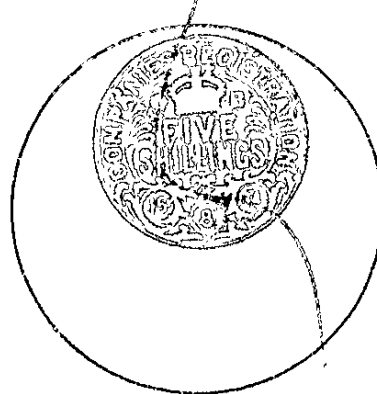


# THE COMPANIES ACT, 1929.



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

## Declaration of Compliance with the Requirements of the Companies Act, 1929, on Application for Registration of a Company.

Pursuant to Section 15 (2).

REGISTERED  
16 AUG 1934

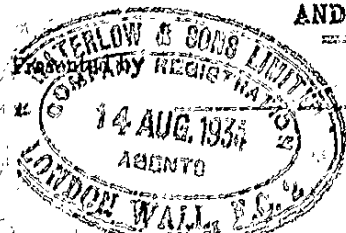
Name  
of  
Company

W. H. SMITH & CO. (ELECTRICAL ENGINEERS) Limited.

PUBLISHED AND SOLD BY

### ATERLOW & SONS LIMITED,

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



of 47, Mosley Street, Manchester in the County of

Lancaster Solicitor,

(a) "A Solicitor of  
the Supreme Court (or  
in Scotland an Enrolled  
"Law Agent") engaged  
"in the formation,"

or

"A Person named in  
the Articles of Assoc-  
iation as a Director  
or Secretary."

Do solemnly and sincerely declare that I am <sup>(a)</sup> a Solicitor of the

Supreme Court engaged in the formation

of W. H. Smith & Co. (Electrical Engineers)

Limited

and That all the requirements of the Companies Act, 1929,

in respect of matters precedent to the registration of the said

Company and incidental thereto have been complied with. And I make

this solemn Declaration conscientiously believing the same to be true and

by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Manchester in the County

of Lancaster

the 13<sup>th</sup> day of August

one thousand nine hundred and thirty four

Before me,

J. F. P. R. R.

A Commissioner for Oaths.

*J. F. P. R. R.*

of Company

20001 2



W. H. SMITH & CO (ELECTRICAL ENGINEERS) LIMITED.

REGISTERED

16 AUG 1934

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp

Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for

every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

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

Presented by



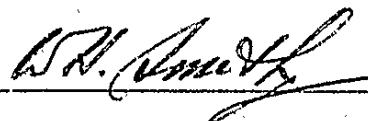
The NOMINAL CAPITAL of

W. H. SMITH & CO (ELECTRICAL ENGINEERS)

Limited

is £ 5,000 divided into 5000 shares of £ 1 each

Signature



Director

State whether Director, or Manager, or Secretary.

Date 19<sup>th</sup> day of August 1934

201251/3

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



MEMORANDUM OF ASSOCIATION

- of -

W.H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED REGISTERED

16 AUG 1934

1. The name of the Company is W.H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (a) To carry on at such places in the United Kingdom or elsewhere, as may be determined by the Directors of the Company, all or any of the businesses following, that is to say the businesses of manufacturers of and dealers in dynamos, motors, armatures, magnetos, batteries, accumulators, acids and containers, conductors, insulators, transformers, converters, switchboards, stoves, cookers, glass, pottery, rubber, and other insulating materials, control gear, fans, wireless transmitting and receiving sets, gramophones, sound reproducing and amplifying instruments, cinematograph machines, cameras, lenses, and other photographic apparatus, electrical plant, fittings, machinery apparatus, lamps, cables, and electrical appliances, supplies, equipment and fittings of every description, including television and stereoscopic projection apparatus, railway locomotives, carriages, wagons, and running stock, motor omnibuses, motor cars, and accessories, motor cycles, aeroplanes, seaplanes and air vehicles or apparatus.
  - (b) To carry on business as ironmasters, ironfounders, steelmakers, manipulators or and workers in metals and alloys of all descriptions, manufacturing chemists, cinematograph specialists, electrical engineers mechanical engineers, radio engineers, telephonic and electrical contractors, wood and timber merchants, joiners, and carpenters, manufacturers of and dealers in furniture, fittings, plant, apparatus, accessories and equipment for cinemas, theatres, studios, and other buildings, ironmongers, hardware dealers, carriers, builders merchants, and general storekeepers.
  - (c) To purchase or otherwise acquire any patents, brevets d'inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use 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 or grant licences in respect of or otherwise turn to account the property and rights so acquired.

- (d) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (f) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit this Company. To take, or otherwise acquire, and hold shares in any other company having objects altogether, or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (g) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (h) To sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares, partly or fully paid up debentures, debenture stock, or securities of any other company, whether actually incorporated and existing, or proposed to be formed or granted by the purchaser or otherwise.
- (i) To promote, finance, or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (j) To raise or borrow, or secure the payment of money for the purpose of the Company, upon such terms and on such security as may seem to the Company expedient, and in particular, by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.

- (k) To make and execute any deed, Indenture, Agreement, Appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto, or connected therewith, and to draw, accept, endorse, discount, and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants, and other negotiable, commercial or transferable instruments or securities.
- (l) To pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (n) To lend money to such person and on such terms as may seem expedient.
- (o) To give any guarantee or indemnity as may seem expedient.
- (p) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.
- (q) To distribute by way of dividend or otherwise any of the property of the Company in specie.
- (r) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by, or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (s) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch places of business in any colony or dependency, or in any foreign country or place.
- (t) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations.
- (u) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employes or ex-employes of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects,

or for any exhibition, or for any public, general or useful objects.

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

4. The liability of the Members is limited.
5. The share capital of the Company is \$5000 divided into 5000 shares of \$1 each.
6. Subject to the provisions of Section 61 of the Companies Act 1929, the Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or new capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such shares any preferences, rights, privileges, or priorities in payment of dividends or distribution of assets, or otherwise over any other shares, or to subject the same to any restrictions, limitations, or conditions, and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>W.H. Smith</i> <i>53. Broadway.</i> <i>Salford.</i> <i>Electrical Engineering.</i>	<i>one</i>
<i>J.J. Munster.</i> <i>482 Lytham Rd</i> <i>Blackpool. Lancs</i> <i>Shipping Merchants Cashiers</i>	<i>one</i>

DATED the 13<sup>th</sup> day of August 1934.

WITNESS to the above Signatures :-

*J. Munster*  
*Witness,*  
*Manchester*



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

- of -

W.H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED.

REGISTERED

PRELIMINARY.

16 AUG 1934

1. Subject as hereinafter provided, the regulations in Table "A" in the First Schedule to the Companies Act, 1929, shall apply to this Company.
2. The Company shall be a private Company pursuant to the Companies Act 1929, and for this purpose the number of the Members of the Company (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall be limited to fifty.
3. The Company shall not issue to the public any invitation to subscribe for any shares or debentures of the Company.

SHARES AND CERTIFICATES.

4. The Shares shall be under the control of the Directors, who may allot and dispose of the same to such persons, on such terms and in such manner as they think fit. Shares may be issued at par or at a premium, and subject to the provisions of Section 47 of the Companies Act 1929, shares may be issued at a discount.
5. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls and such calls may be made payable by instalments.
6. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any shares as the absolute owner thereof, and shall not, except as ordered by a Court of competent jurisdiction, be under any obligation to recognise any trust or equity or equitable claim to or interest in such share on the part of any other person, whether or not it shall have express or any other notice thereof.

TRANSFER OF SHARES.

7. (A) No share shall, save as provided by clause (H) of this Article, be transferred to a person who is not a Member, so long

as any Member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to Membership is willing to purchase the same at the fair value.

(B) In order to ascertain whether any Member or person selected as aforesaid is willing to purchase a share, 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 several shares, and in such case operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(C) If the Company shall within the space of twenty-eight days after being served with such notice find a Member or person willing to purchase the share (hereinafter called "the purchasing Member") and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the share to the purchasing Member.

(D) In case any difference arises between the proposing transferor and the purchasing Member 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 such sum shall be deemed to be 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 purchasing Member to be entered in the Register as the holder of the share, and shall hold the purchase-money in trust for the proposing transferor. The receipt of the Company for the purchase-money shall be a good discharge to the purchasing Member, and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(F) If the Company shall not within the space of twenty-eight days after being served with a transfer notice find a Member willing to purchase the shares, and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to clause (I) of this Article, to sell and transfer the shares or 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 shares specified in any notice served on the Company, pursuant to clause (B) of this Article, 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.

(H) Any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower of such deceased Member, and clause (A) of this Article shall not apply to any transfer authorized by this clause.

(1) The Directors may refuse to register any transfer of a share (a) where the Company has a lien on the share; (b) where it is not proved to their satisfaction that the proposed transferee is a responsible person; (c) where the Directors are of an opinion that the proposed transferee is not a desirable person to admit to Membership, but notice of such refusal to register shall be sent to the transferee in accordance with the provisions of Section 66 of the Companies Act 1929. But paragraphs (b) and (c) of this clause shall not apply where the proposed transferee is already a Member, nor to a transfer made pursuant to clause (E) of this Article.

#### MEETINGS.

8. An instrument appointing a proxy may appoint several persons in the alternative, and clause 61 of Table "A" shall be modified accordingly.
9. Two Members personally present at a General Meeting of the Company shall be a quorum, and clause 45 of Table "A" shall be modified accordingly.

#### DIRECTORS.

10. The qualification of a Director shall be the holding of shares of the nominal value of £100 at least.
11. William Horace Smith and James Frederick Urmston shall be the first Directors of the Company. The said William Horace Smith shall be entitled, subject to clause 17 hereof, to retain office so long as he holds shares of the nominal value of £100 and whilst holding office by virtue of this provision shall be called a permanent Director and Articles 73, 74 and 80 of Table A shall not apply to a permanent Director. The said William Horace Smith shall be the first Chairman of Directors and shall hold such office until he shall cease to be a permanent Director and in addition to being the Chairman of Directors shall be entitled to four votes and no resolution passed by the Board of Directors shall be valid and effective unless actually agreed to or confirmed by the said William Horace Smith.
12. The Directors, including permanent Directors, shall not be less than two nor more than five. Article 77 of Table "A" shall not apply.
13. The Company in General Meeting shall have power to appoint the ordinary Directors and to fix their remuneration and qualification.
14. Unless otherwise determined by the Directors, two shall form a quorum at a Meeting of Directors.
15. A Resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.
16. Articles 64, 65 and 66 of Table "A" shall not apply.

