

No. of Company... 212644

Name of Company... TUBE FITTINGS LIMITED

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### ANNUAL RETURN

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			Vol 1	12				1926
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**"The Companies Acts, 1908 to 1917,"**



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

## Declaration of Compliance

with the requirements of the Companies (Consolidation) Act, 1908, made  
pursuant to S. 17 (2) of the said Act (8 Edw. 7, c. 69), on behalf of a  
Company proposed to be registered as the

Tube Fittings Limited.

REGISTERED

20955-4

23 MAR 1926

**SHAW & SONS,**

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for filing by

T. Darby Newman,

Solicitor,

ROBLING, OLIVEY & LAKE,

218, Strand, W.C. 2.

Per Mr. Stagg.

I. Thomas Darby Hickman

of the Firm in the County of Stafford  
Solicitor

to  
Here insert  
A Short  
of the High  
Court con-  
cerned in the  
formation  
of the  
Person named in  
the Articles  
of Association  
as a Director  
or Secretary

Do solemnly and sincerely declare that I am <sup>(a)</sup> a Solicitor of the  
High Court engaged in the formation

J.C.P. of the

Tube Fittings

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 Old Hill in the  
County of Stafford

the 16<sup>th</sup> day of March

One thousand nine hundred and ~~twenty six~~ before

me,

Thomas Cooper Jones

T. D. Hickman

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

212644

87

No. of Certificate \_\_\_\_\_

(No. 25.)

*Tube Fittings*

COMPANY, LIMITED.

# Statement of the Nominal Capital

made pursuant to Sec. 112 of 54 and 55 Vict. ch. 39 (Stamp Act, 1891),  
as amended by Sec. 7 of 62 and 63 Vict. ch. 9 (Finance Act, 1899).

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

REGISTERED

209553

23 MAR 1926

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

SHAW &amp; SONS,

Companies' Publishers, Printers, and Stationers,

7, 8, &amp; 9, Fetter Lane, Fleet Street, E.C.

Presented for registration by

*J. Darby Mchamsee*

GODDINS, OLIVEY & LAKE,  
218, Strand, W.C. 2.

*Solicitor. Mr. John [unclear]*

# The Nominal Capital

of the Indie Fittings

COMPANY, LIMITED,

is £ 12,000, divided into 12,000 shares of £ 1

each.

Signature S. H. Phillips.

Description Witness  
and Secretary

Date 16th March 1923.

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

212044



THE COMPANIES ACTS, 1908 to 1917

REGISTERED

209553

COMPANY LIMITED BY SHARES.

23 MAR 1926



## Memorandum of Association

OF

## Tube Fittings, Limited

1. The name of the Company shall be "TUBE FITTINGS, 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 acquire the goodwill of the business heretofore carried on by William Willetts at Old Hill, in the County of Stafford as Tube Fittings Manufacturer and to acquire and undertake the whole of the assets of the said business, and for that purpose to enter into and carry into effect with or without modifications an Agreement which has been already prepared and is expressed to be made between the said William Willetts of the one part and the Company of the other part.
- (b) To carry on within the United Kingdom all or any of the trades or businesses of manufacturers, factors, merchants, dealers, agents and salesmen of and in all kinds of gas, steam and water pipes, tube fittings, bolts, nuts, screws, rivets, nails, spikes, chains, axles, springs, couplings, lathes, drills, boring apparatus, cocks, taps and stampings of all kinds, hardware productions of all descriptions, general engineers' and any other trade or business incidental to or arising out of or which can be conveniently carried on in connection with any such trade or business.
- (c) To establish and 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 the Company's property and rights for the time being.



(d) To manufacture, buy, sell, treat, and deal in all kinds of plant, machinery, tools and apparatus, utensils, materials, products, articles, and things necessary or useful for carrying on any of the above businesses or any contracts undertaken by the Company and either for the purpose only of such contracts or as an independent business.

(e) To produce and sell all kinds of iron and steel of every description, ironstone, metals and any other article, or thing manufactured in or dealt in or relating to any of the above businesses either as merchants, on commission, or otherwise.

(f) To produce, accumulate, supply and transmit electricity and electromotive force or other similar agency for the manufacture or production of power, light or heat, or otherwise as may be thought advisable, either in connection with the premises and property of the Company, or any part thereof or any private and public property belonging to any other person adjacent thereto.

(g) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly, to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account or profit the property, rights or information so acquired and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, secret process or rights which the Company may acquire or propose to acquire.

(h) To purchase or otherwise acquire all or any part of the business or property of any person, firm association or company carrying on (or in case of a company) formed to carry on any business which the Company is authorised to carry on, or possessed of property suitable to the purpose of this Company and as the consideration for the same to pay cash or to issue any shares, stocks or obligations of this Company and in connection with such transactions to undertake any liabilities relating to the business or property acquired.

- (i) To enter into partnership or arrangement, whether perpetual or terminable, for sharing profits, union of interest, joint adventure, reciprocal concession or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid and to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts of, subsidise or otherwise assist any person, firm, association, or company and to sell, hold re-issue with or without guarantee, or otherwise deal with such shares, stock or securities.
- (j) Generally to purchase, take on lease or licence, or in exchange, hire or otherwise acquire any real or personal property, or any interest therein and any rights, easements or privileges which the Company may think necessary or convenient with reference to any objects of the Company or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being and to erect and construct and equip, reconstruct and alter buildings and works of all kinds.
- (k) To establish, develop, extend, subscribe to or subsidise any association, institution or fund which may seem directly or indirectly conducive to the interest of the Company and in particular with a view to experiments or to the protection of the interest of masters, owners or employers against strikes, workmen's combinations or otherwise.
- (l) To establish and support or to aid in the establishment and support of associations, institutions or conveniences (except associations or institutions formed for the purpose of life insurance) calculated to benefit employers or ex-employers of the Company or its predecessors in business or the relatives or dependents of such persons, to grant pensions or allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any purpose which may seem likely, whether directly or indirectly, to promote the development of the business of



the Company, or to prevent its contraction or for any public or useful object; provided that nothing herein contained shall empower the Company to carry on the business of life insurance or to grant annuities within the meaning of the Insurance Companies Act, 1909. *as extended by the Industrial Assurance Act 1923*

- (m) To sell, exchange, let, develop, dispose of, or otherwise deal with the undertaking of the Company or any part thereof upon such terms and for such consideration as the Company may think fit.
- (n) To sell, improve, manage, develop, exchange, mortgage, let on rent or in consideration of a share of profits (either in money or kind) or otherwise grant licences, easements and other rights of and over and in any manner dispose of, turn to profit, or deal with all or any part of the property and rights of the Company.
- (o) To accept in consideration for the undertaking of the Company or for any property or rights sold, let to, disposed of, or any service rendered, or to purchase, subscribe for or otherwise acquire and to hold the perpetual or redeemable debentures, debenture stock or obligations or the share (fully or partly paid up) or stock of any company in the United Kingdom or elsewhere.
- (p) To promote any other Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or in which this Company is interested, or for any purpose which may seem directly or indirectly calculated to benefit this Company and to pay the costs, charges and expenses preliminary or incidental to the promotion formation, establishment registration and advertising of any such Company and the issue of its capital or securities and to guarantee the payment of any debentures, debenture stock or other securities issued by any such Company and the interests thereon, and the payment of interest or dividends upon the stock or shares of any such Company.
- (q) 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.
- (r) To receive money in deposit or otherwise and to lend money with or without security to such persons and generally on such terms as may seem expedient and in particular to

tenants and customers of and other persons having dealings with the Company and to guarantee or otherwise assume responsibility for and to give indemnities in respect of the debts, contracts or liabilities of any such person.

