

Certificate No. 307549

The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

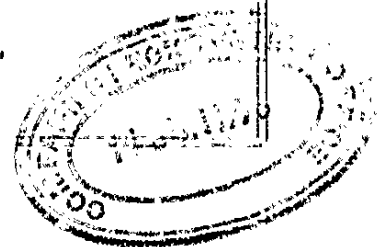
Memorandum
AND
Articles of Association
OF
Bureau of Analysed Samples Limited.

Incorporated the 28th day of November, 1935.

CLIVE GILDON,
Chartered Accountant,
MIDDLESBROUGH.

MIDD/GILE

SHAW & SONS Ltd.,
COMPANY REGISTRATION AGENTS, LEGAL AND COMMERCIAL STATIONERS,
PRINTERS, LITHOGRAPHERS AND ACCOUNT BOOK MAKERS,
7, R. & D. FELTER LAKE, ECUA



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7, 8 & 9, FETTER LANE, E.C.4

No. 307549.

[COPY.]

Certificate of Incorporation.

I hereby Certify that BUREAU OF ANALYSED SAMPLES LIMITED is this day Incorporated under the Companies Act, 1929, and that the Company is LIMITED.

Given under my hand at London this Twenty-eighth day of November,
One thousand nine hundred and thirty-five.

W. A. McKEARS,
Assistant Registrar of Companies.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Bureau of Analysed Samples Limited.

1. The name of the Company is: "BUREAU OF ANALYSED SAMPLES LIMITED."

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

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

- (1) (a) To acquire and carry on in particular the business of preparing chemical standards heretofore carried on by Messrs. Ridsdale & Co. at 3, Wilson Street, Middlesbrough, under the name of the British Chemical Standards movement.
- (b) To act as analytical and consulting chemists and to undertake analytical and research work of any kind.
- (c) To prepare, analyse, assay, sample and deal in metals, alloys and minerals of every description, chemicals, chemical and laboratory reagents and materials and substances of every kind analytically standardized by the Company or otherwise.
- (d) To manufacture, standardize, calibrate, test and deal in technical apparatus and equipment for use in connection with the iron, steel or non-ferrous industries, and scientific, electrical and laboratory apparatus, equipment and materials.
- (e) To undertake and carry out spectroscopic and microscopic examination of materials used by or associated with the iron, steel or non-ferrous industries, including foundries, engineering aircraft or automobile works.
- (f) To undertake the testing by mechanical means or otherwise of iron, steel and non-ferrous metals and alloys, including moulding sands, cement and other materials.
- (g) To carry on business as chemical engineers, makers of chemical plant and materials, laboratory proprietors, metallurgists, engineers and metal refiners and workers and woodworkers.
- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets, including the uncalled capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the 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.
- (8) Upon the issue of any Shares, to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take or purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.

- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company. To pay or make arrangements (and whether as trustee or otherwise howsoever) for providing pensions, benefits, insurance schemes and other matters, whether to or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related to or dependants of such directors or employees.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £2,500, divided into 400 Preference Shares of £5 each and 500 Ordinary Shares of £1 each. Such Preference Shares shall confer a right to a fixed Cumulative Preferential Dividend of 7 per cent. per annum and also a Capital Preference in winding-up but shall not be entitled to further participate in profits or assets. These rights may be modified in the manner mentioned in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

Bureau of Analysed Samples Limited.

PRELIMINARY.

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded, except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:—

- (a) The Company restricts the right to transfer its Shares, both present and future.
- (b) The Company limits the number of its Members (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 that employment, and have continued after determination of that employment, to be Members of the Company), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

INTERPRETATION OF ARTICLES.

3. In these Articles, unless the context otherwise requires:—

- "Articles" means Articles of Association of the Company as originally framed or as altered by Special Resolution.
- "Extraordinary Resolution" means an Extraordinary Resolution as defined by section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by section 117 (2) of the Companies Act, 1929.

"Month" means calendar month

"Writing" includes typewriting, printing and lithography.

Words importing the singular number include the plural, and *vice versa*.

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

ALTERATION OF ARTICLES.

4. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

5. (a) Articles 2, 3, 4, 5 and 6 of Table A shall apply.

(b) At any time after 31st December, 1940, on giving six months' notice in writing the Company may redeem the Cumulative Preference Shares at £5 12s. 6d. per Share, either out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purposes of such redemption.

COMMISSION.

6. The Directors may pay 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 a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully-paid or partly-paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

LIEN ON SHARES.

7. Articles 7, 8, 9 and 10 of Table A shall apply, except that in Article 7 of Table A the words "not being a fully-paid share" and "other than fully-paid shares" shall be omitted.

CALLS ON SHARES.

8. Article 11 to 16, inclusive, of Table A shall apply.

TRANSFER AND TRANSMISSION OF SHARES.