DISQUALIFICATION OF DIRECTORS.

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

(A) If he ceases to be a Director by virtue of Section 141 of the Companies Act 1929.

(B) If he becomes prohibited from being a Director by reason of any order made under Section 217 or Section 275 of the Companies Act 1929.

(C) If he becomes bankrupt or insolvent or compound with his creditors.

(D) If he becomes of unsound mind or be found a lunatic.

(E) If he be convicted of an indictable offence and the other Directors resolve that in their opinion such offence involved fraud or dishonesty on his part.

(F) If he absent himself from the Meetings of the Directors for a period of six months, except through illness without special leave of absence from the other Directors.

(G) If he give the Directors one month's notice in writing that he resigns his office.

Clause 72 of Table "A" shall not apply.

18. A Director may enter into contracts or arrangements, or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party, or in which he is interested, by reason of his being at the same time a Director of the Company; provided that such Director discloses to the Board, at or before the time when such contract, arrangement, or dealing is determined upon, his interest therein, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest in accordance with the provisions of Section 149 of the Companies Act 1929. No Director shall vote as a Director in regard to any Contract, arrangement or dealing in which he is interested, or upon any matter arising thereout, nor shall he be reckoned in estimating a quorum when any such contract, arrangement or deal is under consideration.

19. A Director may hold any other office or place of profit in the Company in conjunction with his 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.

WINDING UP.

20. With the sanction of an Extraordinary Resolution of the Shareholders, any part of the assets of the Company, including any shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be

5

closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

INDEMNITY.

21. Subject to the provisions of Section 152 of the Companies Act 1929 every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company, to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the Members over all other claims.

ACCOUNTS.

22. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditor's report shall be furnished to any Member of the Company entitled to receive notices of General Meetings who shall request the same within three days of such request being received, and clause 101 of Table A shall be amended accordingly.

NOTICES.

23. A Member of the Company who has no registered address within the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company and clause 104 of Table A shall not apply.

Names, Addresses and Descriptions of Subscribers.
<i>W.H. Smith. 53. Ropewalk, Lanchester Electrical Engineer. Lancr.</i>
<i>J.D. Munro. 482 Lytham Rd Blackpool Shipping Merchants Cashier Lancs</i>

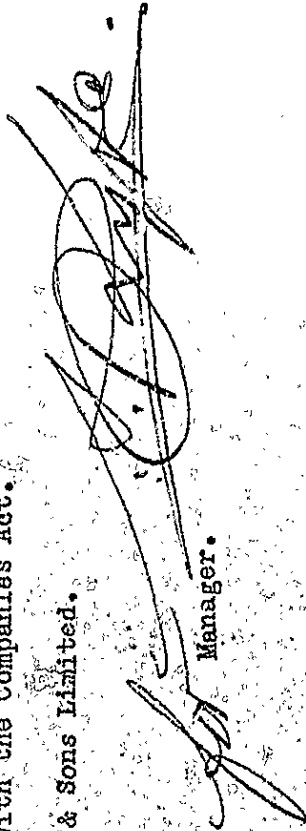
DATED the 18<sup>th</sup> day of August 1934.

WITNESS to the above Signatures :

*[Signature]*  
Solicitor  
Manchester

THIS IS TO CERTIFY that the within Memorandum and Articles of Association  
are produced by lithographic printing by Waterlow & Sons Limited of London  
Wall, E.C.2, and are in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.

A large, stylized handwritten signature in dark ink, consisting of several loops and a long horizontal stroke extending to the right.

Manager.

DUPLICATE FOR THE FILE.

No.

261501



# Certificate of Incorporation

I Hereby Certify,

That

W. H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this sixteenth day of August One

Thousand Nine Hundred and thirty-four

*W A McKerr*

Registrar of Companies.

Certificate  
received by

*Sd/- J. G. Henderson & Co. Ltd.  
London Wall*

Date 16/8/34

No. of Company 291281.



THE COMPANIES ACT, 1929.

## Special Resolution

OF

**W. H. Smith & Co. (Electrical Engineers) Limited.**

REGISTERED

25 JUL 1939

*Passed 18th July, 1939.*

At an EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at the Registered Office of the Company, 12, York Street, Manchester, on the 18th day of July, 1939 (all the shareholders having consented to the holding of such meeting without the statutory length of notice in that behalf having been given), the following Resolution was proposed as a SPECIAL RESOLUTION and was duly passed :—

That the Articles of Association of the Company be altered as follows :—

(a) By inserting immediately after Article 6 the following new Articles to be numbered 6a and 6b under the heading of "CAPITALISATION OF PROFITS" :—

6a. The Company in General Meeting may at any time and from time to time, when no dividend on any Preference Shares for the time being issued is in arrear, pass an Ordinary Resolution to the effect that it is desirable to capitalise a sum, being the whole or part of the undivided profits of the Company standing to the credit of any Reserve Fund, or to the credit of the Profit and Loss Account, or being otherwise available for distribution, and accordingly that such sum be distributed as a Bonus, free of Income Tax, among the holders of Ordinary Shares of the Company at the date of the passing of such Resolution in proportion to the amount paid up on the Ordinary Shares held by them respectively, and that the Directors be authorised to distribute among them unissued shares credited as fully paid up to the like nominal value and in the like proportions and in satisfaction of such Bonus. Any such Resolution shall, if at the time of the passing thereof the Company has created any Preferred or Deferred Shares or any other class of share, specify out of which class or classes of shares the shares to be issued in satisfaction of such Bonus are to be allotted.



6b. When any such Resolution has been passed the Directors may allot and issue unissued shares credited as fully paid up to the holders of Ordinary Shares of the Company in satisfaction of any such Bonus and as nearly as may be in proportion to the amount paid up on the Ordinary Shares held by them respectively, with full power to make such provision by the issue of Fractional Certificates or otherwise as they think expedient for the case of fractions, and prior to such allotment may, if they think fit, authorise any person on behalf of the holders of Ordinary Shares of the Company to enter into an Agreement with the Company providing for the allotment to them of such shares, credited as fully paid up and in satisfaction as aforesaid, and any Agreement made under such authority shall be effective.

(b) By amending Articles 11 and 12 by deleting therefrom the word "permanent" wherever such word appears therein and substituting therefor the word "Governing."

  
Chairman.

Filed with the Registrar of Companies  
on the                      day of July, 1989.

No. of Company 291281. *18*



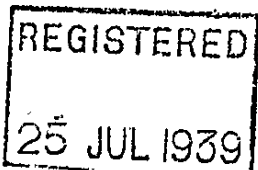
THE COMPANIES ACT, 1929.

## Ordinary Resolution

OF

**W. H. Smith & Co. (Electrical Engineers) Limited.**

*Passed 18th July, 1939.*

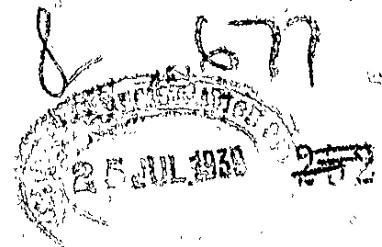


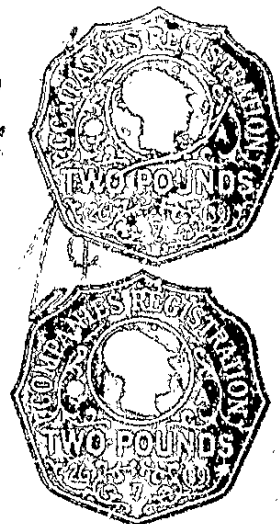
At an EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at the Registered Office of the Company, 12, York Street, Manchester, on the 18th day of July, 1939 (all the shareholders having consented to the holding of such meeting without the statutory length of notice in that behalf having been given), the following Resolution was proposed as an ORDINARY RESOLUTION and was duly passed:—

That the share capital of the Company be increased from £5,000, divided into 5,000 shares of £1 each to £20,000, divided into 20,000 shares of £1 each by the creation of 15,000 new shares of £1 each.

*W. H. Smith*  
Chairman.

Filed with the Registrar of Companies  
on the day of July, 1939.



No. of Company 291221 *19***THE COMPANIES ACT, 1929.****Notice of Increase in Nominal Capital.**  
*Pursuant to Section 52.*

Name of Company { W.H. SMITH & CO. (ELECTRICAL ENGINEERS) Limited.

REGISTERED  
25 JUL 1939

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, London, E.C.2, Birchin Lane, London, E.C.3,

Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham, 3.

Presented by \_\_\_\_\_

TO THE REGISTRAR OF COMPANIES.

W.H. SMITH & CO. (INCORPORATED) (GLASS)

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

Resolution of the Company dated the eighteenth day of

July, 1959, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 15,000.

beyond the Registered Capital of £5,000.

The additional Capital is divided as follows:—

Number of Shares

15,000.

### Class of Shares

Ordinary

Nominal amount  
of each share

£1.

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

The shares are to rank pari passu with the existing share capital of the Company subject to the powers of the Company under Clause 6 of its Memorandum of Association to issue any such shares as Preferred or Deferred shares as in such clause is mentioned.

**Signature**

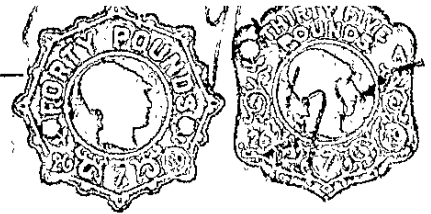
(State whether Director or Manager or Secretary.)