- (s) To enter into arrangements with any government or authority, supreme, municipal, local or otherwise, or with railway companies, canal shipping companies, dock companies, carriers and other corporations or companies in the United Kingdom which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority, or any such railway or other company, person or corporation, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (t) To raise, borrow money or to secure the payment of money and the interest thereon in such manner and on such terms as may seem expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock whether perpetual or otherwise, and charged or not charged upon the whole or any part of the undertaking, property and rights of the Company, both present and future, including its uncalled capital. Any debentures or debenture stock and any other mortgage charge or other security may be issued either absolutely or by way of security for advance made or to be made or otherwise for the purpose of the Company.
- (u) To draw, make, accept, endorse, execute and issue bills of exchange, promissory notes, debentures, bills of lading, charter parties, warrants, policies and other negotiable or transferable instruments or securities, and to buy, sell or otherwise deal in the same.
- (v) To remunerate by cash or other assets, or by the allotment of fully paid or partly-paid shares, or in any other manner any persons, firms, associations or companies for services rendered in acting as trustees for debenture holders or debenture stockholders of the Company or for subscribing or agreeing to subscribe absolutely or conditionally, or for procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares, debentures, debenture stock or other securities of the Company promoted by

this Company, or for services rendered in or about the formation or promotion of the Company, or any company promoted by the Company, or in introducing any property or business to the Company, or in or about the conduct of its business, or for guaranteeing payment of such debentures or debenture stock or other securities and any interest thereon.

- (w) To distribute any of the property of the Company among the members in specie and either by way of dividends or upon any return of capital.
- (x) To pay out of the funds of the Company, all costs, charges and expenses preliminary and incidental to the promotion formation, establishment, registration and advertising of the Company and the issue of its capital.
- (y) To do all or any of the above things in the United Kingdom and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or by means of any subsidiary or auxiliary Company or otherwise.
- (z) To do all such things as are incidental or conducive to the attainment of the above objects, or any of them. And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and domiciled in the United Kingdom, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited by reference to or interference from any other paragraph or name of the Company.

4. The liability of members is limited.

5. The <sup>share</sup> capital of the Company is £12,000 divided into 12,000 ordinary shares of £1 each with power to increase and power to divide the original or any new capital into shares of different classes, which may from time to time be issued or held with any preference or priorities in the payment of dividends or in the distribution of assets or otherwise over or making or ranking equally with any other shares, whether preference ordinary or deferred, and whether then already issued or not, or as deferred shares, or with a special right of or restriction whether

absolute or partial, against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special right, as well as in any other particulars, and upon the subdivision of a share to apportion the right to participate in profit or in the distribution of assets or the right to vote in any manner as between the shares resulting from any subdivision and to give to any one or more of such shares any other special privileges or advantages over the others or other of them.

WE, the several persons whose names and addresses are subscribed hereto, 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>William Willetts</i> <i>Highfield</i> <i>Manuf. tinner Old Hill Staffs</i>	<i>One</i>
<i>Sydney George Smith &amp; Co. Limited</i> <i>Traverse, Staffordshire.</i> <i>Lube Filling Manufactory.</i>	<i>One</i>

Dated the *10<sup>th</sup>* day of *March* 1926.

Witness to the above signatures:—

*Albert A. Hume*  
*Witness to Mr. S. Darby Hume*  
*Solicitor*  
*Old Hill Staffs*

212644



THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.



Articles of Association  
OF  
Tube Fittings, Limited

REGISTERED  
209557  
23 MAR 1926

1. Subject as hereinafter provided, the provisions of Table "A" in the first Schedule to the Companies (Consolidation) Act, 1908, shall apply to the Company, but in case of any inconsistency between the provisions of such Table and those hereinafter contained, the latter shall prevail.

EXCLUSION OF CERTAIN ARTICLES OF TABLE "A."

1. a. \* The provisions of Articles 9, 35, 36, 37, 38, 39, 40, 68, 69, 73, 75, 77 and 111 of the said Table "A" shall not apply to the Company.

REGISTERED OFFICE.

2. The Registered Office of the Company shall be at such place as the Directors may from time to time appoint. The Directors may also establish branch offices at such places as they from time to time deem necessary for the efficient carrying on of the Company's business.

COMPANY TO BE A PRIVATE ONE.

3. The Company is intended to be and shall be a "Private Company" within the meaning of the Companies Acts, 1908 and 1917, and accordingly:—

- (a) The right to transfer shares in the Company shall be restricted as provided hereinafter.
- (b) The number of the members of 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 the determination of such employment to be members of the Company) shall not exceed fifty.

- (c) Subject to any directions to the contrary that may be given by the meeting sanctioning any increase of capital all new shares of whatever kind shall be offered to the members in proportion to the nominal value of the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares so offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. If owing to an inequality in the number of new shares to be issued and the number of shares held by the members entitled to have the offer of such new shares and such difficulty shall arise in the apportionment of any such new shares amongst the members, such difficulty shall in the absence of direction by the Company be determined by the Directors.
- (d) Neither the Company nor any other person or company shall issue an invitation to the public to subscribe for any shares or debentures of the Company.

#### BUSINESS.

4. The Company acting by the Directors may exercise all or any of the powers of Section 79 of the Companies (Consolidation) Act, 1908.

5. The first business of the Company shall be to enter into and to carry into effect with such conditions and modifications (if any) as the Directors think fit, the agreement referred to in paragraph 3 (a) of the Memorandum of Association and particularly shall pass the necessary resolutions for issuing and the Directors shall sign and seal the share certificates.

6. No objection to the validity of the said Agreement or any such modifications or alterations thereof, nor to the resolutions authorising the signing and sealing of the share certificates shall be raised on the ground that the Vendor to the Company stands in a fiduciary relation to the Company, or that the Board of Directors is not an independent Board, but the Board shall be entitled to exercise all rights conferred upon it by the terms hereof and no objection shall be raised by any person or persons, Company or firm to the validity of any of the said shares, on the ground that anything was done, omitted or neglected in any procedure leading to the issue of such shares, or any other ground whatsoever.

7. The Directors may (subject to the provisions of any Act of Parliament for the time being in force) issue any shares as fully or partially paid up as the consideration or part of the consideration for any property acquired by or work done for the Company, and may with respect to any shares which may from time to time remain unallotted issue the same (subject to the terms of any agreement) to such persons and upon such terms as they think fit.

8. The Company shall not be obliged to recognise any partial, equitable, future or contingent interest in any share or any interest in respect of any share other than the interest of the registered holder thereof.

#### CALLS.

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

10. If by the terms of allotment of any shares the whole or part of the issue price thereof shall be payable by instalments, every such instalment, shall when due, be paid by the person who shall for the time being be the registered holder of the share.

#### LIEN.

11. The Company shall have a first and paramount lien upon all shares registered in the name of each member (whether solely or jointly with others) and on the dividends or interest declared payable in respect thereof for his debts, liabilities and engagements, whether solely or jointly with any other person or with the Company, whether the period for the payment, fulfilment or discharge thereof has actually arrived or not, and whether the same may have been incurred before or after notice of any interest subsisting in any person other than the registered holder, but unless otherwise agreed, the registration of a transfer of shares, shall operate as a waiver of the Company's lien (if any) upon such shares.