9. No transfer of any Share or Shares shall be made at any price to a person who is not a Member of the Company without the same being first offered to the Directors at the same price. Should the Directors, within twenty-eight days of the same being offered to them, accept the Shares on behalf of one or more of their number or his or their nominee, the Shares shall be transferred accordingly. If the Directors decline or do not accept or decline the offer within twenty-eight days, the Shareholder shall be at liberty to deal with the Shares as he may think fit, subject to Article 19 of Table A, as amended by Article 10 hereof.

FORM AND EFFECT OF TRANSFER.

10. Articles 17 to 22, inclusive, of Table A shall apply, except that in Article 19 of Table A the words "not being fully-paid Shares" shall be omitted.

11. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

FORFEITURE OF SHARES.

12. Articles 23 to 29, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

13. Articles 34 to 38, inclusive, of Table A shall apply.

GENERAL MEETINGS.

14. Articles 39, 40 and 41 of Table A shall apply, except that in Article 39 thereof the words "prescribed by the Company in General Meeting" shall be omitted and the words "determined by the Directors" shall be inserted and substituted therefor.

NOTICE OF GENERAL MEETINGS.

15. Articles 42 and 43 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

16. 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 ; save as in Article 46 of Table A is otherwise provided, two Members personally present and holding or representing by proxy not less than one-twentieth of the issued Share Capital of the Company shall be a quorum.

17. Articles 44, 46, 47, 48, 49, 51, 52 and 53 of Table A shall also apply.

RESOLUTIONS AT GENERAL MEETINGS.

18. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

DEMAND OF A POLL.

19. Any one or more Members present in person or by proxy entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid-up Capital of the Company, shall be entitled to demand a poll.

VOTES OF MEMBERS.

20. (a) Articles 54 to 62, inclusive, of Table A shall apply, except that in Article 59 of Table A the words "A proxy need not be a Member of the Company" shall be omitted.
- (b) No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he has been appointed to act at that Meeting as proxy for a corporation.

CORPORATIONS ACTING BY REPRESENTATIVES.

21. Article 63 of Table A shall apply.

DIRECTORS.

22. (a) The number of the Directors of the Company shall not be more than 5 nor less than 2. The first Directors of the Company shall be Noel Douglas Ridsdale, Thomas Gifford Elliot and Albert Beryl Jones.
- (b) Subject to the provisions of Article 27 the said Noel Douglas Ridsdale shall, so long as he continues to be the beneficial owner of 100 Shares in the Company, be permanent Managing Director and shall not be subject to retirement or removal under the provisions of Articles 68, 73 to 77 and 80 of Table A. As permanent Managing Director the said Noel Douglas Ridsdale shall be entitled to exercise all the powers given to the Board of Directors by Article 67 of Table A.

23. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

POWERS AND DUTIES OF DIRECTORS.

24. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

25. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

THE SEAL.

26. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary or such other person as the Directors may appoint for the purpose; and that Director and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATIONS OF DIRECTORS.

27. The office of Director shall be vacated if the Director :—

- (a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors; or
- (c) Becomes prohibited from being a Director by reason of any order made under sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Be convicted of an indictable offence; or
- (f) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

28. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

29. Subject as hereinafter mentioned, a Director may be interested in, concerned in or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. For the purposes of this Article a general notice given to the Directors of the Company by any Director 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 be deemed to be a sufficient declaration of interest in relation to any contract so made. A Director so interested, concerned or participating or entitled so to participate who has duly declared the nature of his interest in accordance with the provisions of this Article, shall be entitled to vote in respect of any such contract or arrangement.

ROTATION OF DIRECTORS.

30. Articles 73 to 80, inclusive, of Table A shall apply unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

31. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

32. 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 convened and constituted.

33. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

DIVIDENDS AND RESERVE.

34. Articles 89 to 96, inclusive, of Table A shall apply.

ACCOUNTS.

35. Articles 97 to 100, inclusive, of Table A shall apply.

36. 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 seven days before the date of the Meeting, be kept at the Registered Office of the Company for inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

AUDIT.

37. Auditors shall be appointed and their duties regulated in accordance with the provisions of sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force. The first Auditor of the Company shall be Mr. Clive Gildon, Chartered Accountant, of Middlesbrough.

NOTICES.

38. Articles 103, 105, 106 and 107 of Table A shall apply.

39. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

40. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

WINDING-UP.

41. On a winding-up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding-up, shall be applied (1) in paying back to the Members of the Company the amount of their paid-up Capital in the order (if any) prescribed by the Company's Memorandum and Articles; and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the Capital held by them respectively. If the assets shall be insufficient to repay the paid-up Capital in full, the loss shall be borne by the Members in proportion to the nominal Capital held by them respectively.

42. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the Liquidator with the like sanction shall think fit. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.