Dated the 24th day of July 1959 Director

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

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

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)



W.H. SMITH & CO. (ELECTRIC & ENGINEERS) LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

REGISTERED  
25 JUL 1939

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, London, E.C.2, Birchin Lane, London, E.C.3,  
Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham.

Presented by

[26A.]

25 JUL 1939  
675

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

The NOMINAL CAPITAL of

W.H. SMITH & CO. (PRINTING & BOOKSELLERS) Limited,

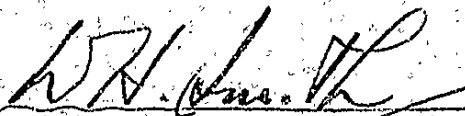
has by a Resolution of the Company dated 18th day of July, 1939

been increased by the addition thereto of the sum of £ 15,000, divided into

15,000 shares of £1 each beyond the Registered Capital of

£5000 divided into 5000 shares of £1 each.

Signature



Description Director

Date 24th July 1939.

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

291281

121

MIDDLETON  
2224.

REGISTERED

WYISTON,

ALKRINGTON GREEN,

MIDDLETON, LANCs.

16 AUG 1939

15th August 1939

TO/THE DIRECTORS OF  
MESSRS. W. H. SMITH & CO. ELEC:ENG. -LTD.  
12, YORK STREET. MANCHESTER, 2.

GENTLEMEN,

I HEREBY RENOUNCE IN FAVOUR OF  
UNDERSIGNED MR. E. J. BYRNE  
OF 26, ST. GEORGES CRESCENT,  
PENDLETON, 6  
500 OF THE 2,600 SHARES TO WHICH I AM ENTITLED  
UNDER THE RESOLUTION OF THE COMPANY PASSED ON  
THE 18th. DAY OF JULY 1939 FOR THE ISSUE OF  
BONUS SHARES,



YOURS TRULY,

SIGNATURE OF SHAREHOLDER.....

*W. H. Smith*



I ACCEPT THE ABOVE MENTIONED SHARES AND  
AUTHORISE MY NAME TO BE PUT ON THE REGISTER  
IN RESPECT OF THEM.

SIGNATURE OF NOMINEE.....

*W. H. Smith*

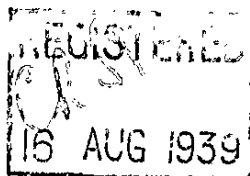


MANCHESTER, LANCs.  
10.10.1939

153

291281/22

MIDDLETON  
2021



RYLSTON,

ALKRINGTON GREEN,

MIDDLETON, LANCs.

TO/THE DIRECTORS OF  
MESSRS. W. H. SMITH & COMPANY ELEC:ENG. LTD.  
12, YORK STREET, MANCHESTER, 2.

GENTLEMEN,

I HEREBY RENOUNCE IN FAVOUR OF THE  
UNDERSIGNED ELSIE SMITH

OF RYLSTON,  
ALKRINGTON GREEN,  
MIDDLETON,



1,000 OF THE 2,000 SHARES TO WHICH I AM  
ENTITLED UNDER THE RESOLUTION OF THE COMPANY  
PASSED ON THE 18TH. DAY OF JULY 1939 FOR THE  
ISSUE OF BONUS SHARES,

YOURS TRULY,

SIGNATURE OF SHAREHOLDER.....



I ACCEPT THE ABOVE MENTIONED SHARES AND  
AUTHORISE MY NAME TO BE PUT ON THE REGISTER  
IN RESPECT OF THEM.

SIGNATURE OF NOMINEE.....



152

29/25/23

INFORM TO  
25.01.

REGISTERED  
16 AUG 1939

RYLSTON,

ALKRINGTON GREEN,

MIDDLETON, LANCs.

15th August 1939

TO THE DIRECTORS OF  
MESSRS. W. H. SMITH & COMPANY ELEC. ENG. LTD.,  
12, YORK STREET, MANCHESTER, 2.

GENTLEMEN,

I HEREBY RENOUNCE IN FAVOUR OF THE  
UNDERSIGNED F. AINSCOW,  
OF 17, BRANKSOME AVENUE,  
PRESTWICH,



100 OF THE 2,100 SHARES TO WHICH I AM ENTITLED  
UNDER THE RESOLUTION OF THE COMPANY PASSED ON THE  
18TH. DAY OF JULY 1939 FOR THE ISSUE OF BONUS  
SHARES,

YOURS TRULY,

SIGNATURE OF SHAREHOLDER...

*W. H. Smith*



WATERLOO & CO. LTD.

I ACCEPT THE ABOVE MENTIONED SHARES AND  
AUTHORISE MY NAME TO BE PUT ON THE REGISTER  
IN RESPECT OF THEM.

SIGNATURE OF NOMINEE...



151



**Resolutions**  
AND  
**Special Resolution**  
OF  
**W. H. SMITH & CO. (ELECTRICAL  
ENGINEERS) LIMITED.**

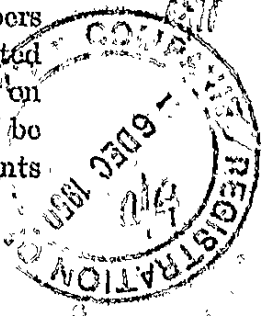
*(Passed the 24th day of November, 1950).*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 12 York Street, Manchester, 2, on Friday, the 24th day of November, 1950, the following Resolutions, of which Resolutions numbered (1) and (3) were proposed as ORDINARY RESOLUTIONS and Resolution numbered (2) as a SPECIAL RESOLUTION, were duly passed:—

- (1) That the capital of the Company be increased to £200,000 by the creation of 180,000 Shares of £1 each.
- (2) That the Articles of Association be altered by deleting Article 6a and substituting therefor the following new Article:—

“6a. The Company in General Meeting may at any time and from time to time on the recommendation of the Directors pass a Resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserves or to the credit of Profit and Loss Account and not required for the payment of the fixed dividends on any Preference Shares of the Company and accordingly that such sum be set free for distribution among the Members or any class of Members who would be entitled to such profits if distributed by way of dividend and in the same proportions on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts

18 DEC 1950



for the time being unpaid on any shares in the Company held by such Members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company to be allotted and distributed credited as fully paid up among such Members or partly in one way and partly in the other and the Board shall give effect to such resolution. 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."

- (3) That it is desirable to capitalise the sum of £47,000 (being part of the sum standing to the credit of Profit and Loss Account in the books of the Company) and accordingly that the Directors be and they are hereby authorised and directed to appropriate the said sum of £47,000 to the Members holding Shares at the close of business on the 24th day of November, 1950, in proportion to the number of Shares held by them respectively (being a proportion of £4 for every Share then held) and to apply such sum on their behalf in paying up in full 47,000 unissued Shares of £1 each in the capital of the Company as increased by the first Resolution set out above such 47,000 Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid.

  
Chairman.

Number of  
Company } 291281

Form No. 10.

# THE COMPANIES ACT 1948



## Notice of Increase in Nominal Capital

Pursuant to section 63

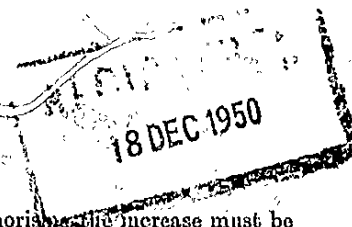


Insert the  
Name  
of the  
Company

W. H. SMITH & CO. ( ELECTRICAL ENGINEERS )



### LIMITED



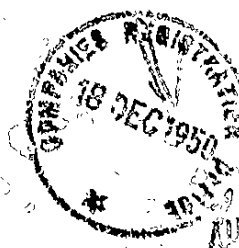
NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

FOR AND ON BEHALF OF

W. H. SMITH & CO.

Secretary



The Solicitors' Law Stationery Society, Limited.  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 7; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

W. H. SMITH & CO. ( ELECTRICAL ENGINEERS )

Limited, hereby gives you notice, pursuant to

\*"Ordinary,"  
"Extra-  
ordinary," or  
"Special".

Section 63 of the Companies Act, 1948, that by an \* ORDINARY

Resolution of the Company dated the 24th day of November 1950

the Nominal Capital of the Company has been increased by the addition thereof of  
the sum of £ 180,000

beyond the Registered Capital of £ 20,000

The additional Capital is divided as follows:—

Number of Shares

180,000

Class of Share

Shares

of

Nominal amount  
of each Share

£1.

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:—

No conditions attached in the Resolution.

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

Signature

State whether Director  
or Secretary

Secretary

Dated the 24th day of December 1950

Note: This margin is reserved for printing and must not be written across

Number of } 201231  
Company } *47*

Form No. 26a

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

W. H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

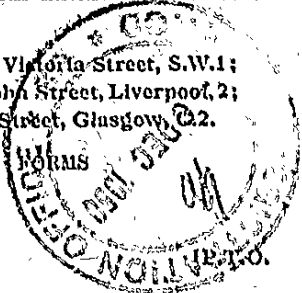
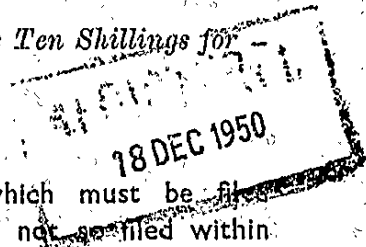
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

FOR AND ON BEHALF OF  
**W. H. SMITH & CO. (ELECTRICAL ENGINEERS) LTD.**  
Secretary *[Signature]* SECRETARY

The Solicitors' Law Stationery Society, Limited.  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



# THE NOMINAL CAPITAL

OF

W. H. SMITH & CO. (ELECTRICAL ENGINEERS)

Limited

has by a Resolution of the Company dated

24th NOVEMBER

195<sup>0</sup> been increased by

the addition thereto of the sum of £180,000,

divided into:—

180,000

Shares of £1. each

Shares of each

beyond the registered Capital of £20,000

Signature

*[Signature]*

(State whether Director or Secretary) Secretary

Dated the Twenty fourth day of November 195<sup>0</sup>

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

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 5, 10, and 141)

OF

W. H. Smith & Co. (Electrical Engineers)  
LIMITED

Passed the 10th day of September, 1954

REGISTERED  
12 OCT 1954

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 12 York Street, Manchester 2, in the County of Lancashire, on the 10th day of September, 1954, (all the Shareholders having consented, to the holding of such Meeting without the statutory length of notice in that behalf having been given), the following SPECIAL RESOLUTIONS were duly passed:—

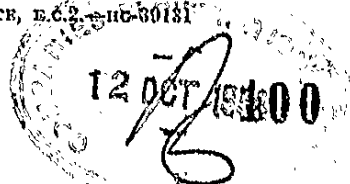
1. "That the provisions of the Memorandum of Association of the Company with respect to its objects be altered as follows:—
  - (i) By inserting the words 'electronic and radar equipment' immediately after the words 'projection apparatus' in Sub-Clause (a) of Clause 3 of the said Memorandum.
  - (ii) By substituting the words 'radio, radar and electronic engineers' for the words 'radio engineers' in Sub-Clause (b) of Clause 3 of the said Memorandum.
2. "That the Articles of Association contained in the printed document which has been laid before this Meeting and subscribed for identification by the Chairman be and they are hereby adopted as the Company's Articles in lieu of and to the exclusion of all existing Articles and Regulations thereof."

