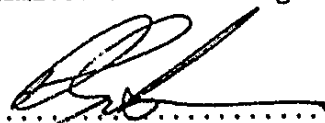
KING & COMPANY (DARLINGTON) LIMITED

(passed on 30th December, 1991)

At an EXTRAORDINARY GENERAL MEETING of the company duly convened and held at 1 Watling Street, London on 30th December, 1991 the following resolution was duly passed as a special resolution of the company:

THAT:

- (i) the shareholders approve and authorise the directors of the company to execute the draft sale of business agreement marked "A" (in the knowledge that H.W. Usherwood is a substantial shareholder in Colemill Limited);
- (ii) the shareholders approve and authorise the company subscribing for 2141 ordinary shares of £1 each in Colemill Limited and entering into the draft shareholders agreement marked "B".

  
.....  
Chairman

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