12. The proceeds of sale of such shares, instead of being applied as in Clause 2 of Table A provided, shall be applied in payment of such debts, liabilities and engagements, and any surplus shall be paid to each member, his executors, administrators or assigns.

#### ALTERATION OF CAPITAL.

13. No shares shall be created or issued so as to prejudice or adversely affect the rights or positions of the holders of any class of shares, except with the consent of the holders of shares of that class, or of the requisite majority thereof expressed and obtained in manner specified in Article 4 of Table A.

## TRANSFER OF SHARES.

14. All shares held by any person or persons in the Company shall be transferable and transmissible only in accordance with and subject to the provisions following and Clause 20 of Table A is hereby modified accordingly:—

- (a) Save as provided by sub-article (h) hereof, no share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors or as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value.
- (b) Except where the transfer is made pursuant to sub-article (h) hereof, the person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer" notice) to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value and shall constitute the Company his Agent for the sale of the share to any member of the Company or person selected as aforesaid at the price so fixed, or at the option of the purchaser at the fair value to be fixed by the Auditor in accordance with these Articles. The transfer notice may include more than one share and in such case it shall operate as if it were a separate notice in respect of each share. The transfer notice shall not be revocable except with the sanction of the Directors.
- (c) If the Company shall within the space of 28 days after being served with the transfer notice find a member or person selected as aforesaid willing to purchase the share (in this Article called "the Purchaser") and shall give notice thereof to the proposing transferor he shall be bound upon payment of the fair value, to transfer the share to the Purchaser.
- (d) In case any difference arises between the proposing transferor and the Purchaser as to the fair value of a share, the auditor shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value and in so certifying the auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act, 1889, shall not apply.
- (e) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money and shall thereupon cause the name of the Purchaser to be entered in the register



as the holder of the share, and hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser, and after his name has been entered on the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

- (f) If the Company shall not within the space of 28 days after being served with the transfer notice find a member or person selected as aforesaid, willing to purchase the share and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty subject to sub-article (i) hereof to sell and transfer the share of those not placed to any person and at any price.
- (g) The Company in General Meeting may make and from time to time vary rules as to the mode in which any share specified in any transfer notice shall be offered to the members and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors shall think fit.
- (h) Any share may be transferred by a member to any other member or to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of any member and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member and shares standing in the name of the Trustees of the Will of any deceased member may be transferred upon any change of Trustees to the Trustee for the time being of such Will.
- (i) The Directors may refuse to register any transfer of a share (1) where the Company has a lien on the share, or (2) where the share is partly paid and it is not proved to their satisfaction that the proposed transferee is a responsible person; or (3) where the transfer is not made pursuant to sub-article (h) hereof and the Directors are of an opinion that the proposed transferee is not a desirable person to admit to membership.

## SURRENDER OF SHARES.

15. The Directors may accept a surrender of any share on such terms as they think fit, provided that no part of the assets of the Company shall be employed in the purchase or upon the security of the Company's own shares.

## POLL.

16. Any member of the Company may demand a poll at any General or Extraordinary Meeting, and Article 56 of Table A is varied accordingly.

## GENERAL MEETINGS.

17. No poll shall be demanded on the appointment of a chairman or on the question of adjournment and Article 59 of Table A is varied accordingly.

## PROCEEDINGS AT GENERAL MEETINGS.

18. With the consent in writing of all members for the time being a General Meeting may be convened on a shorter notice than seven days and in any manner they think fit.

19. No business shall be transacted at any General Meeting unless a quorum of members is present when the Meeting proceeds to business; save as herein otherwise provided two members personally present shall be a quorum.

20. Whenever it is intended to pass a special resolution the two Meetings shall be convened by one and the same notice, and it is to be no objection to such notice that it only convenes the second Meeting contingently on the resolution being passed by the requisite majority at the first Meeting.

21. In Clause 66 of Table A the words "an adjourned meeting as the case may be" shall be inserted immediately after the word "meeting."

22. An instrument appointing a proxy may appoint several persons in the alternative, and Article 67 of Table A shall be modified accordingly.

## DIRECTORS.

23. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two nor more than six.

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

25. The Company may by Extraordinary Resolutions remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

26. The office of a Director of the Company shall be vacated:—

- (a) If he ceases to hold the qualification of a Director or does not acquire the same within two months from the date of his appointment.
- (b) If he be convicted of an indictable offence.
- (c) If he becomes bankrupt or compounds with his creditors.
- (d) If he be declared a lunatic or become of unsound mind.
- (e) If by notice in writing to the Company he resigns the office of Director, as provided for by Article 31.

27. The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them, and shall be paid such remuneration by way of salary or commission, or both, as may be decided or ratified by resolution passed by the shareholders in General Meetings. All remuneration of Directors shall be deemed to accrue from day to day, and be apportioned and payable accordingly.

28. No Director shall be disqualified by his office from contracting with the Company either as Vendor, Purchaser or otherwise, nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, provided that the nature of his interest is disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest. Any Director interested may vote as a Director upon any question in relation to such transaction. A general notice that a Director is a member of any firm or Company, and to be regarded as interested in all transactions with such firms or Company shall be sufficient disclosure under this Article, and after such general notice

has been given it shall not be necessary to give any special notice or notices relating to any particular transactions with such firm or Company.

29. A Director may hold any other office or place of profit in the Company in conjunction with this Directorship except that of Auditor, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors.

30. Every Director, officer or servant of the Company shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Company's business or in the discharge of his duties, and no Director or officer of the Company shall be liable for the acts or omissions of any other Director or officer, or by reason of his having joined in any receipt for money not received by him personally or for any loss on account of defect of title to any property acquired by the Company or on account of insufficiency of any security in or upon which any monies of the Company shall be invested, or for any loss incurred through any Banker, broker or agent, or upon any grounds whatever other than his own wilful acts or default.

31. A Director may at any time give six calendar months notice of his desire to resign and at the expiration of the notice the office shall be vacated.

#### PROCEEDINGS OF DIRECTORS.

32. A Memorandum in writing signed by all the members of the Board for the time being in the United Kingdom shall be as valid and effectual as if resolutions to the like effect had been duly passed at a meeting of the Board duly convened and held.

33. There shall be provided and allowed for in the accounts of the Company for each year such amount as the Directors think fit, proper and adequate for depreciation of assets or for a sinking fund or future depreciation of wasting assets or loss on realisation or other wise. The Directors shall also have power from time to time to take out and treat as a loan for payment of dividends all or any part of the reserved fund referred to in Article 99 of the said Table A which shall have been made up out of profits. The balance of profits, including any balance brought forward from any preceding year and any sum taken out of the reserved funds, shall be available for payment of dividends.

34. The Directors may deduct from the dividends payable to any member all such sums of money as may be due from him from time to time to the Company on account of calls and interest thereof (if any) or otherwise.

35. Any dividend shall belong and be paid to those members who shall be on the register at the closing of the transfer book immediately preceding the meeting at which such dividends shall be declared.