*J. F. HUNT*  
J. F. HUNT,  
Chairman

Presented to the Registrar of Companies  
on the 2<sup>nd</sup> day of October 1954

JORDAN & SONS, LIMITED,

COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2. REG-30131



COMPANY LIMITED BY SHARES

Articles of Association  
OF  
W. H. Smith & Co. (Electrical Engineers)  
LIMITED

*(Adopted by Special Resolution passed on the 16th day of  
September, 1954)*

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929, shall not apply to this Company.

2. In these Articles, unless the context otherwise requires—

"The Act" shall mean The Companies Act, 1948, and every other Act incorporated therewith, or any Act or Acts of Parliament substituted therefor; and in case of any such substitution the references in these presents to the provisions of the Act shall be read as references to the provisions substituted therefor in the new Act or Acts of Parliament.

"The Register" shall mean the Register of Members to be kept as required by Section 110 of the Act.

"Month" shall mean calendar month.

"Paid up" shall include "credited as paid up."

"United Kingdom" shall mean Great Britain and Northern Ireland.

"Seal" shall mean the common seal of the Company.

"Office" shall mean the registered office for the time being of the Company.

"Secretary" shall include any assistant or deputy secretary and any person appointed to perform the duties of Secretary temporarily.

"In writing" shall include printed, lithographed, typewritten, and visibly represented or reproduced by any other mode.

Words and expressions which have a special meaning assigned to them in the Act shall have the same meaning in these presents.

Words importing the singular number only shall include the plural, and the converse shall also apply.

Words importing males shall include females.

Words importing individuals shall include corporations.

3. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Shares in the Company or in its holding company, nor shall the Company make any loan upon the security of its Shares or those of its holding company, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 54 (1) of the Act.

4. The Company is a Private Company, and accordingly the following provisions shall have effect:—

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty: Provided that where two or more persons hold one or more Shares jointly they shall for the purposes of this Article be treated as a single Member.
- (C) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

5. The Directors may at any time require any person whose name is entered in the Register to furnish any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Sub-Section (4) of Section 129 of the Act.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued. Such commission may be satisfied by payment in cash or by the allotment of fully or partly paid Shares, or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.

#### SHARE CAPITAL.

7. The Share Capital of the Company at the time of the adoption of these Articles is Two Hundred Thousand Pounds, divided into Two Hundred Thousand Shares of One Pound each.

#### SHARES AND CERTIFICATES.

8. Without prejudice to any special rights previously conferred on the holders of existing Shares in the Company, any Share in the Company may be issued with such preferred, deferred, or

other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Ordinary Resolution determine.

9. Any Preference Share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed on such terms and in such manner as the Company before the issue of the Shares may by Special Resolution determine.

10. 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.

11. Save as required by Statute, the Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not (save as aforesaid) be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

12. Every Member shall be entitled without payment to one Certificate under the Seal for all the Shares registered in his name or, in the case of Shares of more than one class being registered in his name, to a separate Certificate for each class of Shares so registered. Every Certificate shall specify the number and class of Shares in respect of which it is issued and the distinctive numbers, if any, of such Shares and the amounts paid up thereon respectively. Every such Certificate shall be delivered to the Member within two months after the allotment or lodging with the Company of the transfer, as the case may be, of the Shares comprised therein.

13. If any Member shall require additional Certificates he shall pay for each additional Certificate such sum, not exceeding one shilling, as the Directors shall determine.

14. If any Certificate be defaced, worn out, lost, or destroyed, a new Certificate may be issued on payment of one shilling or such less sum as the Directors may prescribe, and the person requiring the new Certificate shall surrender the defaced or worn-out Certificate, or give such evidence of the loss or destruction of the Certificate and such indemnity to the Company as the Directors think fit.

#### JOINT HOLDERS OF SHARES.

15. Where two or more persons are registered as the holders of any Share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following:—

- (A) The Company shall not be bound to register more than three persons as the holders of any Share.
- (B) The joint holders of any Share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such Share.
- (C) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Share; but nothing herein contained shall release the

estate of a deceased joint holder from any liabilities in respect of any Share which had been jointly held by him.

- (D) Any one of such joint holders may give effectual receipts for any Dividend, Bonus, or return of capital payable to such joint holders.
- (E) Only the person whose name stands first in the Register as one of the joint holders of any Share shall be entitled to delivery of the Certificate relating to such Share, or to receive notices from the Company, or to attend or vote at General Meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders.

### CALLS ON SHARES.

16. The Directors may from time to time make calls upon the Members in respect of all moneys unpaid on their Shares (whether on account of the nominal amount of the Shares or by way of premium) and not by the terms of issue thereof made payable at any fixed time; provided that no call shall exceed one fourth of the nominal amount of the Share, or be made payable within one month after the date when the last instalment of the last preceding call shall have been made payable; and each Member shall, subject to receiving fourteen days' notice at least, specifying the time and place for payment, pay the amount called on his Shares to the persons and at the times and places appointed by the Directors.

17. A call may be made payable by instalments.

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

19. The Directors may make arrangements on the issue of Shares for a difference between the holders of such Shares in the amount of calls to be paid and in the time of payment of such calls.

20. If a call payable in respect of any Share or any instalment of a call be not paid before or on the day appointed for payment thereof, the holder for the time being of such Share shall be liable to pay interest on the same at such rate, not exceeding Ten per centum per annum, as the Directors shall determine from the day appointed for the payment of such call or instalment to the time of actual payment; but the Directors may, if they shall think fit, waive the payment of such interest or any part thereof.

21. If by the terms of the issue of any Shares, or otherwise, any amount is made payable at any fixed time, whether on account of the nominal amount of the Shares or by way of premium, every such amount shall be payable as if it were a call duly made by the Directors, of which due notice had been given; and all the provisions hereof with respect to the payment of calls and interest thereon, or to the forfeiture of Shares for nonpayment of calls, shall apply to every such amount and the Shares in respect of which it is payable.

22. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys

uncalled and unpaid upon any Shares held by him; and upon all or any of the moneys so paid in advance the Directors may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, Six per centum per annum) as may be agreed upon between the Member paying the moneys in advance and the Directors.

### TRANSFER AND TRANSMISSION OF SHARES.

23. The instrument of transfer of any Share in the Company shall be in writing, and shall be executed by or on behalf of the transferor and transferee, and duly attested, and the transferor shall (except as provided by paragraph 2 (4) of the Seventh Schedule to the Act) be deemed to remain the holder of such Share until the name of the transferee is entered in the Register in respect thereof.

24. Shares in the Company may be transferred in any usual or common form of which the Directors shall approve.

25. No Member shall be entitled to transfer any Share otherwise than in accordance with the following provisions:—

- (A) A Member desirous of selling his Shares or any of them (hereinafter called "the selling Member") shall give a notice (hereinafter called "the notice of sale") to the Secretary of the Company containing an offer to sell the same, and stating the number and class of Shares which he desires to sell and the price which he is willing to accept for such Shares.
- (B) The Secretary shall thereupon send to each of the other Members of the Company a circular containing the same particulars, and naming a day (being fourteen days after the service on him of the notice of sale) on or before which offers to purchase the same will be received. If on or before the day so named offers to purchase all or any of the Shares referred to in the notice of sale at the price named shall be received from Members of the Company by the Secretary, he shall, as agent for the selling Member and the proposing purchaser or purchasers, declare a contract of sale to be concluded and shall give notice thereof to the selling Member and the purchaser or purchasers.
- (C) If the offers to purchase shall together constitute offers to purchase a greater number of Shares than those offered for sale, the Shares offered for sale shall be divided among the proposing purchasers in the proportions as nearly as possible in which they already hold Shares in the Company: Provided that no proposing purchaser shall be liable to take more Shares than those he shall have offered to purchase, and any Shares which cannot be so divided as aforesaid without creating fractions shall be apportioned by lot among the proposing purchasers. The selling Member and the Members declared to be the purchasers of the Shares shall give effect to the contract or contracts so made as aforesaid by the execution of

proper transfers and the payment of the purchase price.

- (D) If within twenty-one days after the service of the notice of sale on the Secretary the selling Member shall not receive notice that his offer to sell has been accepted on behalf of some Member or Members of the Company, he may within six months from the date of serving the notice of sale (but subject to Article 26 hereof) sell or dispose of the Shares referred to in such notice of sale or so many of them as shall not have been agreed to be purchased by a Member or Members of the Company, to any other person, provided that such sale or disposal be at a price not less than that named in the notice of sale.
- (E) A notice of sale may be renewed from time to time but the offer therein contained shall not be withdrawn until the expiration of twenty-one days from the service thereof on the Secretary.
- (F) If any person shall become entitled to any Share by reason of the death or bankruptcy of any Member he shall be bound forthwith to offer the same for sale to the Members of the Company at a fair price, such fair price to be determined by agreement between such person and the Directors, or in default of agreement by the Auditors for the time being of the Company, whose decision shall be conclusive and binding on the Company and on all persons interested in the Share; and so soon as the said fair price shall have been determined the said person shall give to the Secretary a notice of sale in the manner hereinbefore mentioned containing as the price which he is willing to accept the said fair price, and the same results shall follow as in the case of a notice of sale voluntarily given. If the said person shall fail to give such notice of sale the Directors may, as his agents, give the same for him.
- (G) For the purpose of giving effect to any sale pursuant to the foregoing provisions the Directors may authorise some person to transfer the Shares so sold to the purchaser thereof.

26. The Directors shall refuse to register any transfer of Shares made or expressed to be made in contravention of the provisions of the last preceding Article, and may refuse to register any transfer of Shares whereon the Company has a lien, or a transfer of Shares not fully paid to a person of whom they do not approve. The Directors may also suspend the registration of transfers at such times and for such periods as they may from time to time determine but so that such registration shall not be suspended for more than thirty days in any year. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal and return to him the instrument of transfer.

27. The Company shall be entitled to charge such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine for registering any probate, letters of administration, certificate of marriage or death, or other instrument relating to or affecting the title to any Shares.

28. On the death of any Member (not being one of two or more joint holders of a Share) the legal personal representatives of such deceased Member shall be the only persons recognised by the Company as having any title to the Share or Shares registered in his name.

#### FORFEITURE OF SHARES AND LIEN.

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

30. The notice shall name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which such call or instalment and all interest accrued and expenses incurred by reason of such nonpayment are to be paid, and it shall also name the place where payment is to be made. The notice shall also state that in the event of nonpayment at or before the time and at the place appointed the Shares in respect of which such call or instalment is payable will be liable to forfeiture.

31. If the requisitions of any such notice as aforesaid be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect, and any such forfeiture shall extend to all Dividends declared in respect of the Shares so forfeited, but not actually paid before such forfeiture.

32. Any Shares so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of in such manner, either subject to or discharged from all calls made or instalments due prior to the forfeiture, as the Directors think fit; or the Directors may, at any time before such Shares are sold or otherwise disposed of, annul the forfeiture upon such terms as they may approve. For the purpose of giving effect to any such sale or other disposition, the Directors may authorise some person to transfer the Shares so sold or otherwise disposed of to the purchaser thereof or other person becoming entitled thereto.

33. Any person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of the forfeiture were presently payable by him to the Company in respect of the Shares, together with interest thereon at such rate, not exceeding Ten per centum per annum, as the Directors shall appoint, down to the date of payment, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the Shares. The Directors may, if they shall think fit, remit the payment of such interest or any part thereof.

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

35. The Company shall have a first and paramount lien upon all Shares held by any Member of the Company (whether alone or jointly with other persons) and upon all Dividends and Bonuses which may be declared in respect of such Shares, for all debts, obligations, and liabilities of such Member to the Company: Provided always that if the Company shall register a transfer of any Shares upon which it has such a lien as aforesaid without giving to the transferee notice of its claim, the said Shares shall, in default of agreement to the contrary between the Company and the transferee, be freed and discharged from the lien of the Company.

36. The Directors may, at any time after the date for the payment or satisfaction of such debts, obligations, or liabilities shall have arrived, serve upon any Member who is indebted or under any obligation or liability to the Company, or upon the person entitled to his Shares by reason of the death or bankruptcy of such Member, a notice requiring him to pay the amount due to the Company or satisfy the said obligation or liability, and stating that if payment is not made or the said obligation or liability is not satisfied within a time (not being less than fourteen days) specified in such notice, the Shares held by such Member will be liable to be sold; and if such Member or the person entitled to his Shares as aforesaid shall not comply with such notice within the time aforesaid, the Directors may sell such Shares without further notice, and for the purpose of giving effect to any such sale the Directors may authorise some person to transfer the Shares so sold to the purchaser thereof.

37. Upon any sale being made by the Directors of any Shares to satisfy the lien of the Company thereon, the proceeds shall be applied: First, in the payment of all costs of such sale; next, in satisfaction of the debts, obligations, and liabilities of the Member to the Company; and the residue (if any) shall be paid to the person entitled to the Shares at the date of the sale, or as he shall in writing direct.

38. An entry in the Directors' Minute Book of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons claiming to be entitled to such Shares, that the said Shares were properly forfeited or sold; and such entry, the receipt of the Company for the price of such Shares, and the appropriate Share Certificate, shall constitute a good title to such Shares, and the name of the purchaser or other person entitled shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of title to the Shares and shall not be bound to see to the application of the purchase money, nor shall his title to the said Shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

#### ALTERATION OF SHARE CAPITAL.

39. The Company may by Ordinary Resolution increase the Capital by the creation of new Shares, such increase to be of such

aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe.

40. Any Capital raised by the creation of new Shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original Capital, and shall be subject to the same provisions with reference to the payment of calls and the forfeiture of Shares on nonpayment of calls, transfer and transmission of Shares, lien, or otherwise, as if it had been part of the original Capital.

41. The Company may by Special Resolution—

- (A) subdivide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association: Provided that in the sub-division of an existing Share the proportion between the amount paid and the amount (if any) unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived;
- (B) consolidate and divide its Capital or any part thereof into Shares of larger amount than its existing Shares;
- (C) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person; and
- (D) reduce its Share Capital, any Capital Redemption Reserve Fund, and any Share Premium Account in any manner authorised by law.

#### MODIFICATION OF RIGHTS.

42. If at any time the Capital is divided into different classes of Shares, the rights attached to any class or any of such rights (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of Section 72 of the Act, be modified, abrogated, or varied with the consent in writing of the holders of three fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall, *mutatis mutandis*, apply, but so that at every such separate General Meeting the quorum shall be two persons at least holding or representing by proxy one third of the issued Shares of the class, and that any holder of Shares of the class present in person or by proxy may demand a poll.

43. The rights attached to any class of Shares shall not (unless otherwise provided by the terms of issue of the Shares of that class or by the terms upon which such Shares are for the time being held) be deemed to be modified or varied by the creation or issue of further Shares ranking *pari passu* therewith.

#### GENERAL MEETINGS.

44. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in

that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings."

45. The Directors may whenever they think fit, and they shall upon a requisition made in writing by Members in accordance with Section 132 of the Act, convene an Extraordinary General Meeting. If at any time there shall not be present in England and capable of acting sufficient Directors to form a quorum, the Directors in England capable of acting, or if there shall be no such Directors then any two Members, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Directors, and the Company at such Meeting shall have power to elect Directors.

46. In the case of an Extraordinary General Meeting called in pursuance of a requisition, unless such Meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

47. An Annual General Meeting and an Extraordinary General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and an Extraordinary General Meeting not for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and also of the day for which it is given, and shall specify the place, the day, and the hour of Meeting, and in case of special business the general nature of the business. The notice shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in General Meeting to such persons as are under these Articles entitled to receive such notices from the Company. Every notice calling an Annual General Meeting shall specify the Meeting as such.

48. A Meeting of the Company shall, notwithstanding that it is called by shorter notice than specified in the last preceding Article, be deemed to have been duly called with regard to length of notice if it is so agreed—

- (A) in the case of a Meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (B) in the case of any other Meeting by a majority in number of the Members having the right to attend and vote at the Meeting, being a majority together holding not less than Ninety-five per cent. in nominal value of the Shares giving that right.

49. In every notice calling a Meeting of the Company or of any class of Members of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a Member.

50. The accidental omission to give notice to any Member, or the non-receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

51. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets, the reports of the Directors and Auditors, and any other documents required by law to be attached or annexed to the balance sheets, to elect Directors in place of those retiring, to elect Auditors and fix their remuneration, and to declare a Dividend. All other business transacted at an Annual General Meeting, and all business transacted at an Extraordinary General Meeting, shall be deemed special.

52. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of not less than two Members personally present and holding or representing by proxy not less than one tenth of the issued Share Capital of the Company upon which all calls or other sums then due have been paid.

53. If within half an hour from the time appointed for a General Meeting a quorum be not present the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned Meeting a quorum be not present within half an hour from the time appointed for the Meeting, those Members who are present shall be deemed to be a quorum, and may do all business which a quorum might have done.

54. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any Meeting he be not present within fifteen minutes after the time appointed for holding the Meeting or is unwilling to act as Chairman, the Members present shall choose one of the Directors present to be Chairman; or if no Director be present and willing to take the Chair the Members present shall choose one of their number to be Chairman.

55. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place; but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned Meeting or of the business to be transacted thereat.

56. At any General Meeting every question shall be decided in the first instance by a show of hands; and unless a poll be (on or before the declaration of the result of the show of hands) directed by the Chairman or demanded by at least three Members entitled to vote, or by one or more Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the Meeting or holding Shares in the Company conferring a right to vote at the Meeting, being Shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the Shares conferring that right, a declaration by the Chairman that a resolution has been carried or not carried or carried or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive

evidence of the facts, 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.

57. If a poll be directed or demanded in the manner before mentioned it shall (subject to the provisions of Article 60 hereof) be taken at such time (but not more than thirty days after such direction or demand) and in such manner as the Chairman may appoint, and the result of such poll shall be deemed to be the resolution of the Meeting at which the poll was directed or demanded.

58. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.

59. No objection to the admission or rejection of any vote shall be taken except at the Meeting or adjourned Meeting at which the vote in dispute is given or tendered. The Chairman shall determine any such objection if made within due time, and such determination shall be final and conclusive.

60. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### VOTES OF MEMBERS.

61. Subject to any special terms as to voting upon which any Shares may for the time being be held, upon a show of hands every Member present in person shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for every Share held by him.

62. If any Member be a person of unsound mind he may vote by his committee, receiver, *curator bonis*, or other legal curator.

63. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of the Shares held by him in the Company have been paid.

64. 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 duly convened and held, and any such resolution may consist of several documents in like form each signed by one or more of such Members or their representatives, but this Article shall not apply to a resolution which by the Act is required to be passed by the Company in General Meeting.