36. Any dividends or bonus may be paid by cheque or warrant and may be paid or satisfied either wholly or partially in debentures or bonds of the Company or in shares of the Company credited as fully or partially paid up, or by distribution in specie of any property or assets of the Company, and may be declared so as to be payable only at some future date or on the happening of some event fixed or contingent in any respect and if at a future date either with or without interest being payable thereon in the meantime.

37. Dividends or bonuses unclaimed for three years and upwards may be forfeited for the benefit of the Company.

38. Any dividends or bonuses properly payable may be paid or satisfied by being sent through the post to the registered address of the member, or in the case of joint holders of that one whose name stands first on the Register in respect of the joint holding, and every cheque or warrant so sent shall be made payable to the Order of the person to whom it is sent, and shall be sent at the risk of the member to whom the dividend is payable.

#### NOTICES.

39. A member who is not described as having an address within the United Kingdom shall not be entitled to have any notice sent to him from the Company, and the registered address of such member for the purpose of formal notice, and all proceedings taken without <sup>other</sup> notice to any such member shall be as valid as if he had had notice.

#### WINDING UP.

40. If the Company shall be wound up (whether voluntary or otherwise) the liquidators may, with the sanction of an Extraordinary Resolution, divide among the contributories in specie any part or all the assets of the Company, and may with the like sanction vest any part of the assets of the Company in trustees and upon such trusts for the benefit of the Contributories as the liquidator with the like sanction shall think fit.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

William Willetts  
Manufacturer Highfield Old Hill Staffs.

Sirney George Griffiths of Tenville Rd.  
Hinckley Staffordshire.  
Lure Fitting Manufacturers.

---

Dated the 10<sup>th</sup> day of March 1926.

Witness to the above Signatures:—

Albert R. Hall

Clerk to Mr. J. Darby Woodman.

Notar.

Old Hill Staffs.

DUPLICATE FOR THE FILE.

No. 212644



# Certificate of Incorporation

I Hereby Certify, That the

ROBE FITTINGS LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is  
Limited.

Given under my hand at London this twenty-third day of March One

Thousand Nine Hundred and twenty-six

Fees and Deed Stamps £8. 5. 0

Stamp Duty on Capital £ 120.

A. E. Campbell - Taylor  
Registrar of Joint Stock Companies.

Certificate  
received by;

Robtins ulmy sha le 212644  
21/3/16

21/3/16

2116-10  
The Companies' Acts, 1908 to 1917.



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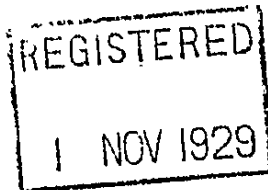
## TUBE FITTINGS, LIMITED.

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### Special Resolution

Passed the 14th day of October, 1929.  
Confirmed the 29th day of October, 1929.

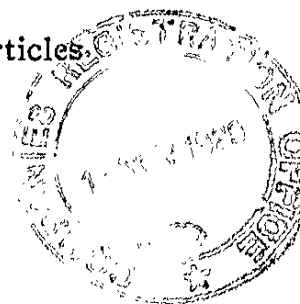
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At an EXTRAORDINARY GENERAL MEETING of Tube Fittings, Limited, duly convened, and held at the Registered Offices of the Company, Garratts Lane, Old Hill, in the County of Stafford, on Monday, the 14th day of October, 1929, the following Resolution was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened, and held at the same place, on Tuesday, the 29th day of October, 1929, the said Special Resolution was duly confirmed:—

"That Sub-Section (b) of Section 26 of the Articles of Association of the Company be deleted."

*Geo. A. Harris* Chairman.





Certificate No. 212644

18  
THE COMPANIES ACT, 1929.



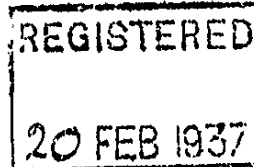
COMPANY LIMITED BY SHARES.

## Ordinary Resolution

of

# TUBE FITTINGS, LIMITED,

passed 8th February, 1937.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company, Old Hill, in the County of Stafford, on the 8th day of February, 1937, the following RESOLUTION was duly passed: -

"That the Capital of the Company be increased by the addition thereto of the sum of £13,000 (Thirteen Thousand Pounds) beyond the registered capital of £12,000 (Twelve Thousand Pounds). The additional Capital to be divided into 13,000 Ordinary Shares of £1 each, ranking *pari passu* with the existing Ordinary Shares.

*[Signature]*

Chairman.

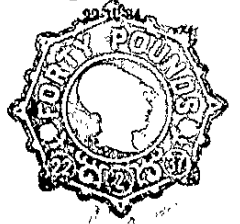
687

No. of Certificate

212644

19

[C.A. 39]



LIMITED.

Tube fittings

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)

REGISTERED  
20 FEB 1937

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 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;  
AND TEMPLE ROW, BIRMINGHAM.

The NOMINAL CAPITAL of Tube Fittings

Limited,

has by a Resolution of the Company dated eight February 1937

been increased by the addition thereto of the sum of £ 13000 divided into

13000 shares of £ 1 each beyond the Registered Capital of

twelve thousand pounds

Signature

S. S. Luff

Description

Secy. Genl.

Date

Feb 19th. 1937.

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

No. of Company

212 644

20

# THE COMPANIES ACT, 1929.



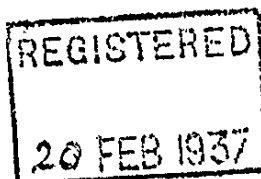
## Notice of Increase in Nominal Capital.

Pursuant to Section 52.

Name  
of  
Company

Tube Fittings

Limited.



This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

# WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

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

Presented by

Gough-John McNamee

Director



TO THE REGISTRAR OF COMPANIES.

Tube Fittings

\_\_\_\_\_ Limited, hereby give you notice, pursuant to  
section 52 of The Companies Act, 1929, that by (a) Ordinary

Resolution of the Company dated the eight \_\_\_\_\_ day of

February, 1937, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of £ 13,000

beyond the Registered Capital of £ 12,000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount  
of each share

13,000

Ordinary

One pound

The Conditions (b) subject to which the new Shares have been or are to be issued are  
as follows:—

ranking pari passu with the existing  
Ordinary Shares

Signature

(State whether Director or Manager or Secretary.)

S. D. Smith  
Secretary

Dated the

12th

day of

February

1937

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

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

Preference Shares state whether they are redeemable or not.)

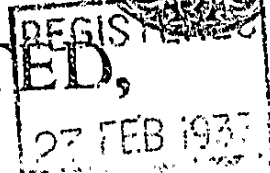
## COMPANY LIMITED BY SHARES.

## Special Resolution

of

## TUBE FITTINGS, LIMITED,

passed 8th February, 1937.