65. Upon a poll votes may be given either personally or by proxy.

66. 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 such appointor be a corporation either under its common seal or under the hand of an officer or attorney so authorised. A Member may appoint two or more persons as proxies in

the alternative, but if he do so only one of such proxies may attend as such and vote instead of such Member on any one occasion.

67. A proxy need not be a Member of the Company.

68. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than forty-eight hours before the time fixed for holding the Meeting or adjourned Meeting at which the person named in such instrument is authorised to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

69. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

70. A vote given or act done in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointor, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, unless notice in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the Meeting or adjourned Meeting or poll at which the vote was given or the act was done.

71. An instrument appointing a proxy shall be in the following form, or in any other form of which the Directors shall approve:—

W. H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED.

I, \_\_\_\_\_, of \_\_\_\_\_, in the County of \_\_\_\_\_, being a Member of the above-named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, failing him, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote for me and on my behalf at the Annual [or Extraordinary, as the case may be] General Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and at any adjournment thereof.

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

72. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form, or in any form of which the Directors shall approve:—

W. H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED.

I, \_\_\_\_\_, of \_\_\_\_\_, in the County of \_\_\_\_\_, being a Member of the above-named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, failing him, \_\_\_\_\_, or \_\_\_\_\_, as my proxy to vote for me and on my behalf at the Annual [or Extraordinary, as the case may be] General Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and at any adjournment thereof.

of \_\_\_\_\_, as  
 my proxy to vote for me and on my behalf at the  
 Annual [or Extraordinary, as the case may be]  
 General Meeting of the Company to be held on the  
 day of \_\_\_\_\_, 19\_\_\_\_, and at any adjourn-  
 ment thereof.

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

This form is to be used \* in favour of the resolution. Unless  
against  
 otherwise instructed, the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.

### DIRECTORS.

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

74. No person shall be ineligible for appointment or election as a Director or be required to vacate office as a Director at any time by reason of his having attained the age of seventy or any other age, nor shall any Director be required to hold any Shares in the Company to qualify him for office.

75. The remuneration of the Directors shall be at such rate or of such amount as the Company in General Meeting may from time to time determine, and such remuneration shall be divided among the Directors in such proportions and in such manner as they shall agree, or in default of agreement equally: Provided that in default of agreement any Director who shall not have served during the whole period for which the remuneration is payable shall receive only an amount proportioned to the time served by him. Any resolution of the Board reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors. The Directors shall also be paid such travelling, hotel, and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at Meetings of Directors and at General Meetings.

76. The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company, or undertaking any work additional to that usually required of Directors of a company similar to this.

77. The Company shall in accordance with the provisions of Section 195 of the Act duly keep at the Office such register, showing, as respects each Director, the number, description and amount of any Shares in or Debentures of the Company and of other bodies corporate in which he is interested, as is required by such Section. Such register shall be open to inspection between the hours of 10 a.m. and 12 noon during the periods prescribed by the Section and shall also be produced at the commencement of each Annual General Meeting and shall remain open and accessible during the continuance of the Meeting to any person attending the Meeting.

## POWERS AND DUTIES OF DIRECTORS.

78. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to the provisions of these Articles and of the Act, and to such regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

79. Without prejudice to the generality of Article 78 hereof, the Directors may give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by the Company and to the wives, widows, children and other relatives and dependents of any such persons, and may set up, establish, support, and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit, and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

80. The Directors may from time to time and at any time by power of attorney appoint any company, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

81. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

82. The Company may exercise the powers conferred upon the Company by Sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a Dominion Register, and the Directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such Register.

83. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued. The Directors 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 think fit, of Debentures, 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. No lender or other person dealing with the Company shall be concerned to see or enquire whether the limit hereby imposed is observed. No debt incurred or security given in excess of the said limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the said limit had been or was thereby exceeded.

84. Any Debentures or other securities issued or to be issued by the Company shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

85. If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

86. A Director may hold any office or place of profit under the Company in conjunction with the office of Director for such period, and on such terms as to remuneration and otherwise, as the Directors may determine, and a Director or any firm in which he is interested may act in a professional capacity for the Company and if so acting, he or such 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 any such firm to act as Auditor to the Company.

87. A Director may enter into or be interested in contracts or arrangements with the Company (whether with regard to any such office or place of profit or any such acting in a professional capacity or as vendor, purchaser or otherwise howsoever) and may have or be interested in dealings of any nature whatsoever with the Company and shall not be disqualified from office thereby. No such contract, arrangement, or dealing shall be liable to be avoided, nor shall any Director so contracting, dealing or being so interested be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being a Director of the Company.

88. (1) A Director who is in any way, whether directly or indirectly, interested in any contract or proposed contract shall declare the nature of his interest at a Meeting of the Directors in accordance with the provisions of this Article.

(2) In the case of a proposed contract such declaration shall be made at the Meeting of Directors at which the question of entering into the contract is first taken into consideration, or, if the Director was not at the date of that Meeting interested in the proposed contract, at the next Meeting of the Directors held after he became so interested. When the Director becomes interested in a

contract after it is made, such declaration shall be made at the first Meeting of Directors held after the Director becomes so interested.

(3) Except in respect of—

- (A) the exercise of any of the powers conferred by Article 79 or Article 90 hereof; and
- (B) any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible, whether by way of guarantee or otherwise; and
- (C) any contract or resolution to allot Shares or Debentures to a Director; and
- (D) any contract or arrangement in regard to the underwriting of Shares or Debentures by a Director; and
- (E) any contract or arrangement with any other company in which this Company is in any way interested or in which any Director is interested as Director, officer, servant, creditor or member;

no Director shall vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration.

(4) A general notice given to the Directors by a Director (if it is given at a Meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next Meeting of Directors after it is given) to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm, shall for the purpose of this Article be deemed to be a sufficient declaration of interest in relation to any contract so made.

89. A Director may be or continue or may become a Director or other officer of, or otherwise interested in, any other company in which the Company is in any way interested and shall not (in the absence of agreement to the contrary) be liable to account to the Company for any emoluments or other benefits received or receivable by him as Director, or officer of, or from his interest in, such other company.

90. The Directors may exercise or procure the exercise of the voting rights attached to shares in any other company in which this Company is or becomes in any way interested, and may exercise any voting rights to which they are entitled as Directors of any such other company in such manner as they shall in their absolute discretion think fit, including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, officers or servants of such other company, and fixing their remuneration as such, and may vote as Directors of this Company in connection with any of the matters aforesaid.

## DISQUALIFICATION OF DIRECTORS.

91. The office of a Director shall be vacated if the Director---

- (A) becomes bankrupt or insolvent or compounds with his creditors generally;
- (B) becomes of unsound mind;
- (C) absents himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors and the Directors resolve that his office be vacated;
- (D) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) gives the Company one month's notice in writing that he resigns his office;
- (F) is requested in writing by all his co-Directors to resign and he fails to do so within one week of such request being made to him.

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

## ROTATION OF DIRECTORS.

92. At the Annual General Meeting 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 number nearest to one third, shall retire from office, the Directors to retire in each year being those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

93. The Company at the Annual General Meeting at which any Director retires in manner aforesaid may fill up the vacated office, and may fill up any other offices which may then be vacant by electing the necessary number of persons. The Company may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Director, or appoint additional Directors.

94. If at any General Meeting at which an election of Directors ought to take place, the place of any retiring Director be not filled up, such retiring Director shall (unless a resolution for his re-election shall have been put to the Meeting and lost) continue in office until the Annual General Meeting in the next year, and so on from time to time until his place has been filled up, unless at any such Meeting it shall be determined to reduce the number of Directors in office.

95. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may also deter-

mine in what rotation such increased or reduced number is to go out of office.

96. 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. Subject to the provisions of Sections 184 and 185 of the Act, any Director so appointed shall hold office only until the next following Annual General Meeting, when he shall retire, but shall be eligible for re-election.

97. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office (notwithstanding anything in these Articles or in any agreement between the Company and such Director), and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed a Director.

98. No person other than a Director retiring at the Meeting shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting.

#### PROCEEDINGS OF DIRECTORS.

99. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. Notice of a Meeting of Directors need not be given to a Director who is not in the United Kingdom.

100. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

101. The Directors may elect a Chairman of their Meetings, and determine the period for which he is to hold office; but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such Meeting.

102. A memorandum in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of Directors and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted. Any such

memorandum may consist of several documents in like form each signed by one or more of such Directors.

103. The Directors may delegate any of their powers to Committees, consisting of such one or more of their body as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. The regulations herein contained for the Meetings and proceedings of Directors shall, so far as not altered by any regulations made by the Directors, apply also to the Meetings and proceedings of any Committee.

104. All acts done by any Meeting of the Directors or of a Committee of Directors, or by any persons acting as Directors, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

#### MANAGING DIRECTORS.

105. The Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors of the Company, and may fix his or their remuneration either by way of salary or commission or by conferring a right to participation in the profits of the Company, or by a combination of two or more of those modes.

106. Every Managing Director shall, subject to the provisions of any contract between himself and the Company with regard to his employment as such Managing Director, be liable to be dismissed or removed by the Board of Directors, and another person may be appointed in his place.

107. A Managing Director shall not, while he continues to hold that office, be liable to retire by rotation, and he shall not be taken into account in determining the rotation in which the other Directors shall retire or the number to retire, but he shall be subject to the same provisions as regards resignation, removal, and disqualification as the other Directors, and if he cease to hold the office of Director from any cause he shall *ipso facto* cease to be a Managing Director.

108. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors 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 Managing Directors 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.

#### SECRETARY.

109. The Directors shall appoint a Secretary, and shall fix his remuneration and terms and conditions of employment.

110. No person shall be Secretary who is either—

- (A) the sole Director of the Company; or
- (B) a corporation the sole Director of which is the sole Director of the Company;
- (C) the sole Director of a corporation which is the sole Director of the Company.

111. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### MINUTES.

112. The Directors shall cause Minutes to be made in books provided for the purpose—

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;
- (C) of all resolutions and proceedings at all Meetings of the Company and of Directors and of Committees of Directors.

#### THE SEAL.

113. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, both of whom shall sign every instrument to which the Seal is so affixed in their presence.

#### DIVIDENDS.

114. Subject to the rights of the holders of any Shares entitled to any priority, preference, or special privileges, all Dividends shall be declared and paid to the Members in proportion to the amounts paid up on the Shares held by them respectively. No amount paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall, subject as aforesaid, be apportioned and paid proportionately to the amounts paid up on the Shares during any portion or portions of the period in respect of which the Dividend is paid: but if any Share is issued on terms providing that it shall rank for Dividend from a particular date it shall rank accordingly.

115. The Directors shall lay before the Company in General Meeting a recommendation as to the amount (if any) which they consider should be paid by way of Dividend, and the Company shall declare the Dividend to be paid, but such Dividend shall not exceed the amount recommended by the Directors.

116. No Dividend shall be paid otherwise than out of the profits of the Company.

117. The Directors may from time to time pay to the Members, or any class of Members, such Interim Dividends as appear to the Directors to be justified by the profits of the Company.

118. The Directors may deduct from the Dividends payable to any Member all such sums of money as may be due from him to the Company on account of calls or otherwise.

119. The Company may transmit any Dividend or Bonus payable in respect of any Share by ordinary post to the registered address of the holder or, in the case of joint holders, of one of the holders of such Share or to such person and address as the holder or joint holders may direct, and shall not be responsible for any loss arising in respect of such transmission.

120. No Dividend shall bear interest as against the Company.

121. The Directors may, with the sanction of the Company in General Meeting, distribute in kind among the Members by way of Dividend any of the assets of the Company, and in particular any shares or securities of other companies to which this Company is entitled: Provided always that no distribution shall be made which would amount to a reduction of Capital except in the manner appointed by law.

#### RESERVE FUND.

122. Before recommending a Dividend the Directors may set aside any part of the net profits of the Company to a Reserve Fund, and may apply the same either by employing it in the business of the Company or by investing it in such manner (subject to Article 3 hereof) as they shall think fit, and the income arising from such Reserve Fund shall be treated as part of the gross profits of the Company. Such Reserve Fund may be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meeting contingencies, forming an Insurance Fund, equalising Dividends, paying special Dividends or Bonuses, or for any other purpose for which the net profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward to the accounts of the succeeding year or years any profit or balance of profit which they shall not think fit to divide or to place to reserve.

#### CAPITALISATION OF PROFITS.

123. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards

paying up any amounts for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued Shares or Debentures of the Company to be allotted and distributed credited as fully paid up to and among such Members in the proportion aforesaid or partly in the one way and partly in the other and the Directors shall give effect to such resolution; 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.

124. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or Debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of Fractional Certificates or by payment in cash or otherwise as they think fit for the case of Shares or Debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an Agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or Debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any Agreement made under such authority shall be effective and binding on all such Members.

#### ACCOUNTS.

125. The Directors shall cause proper books of account (being such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions) to be kept with respect to—

- (A) all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Company;
- (C) the assets and liabilities of the Company.

126. The books of account shall be kept at the Office, or (subject to the provisions of Section 147 (3) of the Act) at such other place or places as the Directors may determine, and shall always be open to the inspection of the Directors. The Directors may from time to time by resolution determine whether and to what extent, and at what times and places, and on what conditions the books and accounts of the Company, or any of them, shall be open to the inspection of the Members (not being Directors), and the Members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.

127. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss

accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

128. A copy of every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report, shall, not less than twenty-one clear days before the date of the Meeting, be sent to every Member (whether he is or is not entitled to receive notices of General Meetings of the Company), every holder of Debentures of the Company (whether he is or is not so entitled), and all other persons so entitled, but this Article shall not require a copy of such documents to be sent to any person to whom, by virtue of Paragraph (b) of the proviso to Sub-Section (1) of Section 158 of the Act, the Company is not required to send the same.

### AUDIT.

129. Auditors shall be appointed and their duties regulated in the manner provided by Sections 159 to 162 of the Act.

### NOTICES.

130. A notice may be served by the Company upon any Member either personally or by sending it through the post addressed to such Member at his registered address.

131. No Member shall be entitled to have a notice served on him at any address not within the United Kingdom; but any Member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom, which, for the purpose of the service of notices, shall be deemed to be his registered address. A Member who has no registered address within the United Kingdom, and has not given notice as aforesaid, shall not be entitled to receive any notices from the Company.

132. Any notice, if sent by post, shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post-office or into any post-box subject to the control of the Postmaster-General.

133. A notice may be given by the Company to the person entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to him by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

134. Notice of every General Meeting shall be given in any manner hereinbefore authorised to—

- (A) every Member except those Members who (having no registered address within the United Kingdom)

have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(B) every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the Meeting; and

(c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

#### INDEMNITY.

135. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

#### WINDING UP.

136. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be applied: First, in repaying to the Members the amounts paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

137. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

24/281/50

The Companies Act, 1929,  
and  
The Companies Act, 1948

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

**W. H. Smith & Co. (Electrical Engineers)**  
**LIMITED**

(As altered by Special Resolution passed on the 10th day of  
September, 1954)

3-DEC 1954  
RED

1. The name of the Company is W. H. SMITH & CO.  
(ELECTRICAL ENGINEERS) LIMITED.

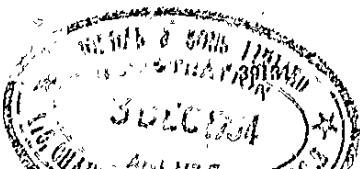
2. The Registered Office of the Company will be situated in  
England.

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

(a) To carry on at such places in the United Kingdom or elsewhere, as may be determined by the Directors of the Company, all or any of the businesses following, that is to say the businesses of manufacturers of and dealers in dynamos, motors, armatures, magnetos, batteries, accumulators, acids and containers, conductors, insulators, transformers, converters, switchboards, stoves, cookers, glass, pottery, rubber, and other insulating materials, control gear, fans, wireless transmitting and receiving sets, gramophones, sound reproducing and amplifying instruments, cinematograph machines, cameras, lenses, and other photographic apparatus, electrical plant, fittings, machinery apparatus, lamps, cables, and electrical appliances, supplies, equipment and fittings of every description, including television and stereoscopic projection apparatus, electronic and radar equipment, railway locomotives, carriages, wagons, and running stock, motor omnibuses, motor cars, and accessories, motor cycles, aeroplanes, seaplanes and air vehicles or apparatus.

(b) To carry on business as ironmasters, ironfounders, steelmakers, manipulators or and workers in metals and alloys of all descriptions, manufacturing chemists, cinematograph specialists, electrical engineers, mechanical engineers, radio, radar and electronic engineers, telephonic and electrical contractors, wood and timber merchants, joiners, and carpenters, manufacturers of and dealers in furniture, fittings, plant, apparatus, accessories and equipment for cinemas,

88



theatres, studios, and other buildings, ironmongers, hardware dealers, carriers, builders, merchants, and general storekeepers.

- (c) To purchase or otherwise acquire any patents, brevets d'inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use 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 or grant licences in respect of or otherwise turn to account the property and rights so acquired.
- (d) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (f) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit this Company. To take, or otherwise acquire, and hold shares in any other company having objects altogether, or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (g) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (h) To sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares, partly or fully paid up debentures, debenture stock, or securities of any other company, whether actually incorporated and existing, or proposed to be formed or promoted by the purchaser or otherwise.

- (i) To promote, finance, or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (j) To raise or borrow, or secure the payment of money for the purpose of the Company, upon such terms and on such security as may seem to the Company expedient, and in particular, by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.
- (k) To make and execute any deed, Indenture, Agreement, Appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto, or connected therewith, and to draw, accept, endorse, discount, and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants, and other negotiable, commercial or transferable instruments or securities.
- (l) To pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (n) To lend money to such person and on such terms as may seem expedient.
- (o) To give any guarantee or indemnity as may seem expedient.
- (p) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.
- (q) To distribute by way of dividend or otherwise any of the property of the Company in specie.
- (r) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by, or through trustees, agents, or otherwise, and either alone or in conjunction with others.

- (s) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch places of business in any colony or dependency, or in any foreign country or place.
- (t) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations,
- (u) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employes or ex-employes of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. \* The share capital of the Company is £5000 divided into 5000 shares of £1 each.

6. Subject to the provisions of Section 61 of the Companies Act 1929, the Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or new capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such shares any preferences, rights, privileges, or priorities in payment of dividends or distribution of assets, or otherwise over any other shares, or to subject the same to any restrictions, limitations, or conditions, and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

23. NOVEMBER 1954

*[Signature]*  
CHAIRMAN.

\* By Ordinary Resolutions passed on the 18th day of July, 1939, and the 24th day of November, 1950, the Share Capital of the Company has been increased to £200,000, divided into 200,000 Shares of £1 each.

No. of Company 291281

## Special Resolution

*(Pursuant to the Companies Act, 1948. Section 141(2).)*

OF

## W. H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED.

*(Passed the 18th day of March, 1963).*

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Carnarvon Street, Manchester, in the County of Lancaster on the 18th day of March, 1963, the following SPECIAL RESOLUTION was duly passed

### SPECIAL RESOLUTION.

"That with the consent of the Board of Trade the name of the Company be and is hereby changed by the omission of the brackets enclosing the words  
"Electrical Engineers."

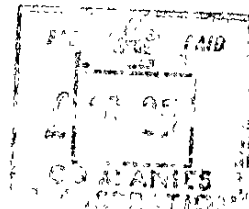
REGISTERED

2 APR 1963

*Chairman.*



No. 291281



Reference: C.R. 98/1425/63

BOARD OF TRADE

COMPANIES ACT, 1948

W. H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED

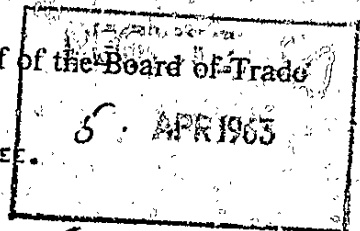
Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

W. H. SMITH & CO. ELECTRICAL ENGINEERS LIMITED

Signed on behalf of the Board of Trade

this FIFTH DAY OF APRIL

ONE THOUSAND NINE HUNDRED AND SIXTY THREE.