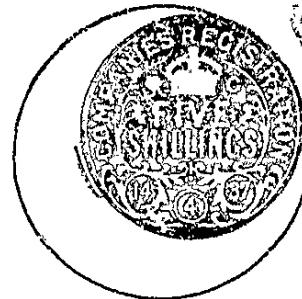


At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company, Old Hill, in the County of Stafford, on the 8th day of February, 1937, the following SPECIAL RESOLUTION was duly passed:

"That the Articles of Association of the Company be altered by inserting immediately after Clause 36, a new Clause as follows":—

- 36a. The Directors may at any time capitalise the whole or any part of the profits for the time being of the Company or the whole or any part of the Reserve Fund of the Company, whether representing accumulation of profits of the Company or premiums received upon the issue of shares, debentures, or debenture stock, or any sum carried to reserve as a result of a sale or revaluation of or other accretion to the assets of the Company or any part thereof (1) by the distribution among the holders of the Ordinary Shares in proportion to the amounts paid or credited as paid thereon of specific assets, and in particular of paid-up shares, debentures, or debenture stock, bonds or other obligations of the Company; or (2) by the crediting of any Ordinary Shares of the Company which have been issued and are not fully paid up in proportion to the amounts paid or credited as paid thereon respectively (otherwise than in advance of calls) with the whole or any part of the sums remaining unpaid thereon, to the extent of the sum so capitalised, and the Directors shall apply such portion of the profits or Reserve Fund as may be directed to be so capitalised and as may be required for the purpose of making payment in full at par for the shares, debentures, debenture stock, bonds or other obligations of the Company so distributed or as the case may be, for the purpose of paying in whole or in part the amount remaining unpaid on such Ordinary Shares accordingly. Where any difficulty arises in regard to the distribution or payment the Directors may settle the same as they think expedient, and in particular may issue fractional Certificates and generally may make such arrangements for the acceptance allotment and sale of such shares, debentures, debenture stock, bonds, obligations and fractional Certificates, or any part thereof, and otherwise as they may think fit. In case where some of the Ordinary Shares of the Company are fully paid and others are partly paid only such capitalisation may be effected by the distribution of further shares in respect of the fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon, but so that as between the holders of the fully paid shares and the partly paid shares the sums so applied in payment of such further Ordinary Shares and in the diminution or extinguishment of the liability on the partly paid shares shall be so applied *pro rata* in proportion to the nominal amounts of the shares then already fully paid and the amount already paid or credited as paid on the partly paid shares. When required a proper Contract shall be filed in accordance with the provisions of the Companies Act, 1929, and the Directors may appoint any person to sign such Contract on behalf of the holders of the Ordinary Shares of the Company which shall have been issued prior to such capitalisation, and such appointment shall be effective, and the Contract may provide for the acceptance by the proposed Allottees of the shares, debentures, or debenture stock to be allotted to them respectively in satisfaction of the sum so capitalised. This Article is subject to any special conditions which may be attached to any shares upon the issue thereof.

Chairman.



A 5s.  
Companies  
Registration  
Stamp  
must be  
impressed  
here.

# THE COMPANIES ACT, 1929.

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## PARTICULARS OF A CONTRACT RELATING TO SHARES.

*PURSUANT TO SECTION 42 (2).*

Name  
of  
Company

*Tube Fittings.*

REGISTERED  
27 APR 1937

Limited.

The Particulars must be stamped with the same Stamp duty as would have been payable if the Contract had been reduced to writing.

---

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

otherwise than in cash by Tube Fittings

Limited.

(1) The number of shares allotted as fully or partly paid up otherwise than in cash.

6,000

(2) The nominal amount of each such share.

£ 1 .

(3) The amount to be considered as paid up on each such share otherwise than in cash.

£ 1 .

(4) If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in part 5, state the nature of such consideration and the number of shares so allotted.

Distribution to Shareholders of accumulated profits on per Resolution of the Company in General Meeting dated 8th February 1937.

6,000 Ordinary Shares of £1 each fully paid allotted to the existing Shareholders in the proportion of one share for every two shares held.





If the allotment is made in satisfaction or part satisfaction of the purchase price of property give a brief description of such property and full particulars of the manner in which the purchase price is to be satisfied.

(1) Brief description of property.

(2) Purchase price £  
(a) Total amount considered as paid on shares allotted otherwise than in cash  
(b) Cash £  
(c) Amount of debt released or liabilities assumed by the purchase including mortgages on property acquired  
Total purchase price £

(6) Give full particulars, in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads :—

Legal Estates in Freehold property and Fixed plant and Machinery and other Fixtures thereon<sup>(a)</sup>  
Legal Estates in Leasehold property<sup>(a)</sup>  
Fixed plant and Machinery on Leasehold property (including Tenant's, Trade and other Fixtures)  
Equitable Interests in Freehold or Leasehold property<sup>(a)</sup>  
Loose plant and Machinery, Stock in Trade, and other Chattels<sup>(b)</sup>  
Goodwill and Benefit of Contracts  
Patents, Designs, Trade Marks, Licences, Copyrights, &c.  
Book and other Debts  
Cash in Hand and at Bank on Current Accounts, Bills, Notes, &c.  
Cash on Deposit at Bank or elsewhere  
Shares, Debentures and other investments  
Other property, viz. :—

£ s. d.

£

COMPANY LIMITED BY SHARES



(Copy)

SPECIAL RESOLUTION.  
(Pursuant to The Companies Act, 1948, Section 141)

of

TUBE FITTINGS LIMITED

Passed the 27th day of July, 1949.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the registered office of the Company at Garratts Lane, Old Hill in the County of Stafford, on the 27th day of July, 1949 the following SPECIAL RESOLUTIONS were duly passed :-

1. That the Articles of Association of the Company be altered as follows :-

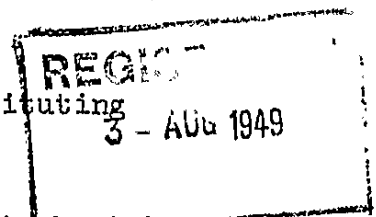
- (a) By deleting Article 14 and substituting therefor the following :

"14. Clauses 20 and 22 of Table A shall be read subject to the following provision:

the Directors shall have an absolute right to refuse to register a transfer of any share, whether the proposed transferee be a member of the Company or not and whether or not it is a fully paid share, without assigning any reason therefor."

- (b) By deleting Article 20 and substituting therefor the following :

"20. Subject to the provisions of the Companies Act, 1948, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being Corporations by their duly authorised



STEPHENSON HARWOOD & CO. LTD.  
16, OLD BROAD STREET.  
E.C.4.

3041

representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held".

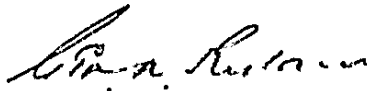
(c) By deleting the words "as provided by Article 31" in Article 26 (e).

(d) By deleting Article 31 and substituting therefor the following :

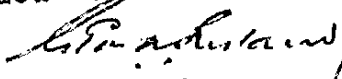
"31. It shall not be necessary for a Director to acquire or hold any qualification shares, and accordingly Clause 70 of Table A shall not apply."

2. That the Company's Articles of Association be and shall be deemed always to have been altered by the insertion of the following Article immediately after Article 15, namely :

"13a. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe, and Clause 41 of Table A shall be regarded as modified accordingly."

  
Chairman.

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

 Director.

 Secretary.



4. That the existing 25,000 Ordinary Shares of \$1 each in the Company all of which have been issued and are fully paid be converted into Preference Shares having attached thereto the rights and privileges set forth in the new Articles of Association referred to in Resolution Number 2 above.

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COMPANY LIMITED BY SHARES.

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NEW

Articles of Association

OF

TUBE FITTINGS LIMITED.

*(Adopted by Special Resolution passed on the 18th day of March 1960).*

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PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (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, that Clauses in Part I of Table A numbered 15, 24, 47, 48, 53, 58, 68, 75, 76, 77, 79, 84, 87, 88, 95, 99, 106, 107, 108, 109, 131, 132, 133 and 134 shall not apply to this Company, but in lieu thereof and in addition to the remaining clauses of Part I of Table A the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4 and 5 (but not Clause 6) in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. (A) The share capital of the Company at the date of the adoption of these Articles is £25,100, divided into 25,000 Non-Cumulative Preference Shares of £1 each and 100 Ordinary Shares of £1 each.