No. C. 60.

Authorised in that behalf by the  
President of the Board of Trade

Wi. 68470/1715 Sm. 2/62 B.L.&Co.Ltd. Gp391/7847

49

DUPLICATE FOR THE FILE.

No. 291231



# Certificate of Incorporation on Change of Name

Whereas

W. H. SMITH & CO. (ELECTRICAL ENGINEERS) LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the SIXTEENTH DAY OF AUGUST, 1934

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

W. H. SMITH & CO. ELECTRICAL ENGINEERS LIMITED

Given under my hand at London this FIFTH DAY OF APRIL  
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

Certificate received by

Post

*L. S. Whitfield.*

ASSISTANT Registrar of Companies.

Date

5/4/63

2534

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

RESOLUTION

of

W H SMITH & CO ELECTRICAL ENGINEERS LIMITED

\_\_\_\_\_  
Passed 31 October 1984  
\_\_\_\_\_

At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at Portland House, Stag Place, London SW1E 5BU on 31 October 1984 the following resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

'That the regulations contained in the document headed 'Articles of Association' produced to the meeting and for the purposes of identification signed by the chairman be and the same are hereby adopted as the articles of association of the company in substitution for and to the exclusion of all existing articles thereof.'

*D. R. Robb.*

Secretary



THE COMPANIES ACTS 1948 TO 1981

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

OF

W H SMITH & CO. ELECTRICAL ENGINEERS LTD

---

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (as amended so as to affect companies first registered on the date of the adoption of these articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these articles, apply to the company to the exclusion of all other regulations or articles of association.

References herein to regulations are to regulations in Part 1 of the said Table A unless otherwise stated.

SHARE CAPITAL

2. The share capital of the company at the date of the adoption of these articles is £200,000 divided into 200,000 ordinary shares of £1 each.
3. Subject to section 14 of the Companies Act 1980, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and section 17(1) of the Companies Act 1980 shall not apply.
4. Subject to the provisions of and so far as may be permitted by law, the company may issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the holder and may purchase its own shares (including any redeemable shares) and may make any payment for any such purpose otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares or otherwise as permitted by law. Regulation 3 shall not apply.

## TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.
6. The directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).
7. The company shall not charge transfer or registration fees. References to fees in regulations 25 and 28 shall be disregarded.

## PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.
9. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either (a) be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or (b) be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 shall not apply.
10. A resolution in writing signed by the holders of not less than 90 per cent in aggregate of the issued ordinary shares shall be as effective as if the same had been duly passed at a general meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by law to be done in general meeting or by special or extraordinary resolution. In the case of a corporation the resolution may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 73A shall be modified accordingly.

## DIRECTORS

11. Subject as hereinafter provided the directors shall not be less than two in number. The company may by ordinary resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of directors. Regulation 75 shall not apply.
12. The ordinary remuneration of the directors shall from time to time be determined by an ordinary resolution of the company and shall (unless such resolution otherwise provides) be divisible among the directors as they may agree, or, failing agreement, equally, except that any director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The directors may repay to any director all such reasonable expenses as he may incur in attending and returning from meetings of the directors or of any committee of the directors or general meetings or otherwise in or about the business of the company. Any director who serves on any committee, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise as the directors may determine. Regulation 76 shall not apply.
13. A director shall not be required to hold any shares of the company by way of qualification, and regulation 77 shall not apply.
14. In regulation 79 the proviso restricting the borrowing and charging powers exercisable by the directors shall not apply.
15. A director may be a party to or in any way interested in any contract or arrangement or transaction to which the company is a party or in which the company is in any way interested. A director may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the company or any subsidiary thereof) under the company or any other company in which the company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the company or any such other company and be remunerated therefor. On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulation 84, other than paragraph (1) thereof, shall not apply.

16. The directors may dispense with the keeping of attendance books for meetings of the directors or committees of the directors. Regulation 86 shall be modified accordingly.
17. The office of a director shall be vacated in any of the events specified in regulation 88 save that paragraph (f) of such regulation shall not apply. The office of a director shall also be vacated if he shall in writing offer to resign and the directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-directors (being at least two in number) removing him from office as director, but so that in the case of a managing director such removal shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company.
18. The directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.
19. A resolution in writing signed by each of the directors (or in any case and to the extent authorised by article 21 his alternate director) for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the directors and may consist of several documents in the like form, each signed by one or more persons. Regulation 106 shall not apply.
20. Regulations 107 to 109 shall extend to include the posts of joint, deputy and assistant managing director and in these articles references to a managing director shall include a joint, deputy or assistant managing director.

#### ALTERNATE DIRECTORS

21. (A) Any director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the directors, appoint any person (including another director) to be his alternate director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate director of more than one director.
- (B) The appointment of an alternate director shall determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor ceases to be a director.

(C) An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointor is a member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he were a director. If he shall be himself a director or shall attend any such meeting as an alternate for more than one director his voting rights shall be cumulative. If his appointor is for the time being temporarily unable to act through ill-health or disability his signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these articles.

(D) An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director but he shall not be entitled to receive from the company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct.

#### NOTICES

22. Any notice or document (including a share certificate) may be served on or delivered to any member by the company either personally or by sending it by first-class post in a prepaid cover addressed to such member at his registered address, 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 as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 131 shall not apply.

#### INDEMNITY

23. Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the company shall be entitled to be indemnified by the company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material

breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Regulation 136 shall not apply.

#### OVERRIDING PROVISIONS

24. So long as any company (in this article referred to as "the Parent Company") or any of its subsidiaries shall be the holder of 90 per cent or more of the issued ordinary share capital of the company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these articles:-

- (A) the Parent Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that in the case of a managing director his removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company;
- (B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the company and signed on behalf of the Parent Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.



No 291281

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

W. H. SMITH & CO. ELECTRICAL ENGINEERS LIMITED

Passed 3 July 1985

At an extraordinary general meeting of the company duly convened and held at Staveley House, 11 Dingwall Road, Croydon, Surrey CR9 3DB on Wednesday 3 July 1985 the following resolution was duly proposed and passed as a special resolution:

RESOLUTION

'That the name of the company be changed to W H Smith Electrical Engineers Group Limited.'

*P. R. Robb.*

P R Robb  
Secretary



W29240  
008160

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 291281

142.

I hereby certify that

W.H.SMITH & CO.ELECTRICAL ENGINEERS LIMITED

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

W H SMITH ELECTRICAL ENGINEERS GROUP LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 31ST JULY 1985

*C. R. Williams*

MRS. C. R. WILLIAMS

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

WH SMITH ELECTRICAL ENGINEERS GROUP LIMITED

Passed 6 September 1991

At the annual general meeting of the company duly convened and held at Staveley House, 11 Dingwall Road, Croydon, Surrey CR9 3DB on Friday 6 September 1991 the following resolution was duly proposed and passed as an ELECTIVE RESOLUTION:

RESOLUTION

- THAT (a) the provisions of section 80A of the Companies Act ('the Act') shall apply, in place of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80.
- (b) The company hereby elects:
- (i) pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting
  - (ii) pursuant to section 366A of the Act, to dispense with the holding of annual general meetings
  - (iii) pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually, and that the directors be and they are hereby empowered to fix the remuneration of the auditors from year to year for as long as this election in respect of the said section 386 remains in force, and
  - (iv) pursuant to sections 369(4) and 378(3) of the Act, that the provisions of those sections shall have effect in relation to the company as if for references to 95 per cent in those provisions there were substituted references to 90 per cent.

THE COMPANIES ACT 1985

No 291281

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

OF


WH SMITH ELECTRICAL ENGINEERS GROUP LIMITED

Passed 6 September 1991

At the annual general meeting of the company duly convened and held at Staveley House, 11 Dingwall Road, Croydon, Surrey CR9 3DB on Friday 6 September 1991 the following resolution was duly proposed and passed as an ELECTIVE RESOLUTION:

RESOLUTION

- THAT (a) the provisions of section 80A of the Companies Act ('the Act') shall apply, in place of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80.
- (b) The company hereby elects:
- (i) pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting
  - (ii) pursuant to section 366A of the Act, to dispense with the holding of annual general meetings
  - (iii) pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually, and that the directors be and they are hereby empowered to fix the remuneration of the auditors from year to year for as long as this election in respect of the said section 386 remains in force, and
  - (iv) pursuant to sections 369(4) and 378(3) of the Act, that the provisions of those sections shall have effect in relation to the company as if for references to 95 per cent in those provisions there were substituted references to 90 per cent.



F Blurton  
Secretary

No 291281

THE COMPANIES ACT 1985

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



SPECIAL RESOLUTION

OF

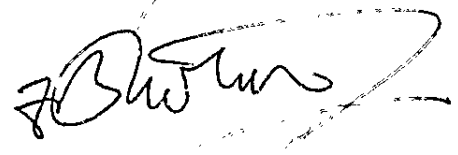
WH SMITH ELECTRICAL ENGINEERS GROUP LIMITED

\_\_\_\_\_  
Passed 11 November 1992  
\_\_\_\_\_

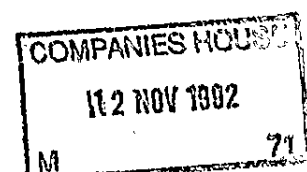
At an EXTRAORDINARY GENERAL MEETING of the company duly convened and held at Staveley House, 11 Dingwall Road, Croydon, Surrey CR9 3DB on Wednesday 11 November 1992 the following resolution was duly proposed and passed as a SPECIAL RESOLUTION:

RESOLUTION

That the name of the company be changed to WHS Limited.

  
F. Blurton  
Secretary

789



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 291281

I hereby certify that

**W H SMITH ELECTRICAL ENGINEERS GROUP  
LIMITED**

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

**WHS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 18 NOVEMBER 1992

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

**F. A. JOSEPH**

an authorised officer