(B) The Non-Cumulative Preference Shares of £1 each shall confer on the holder or holders thereof the rights and privileges and be subject to the restrictions hereinafter mentioned, namely:—

(i) The right to receive out of the profits of the Company resolved to be distributed in any financial year or other period of the Company a fixed non-cumulative preferential dividend at the rate of four per centum per annum on the capital paid up or credited as paid up on the said Preference Shares respectively in priority to any payment to the holders of the Ordinary Shares but to no further rights to share in the assets of the Company.

(ii) The right on a liquidation or return of capital to receive the capital paid up or credited as paid up on the said Preference Shares in priority to any payment to the holders of the Ordinary Shares but ~~to~~ no further rights to share in the assets of the Company.

(iii) The right to receive notices of and to attend and vote at General Meetings of the Company only if the fixed preferential dividend on the Preference Shares has not been paid or recommended by the Directors for payment in respect of the last complete financial year or other period of the Company within a period of six months from the expiry thereof or if a resolution is to be proposed for winding up the Company or reducing the capital thereof or modifying or abrogating any of the rights attached to the said Preference Shares.

The shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they shall think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up 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 two or more joint holders.

#### TRANSFERS.

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

#### BORROWING POWERS.

6. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled capital, or by the issue at such price as they may think fit of bonds, debentures or debenture stock either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Directors may think expedient.

7. A register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of the registered holders of such debentures and of any member of the Company subject to such restrictions as the Company in General Meeting may from time to time 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.

8. A General Meeting of the Company shall be held in each calendar 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 by any two members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings", all other General Meetings shall be called "Extraordinary General Meetings".

9. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two members present in person or by proxy and entitled to vote at the meeting shall be a quorum for all purposes. Provided always that for the purpose of this Article and for the purpose of Article 11 hereof a corporation represented by proxy under Clause 70 of Table A or by a representative under Clause 74 of Table A shall be deemed to be personally present.

10. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded. Any person present in person and entitled to vote may demand a poll. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

11. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company and shall have the same right to speak as the member whom he represents.

12. Subject to the provisions of the Companies Act 1948, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

## DIRECTORS.

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

14. The Directors shall have power at any time and from time to time to appoint any other 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 fixed as hereinbefore mentioned. 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.

15. It shall be unnecessary for any Director to hold a share qualification.

16. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

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

18. A resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held.

19. A person shall be capable of being appointed or re-appointed a Director of the Company notwithstanding that he shall have attained the age of seventy at or prior to the date of such appointment or re-appointment, and no Director shall vacate his office by reason of his having attained the age of seventy or any other age.

20. (1) For the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees, the Managing Directors and Directors holding salaried appointments shall be deemed employees of the Company, and may accordingly (if otherwise qualified under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's moneys any premiums or contributions becoming payable by the Company under the provisions of any such scheme in respect of Directors who are members thereof, and any Director may vote at Board Meetings upon any resolution or matter relating to any such scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter.

(2) A Managing Director or other Director holding a salaried appointment may, as a term of his employment or on or after his retirement, be granted by the Board pension rights for himself or any of his dependents.

21. (1) A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948.



(2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:—

- (i) Any arrangement for giving any Director any security or indemnity in respect of money lent by him to, or obligations undertaken by him for, the benefit of the Company, or
- (ii) Any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security, or
- (iii) Any contract by a Director to subscribe for or underwrite shares or debentures of the Company, or
- (iv) Any contract or arrangement with any other company in which he is interested if that other company be a holding or subsidiary company of the Company or any other subsidiary of the Company's holding company or a company in which the Director is interested solely or mainly as an officer of the Company or as a holder of shares or other securities only;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction by the Company in General Meeting.

(3) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(a) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

22. Any Director may continue or become a Director, Managing Director, Manager or other officer or member of any other company in which this Company may be interested, and subject to any contract between himself and the Company, no such Director shall be accountable for any remuneration or other benefits received by him as a Director, Managing Director, Manager or other officer or member of any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as Directors of such other company in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors, Managing Directors, Managers or other officers of such company or voting or providing for the payment of remuneration to the Directors, Managing Directors, Managers or other officers of such company), and any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a Director, Managing Director, Manager or other officer of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

23. The Directors shall have power to designate any employee of the Company as a Departmental Director or a Director of any branch of the Company's business or a Director with any other distinctive title for such period at such remuneration with such powers and discretions and in all respects on such terms as they may think fit, and no such employee shall be thereby constituted a Director of the Company.

24. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall, *ipso facto*, cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect any appointment made by him pursuant to this Article which was in

force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointments left at the office.

### DISQUALIFICATION OF DIRECTORS.

25. The office of a Director shall be vacated—

- (A) If he becomes bankrupt or insolvent or compound with his creditors.
- (B) If he become of unsound mind.
- (C) If he be convicted of an indictable offence not for an offence under the Road Traffic Act 1930 or any statutory provision in lieu or modification thereof.
- (D) 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.
- (E) If he become prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948.
- (F) If he give the Company 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 made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

### MANAGING DIRECTOR.

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

### CAPITALISATION OF PROFITS AND RESERVES.

27. Subject to any necessary sanction or authority being obtained, a General Meeting may, by Ordinary Resolution, direct capitalisation or application of the whole or any part of the undistributed profits for the time being of the Company or the whole or any part of any of the Company's capital or revenue reserve funds or the whole or any part of the share premium account or the capital redemption reserve fund or any amount available for distribution hereunder: (1) By the distribution among the holders of the ordinary shares of paid up shares, debentures or debenture stock, bonds or

other obligations of the Company, or (2) By the crediting of any ordinary shares of the Company which have been issued and are not fully paid up in proportion to the amounts paid or credited as paid thereon respectively with the whole or any part of the sums remaining unpaid thereon to the extent of the sums so capitalised and the Directors shall give effect to such resolution and apply such portion of the profits or reserve accounts or such other amounts as may be directed to be so capitalised or applied for the purpose of making payment in full at par for the shares, debentures or debenture stock, bonds or other obligations of the Company so distributed or (as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on such ordinary shares accordingly: Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares: And provided further that no such distribution or payment shall be made unless recommended by the Directors.

28. Where any difficulty arises in regard to any distribution or payment under the last preceding Article, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and generally may make such arrangements for the acceptance, allotment and sale of any shares, debentures, debenture stock, bonds, obligations and fractional certificates and otherwise as they may think fit. In cases where some of the ordinary shares of the Company are fully paid and others are partly paid only any such capitalisations as aforesaid may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon, but so that as between the holders of the fully paid shares and the partly paid shares the sums so applied in the payment up of such further shares and in the diminution or extinguishment of the liability on the partly paid shares shall be so applied pro rata in proportion to the nominal amounts of the shares then already fully paid and the amount then already paid or credited as paid on the partly paid shares. When required a proper contract shall be filed in accordance with the provisions of the Statutes and the Directors may appoint any person to sign such contract on behalf of members participating in such distribution or whose shares shall be so credited as fully or partly paid and such appointment shall be effective and the contract may provide for the acceptance by such members of the shares to be allotted to them respectively or (as the case may be) of the sums so credited as paid on the ordinary shares then already held by them respectively in satisfaction of their claims in respect of the sum so capitalised. This and the preceding Article are subject to any special conditions which may be attached to any shares hereafter issued.

29. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member or to his registered

address as appearing in the register of members or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. In the case of joint holders of a share, all or any of whom are described as having an address within the United Kingdom, all notices shall be given to that one of the joint holders so described whose name stands first in the register of members, and notice so given shall be sufficient notice to all the joint holders, and no joint holder other than the first-named as aforesaid shall be entitled to receive notices from the Company.

30. Any notice or other document if served by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

31. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder unless his name shall, at the time of the service of the notice or document, have been removed from the register as the holder of the share and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. A member who shall not be and members holding any share jointly no one of whom shall be described in the register as having an address in the United Kingdom and who in either case shall not have supplied an address within the United Kingdom for the giving of notice to him in pursuance of Article 30 shall not be entitled to have any notice sent to him or them from the Company and the registered office of the Company shall be deemed the registered address of every such member for the purpose of formal notice and all proceedings taken without other notice to any such member shall be as valid as if he had had due notice thereof.



Chairman.

THE COMPANIES ACT, 1948.



Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

NAME OF  
COMPANY.....

.....TUBE FITTINGS..... LIMITED.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

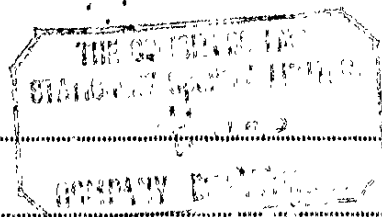
SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*



51926 (N)

*Presented by*



*Handwritten signature and initials.*

*C1728*

To the REGISTRAR OF COMPANIES.

The additional Capital is divided as follows:—

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:—

.....none.....of the new Shares are Preference Shares, and are (b) [not] redeemable.

Director

(State whether Director, or Secretary)....

Dated the nineteenth day of March 1960

**This margin to be reserved for binding.**

NO. OF COMPANY.....212644 / 57

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

## Statement of Increase of Nominal Capital.

*Pursuant to Section 112 of the Stamp Act, 1891.*

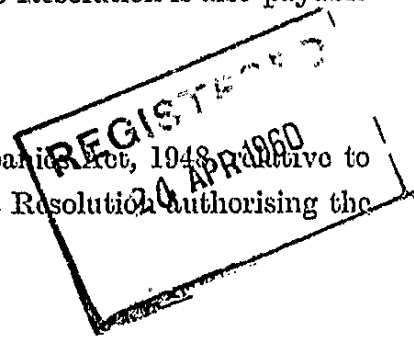
(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF  
COMPANY.....

TUBE FITTINGS.....LIMITED.

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.



CAT. No. CA.26.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

S1223 (K) L

*Presented for registration by*

THE SOLICITORS LAW  
STATIONERY SOCIETY LIMITED.

C1729





The Companies Acts, 1948 to 1967

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COMPANY LIMITED BY SHARES

---

SPECIAL RESOLUTION

of

TUBE FITTINGS LIMITED

(Registered , 1969)

AT an Extraordinary General Meeting of the above-named Company duly convened and held at 303 Halesowen Road, Netherton, Dudley, Worcestershire on Monday the 5th day of May, 1969 the following Resolution was duly passed as a Special Resolution of the Company.

RESOLUTION

That each of the issued 25,000 4% Non-Cumulative Preference Shares of £1 each in the capital of the Company all of which are fully paid or credited as fully paid be converted into Ordinary Shares of £1 and that such shares shall rank pari passu in all respects with the existing issued Ordinary Shares of £1 each in the capital of the Company.

Dated this 5th day of May 1969.

*N. A. Hickman*

N. A. Hickman  
Chairman of Meeting.

THE SOLICITORS LAW  
TUBNEY SOCIETY LIMITED  
12 HOUSE, BREMS BUILDING,  
FETTER LANE,  
LONDON. E.C.4  
COMPANY DEPARTMENT



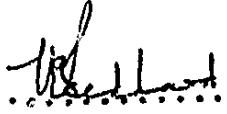
TUBE FITTINGS LIMITED

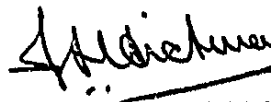
(Registered

, 1969)

WE, the undersigned, being the registered holders of the whole of the issued 4% Non-Cumulative Preference Shares of £1 each in the capital of the above-named Company HEREBY CONSENT to all variations in the rights attached to such shares effected by the Special Resolution set out in the Notice dated the 5th day of May, 1969 convening an Extraordinary General Meeting of the Company to be held on the 5th day of May, 1969

Dated the 5th day of May, 1969.

  
.....  
Director for and on behalf of  
Midland Iron Group (C  
Heath) Limited

  
.....  
N. A. Hickman

CIVIL LAW  
SOLICITORS LIMITED,  
6418 BUILDINGS,  
1 LANE,  
N. E.C. 4,  
DEPARTMENT



# THE COMPANIES ACTS 1948 to 1967

## Notice of Situation of Registered Office or of any Change therein

Pursuant to Section 107 of the Companies Act 1948

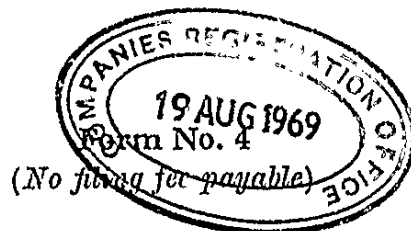
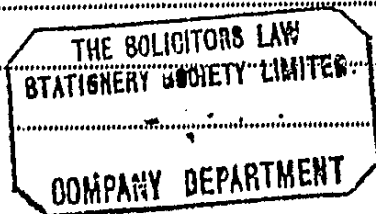
Insert the  
Name of  
the Company { TUBE FILTINGS Limited

Notice of the Situation of the Registered Office of the Company and of any *Change* therein must be given within 14 days after the incorporation of the Company or of the *Change* as the case may be (Section 107 (2) of the Act).

If default is made in complying with Section 107, the Company and every officer of the Company who is in default is liable to a default fine.

Presented by

Presentor's Reference.....



### THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

40 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF 4EA;  
28-30 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew  
Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

A List of Companies books and forms sent free on application  
Companies 4

[P.T.O.]

Notice of the Situation of the Registered Office  
OF

.....  
.....TUBE FITTINGS.....Limited  
.....  
or of any change therein  
.....  
.....

To THE REGISTRAR OF COMPANIES.

.....  
.....TUBE FITTINGS.....Limited  
.....  
hereby gives you notice, in accordance with Section 107 of the Companies Act  
1948, that the Registered Office of the Company is situated at

.....303 Halesowen Road, Redditch, Dudley,  
.....  
.....Worcestershire  
.....

(Signature).....

(State whether Director  
or Secretary).....

Dated the.....18th.....day of.....August.....19<sup>69</sup>

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

No. 212644

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TUBE FITTINGS LIMITED

FROM OYEZ SERVICES LIMITED  
COMPANY DIVISION  
27 CRIMSCOTT STREET  
LONDON SE1 5TT

(Registered

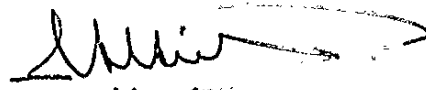
1977)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 303 Halesowen Road, Netherton on Friday the 3rd day of June 1977 the following Resolution was duly passed as a Special Resolution of the Company:

RESOLUTION

That the New Articles of Association presented to the meeting and for the purpose of identification signed by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing regulations of the Company.

Dated the 3rd day of June 1977



Chairman of Meeting

NAH



THE COMPANIES ACT 1929  
and  
THE COMPANIES ACTS 1948 to 1976

-----  
COMPANY LIMITED BY SHARES  
-----

FROM OYET SERVICES LIMITED  
COMPANY DIVISION  
27 CRIMSCOTT STREET  
LONDON SE1 7T

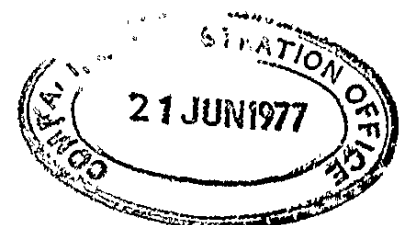
NEW  
ARTICLES OF ASSOCIATION  
of  
TUBE FITTINGS LIMITED

(Adopted by Special Resolution passed the 3rd day of June 1977)

---

Incorporated the 23rd day of March 1926

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-----  
COMPANY LIMITED BY SHARES  
-----

*Still Private*

NEW  
ARTICLES OF ASSOCIATION  
of  
TUBE FITTINGS LIMITED

(Adopted by Special Resolution passed on 3rd June 1977)

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.
2. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (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 regulations in Part I of Table A numbered 24, 53, 75 and 77 shall not apply to this Company but in lieu thereof and in addition to the remaining regulations in Part I of Table A the following shall be the regulations of the Company.
3. The Company is a Private Company and accordingly regulations 2, 3, 4 and 5 but not regulation 6 in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES

4. The authorised Share Capital of the Company at the date of the adoption of these Articles is £ 25,100 divided into 25,100 Ordinary Shares of £1 each.
5. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.



during the period aforesaid be liable to retirement by rotation but subject to regulation 88 of Part I of Table A shall hold office until removed by the Parent Company under the powers herein contained and regulations 89 to 97 inclusive of Part I of Table A shall take effect accordingly subject to the provisions of this Article.

11. A Director need not be a member of the Company but he shall nevertheless be entitled to receive notice of and to attend and speak at General Meetings of the Company.

12. 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 and any Director retiring or liable to retire under the provisions of these presents and any person proposed to be appointed a Director shall be capable of being re-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 or 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.

13. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, managers or other officers or servants of such company or voting or providing for the payment of remuneration to the directors, managing directors, managers or other officers or servants of such company) and any Director of this Company may vote in favour of the exercise of such voting right in manner aforesaid notwithstanding that he

6. The lien conferred by regulation 11 of Part I of Table A shall attach to fully paid up 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 two or more joint holders.

7. The instrument of transfer of any share shall be signed by or on behalf of the transferor and, in the case of a partly paid share, by the transferee and regulation 22 of Table A Part I shall be modified accordingly.

#### GENERAL MEETINGS

8. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.

#### DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two.

10. So long as any Company (hereinafter called "the Parent Company") or its subsidiary companies or nominees shall hold not less than three-fourths of the shares of the Company for the time being it shall have the right of nominating the Directors of the Company and shall be entitled from time to time to remove any such nominee or any other Director from the Board and to fill any vacancy therein which may arise from any cause and the Directors in office at the date of adoption of this Article shall for the purposes hereof be deemed to have been nominated by the Parent Company. The Parent Company shall also be entitled during the period aforesaid to fix the remuneration of the Directors and the first sentence of regulation 76 of Part I of Table A shall accordingly not apply during the said period.

may be or be about to be appointed a director, managing director, manager or other officer or servant of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

#### BORROWING POWERS

14. (a) Subject as hereinafter provided, 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 collateral security for any debt liability or obligation of the Company or of any third party. Provided that the Directors shall restrict the borrowings of the Company so as to secure that the aggregate amount for the time being remaining undischarged of money raised borrowed or secured by the Company shall not at any time exceed such an amount as shall from time to time be authorised in writing by the Board of Directors of The Central Manufacturing & Trading Group Limited or any other company which shall for the time being beneficially own more than fifty per centum of the issued share capital of the Company.

(b) Notwithstanding anything contained in these Articles of Association the Directors shall have power to cause the Company to guarantee any debenture, debenture stock or other obligation of its Parent Company The Central Manufacturing & Trading Group Limited and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of The Central Manufacturing & Trading Group Limited or otherwise concerned or interested in such matter.

-----

This is a print of the New Articles of Association of the Company which were, by Special Resolution of the Company duly passed on the 3rd day of June 1977 adopted as the Articles of Association of the Company in lieu of and to the exclusion of the Articles of Association then existing.

A handwritten signature in dark ink, appearing to be 'H. H. H.', written over a horizontal line.

Chairman of Meeting

N.A.H.

THE COMPANIES ACT 1929

and

THE COMPANIES ACTS 1948 to  
1976

-----  
COMPANY LIMITED BY SHARES  
-----

NEW

ARTICLES OF ASSOCIATION

of

TUBE FITTINGS LIMITED

(Adopted by Special Resolution  
dated 3rd day of June 1977)

Incorporated 23.3.26.

No. 272644

HIGGS & SONS  
SOLICITORS  
BRIERLEY HILL

COMPANY NUMBER:

212644/140

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

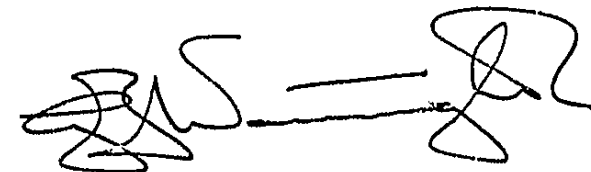
OF

TUBE FITTINGS LIMITED  
PASSED 12TH FEBRUARY 1986

At an Extraordinary General Meeting of the members of the company duly convened and held at Neville House, 42/46 Hagley Road, Birmingham B16 8PA on 12th February 1986, the following Special Resolution was duly passed:-

Clause 3 (r) of the Memorandum of Association should be replaced by the following:-

"To receive loans at interest or otherwise from, and to lend money and give credit to with or without security, and to guarantee and become or give security for the performance of contracts by any persons, firms or companies, whether or not such guarantees shall be of benefit to the Company".

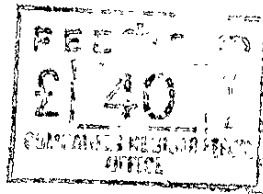


CHAIRMAN.



NUMBER 212644

143



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TUBE FITTINGS LIMITED

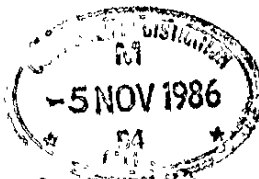
Passed 28th October 1986

Extraordinary General Meeting of the Members of the above  
Company duly convened and held at Neville House, 42/46 Hagley  
Birmingham on 28th October 1986 the following resolution was  
as a Special Resolution:-

That the name of the Company be changed to:-

CMT ENGINEERING LIMITED

MAN.



Bar/E 80.101  
328916.

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 212644 / 144

I hereby certify that

TUBE FITTINGS LIMITED

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

Given under my hand at the Companies Registration Office,  
Cardiff the 17TH NOVEMBER 1986

*M. Moss.*  
MRS. M. MOSS

an authorised officer