

Number of
Company

3694671

Form No. 41.



THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee stamp
must be
impressed
here.

REGISTERED
13 SEP 1941

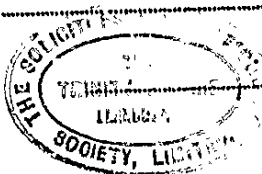
DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

Industrial Fan and Heater
Company
LIMITED.

Presented by



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, William Alexander Erson
of 184, Bath Row, in the City
of Birmingham

(a) Here insert:
"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
"Association as a
"Director or
"Secretary."

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

of Industrial Fan & Heater Company

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 George Road
Edgbaston in the City
of Birmingham
the 13 day of September 1941.

W A Erson

Before me,

Charles Erson

Number of
Company

369467/2

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)



COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

Industrial Fan and

Company

LIMITED.

REGISTERED

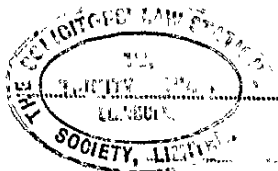
18 SEP 1941

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

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

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

Presented by



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,
5 St. James's Square, Manchester, 2, 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

THE NOMINAL CAPITAL

OF

Industrial Fan & Heater

Company, Limited.

is £ *5000*, divided into *5000*

Shares of £ *1* each.

*Signature

Albert S. B...

Description

Director

Dated the

Thirteenth day of *September* 19*41*.

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

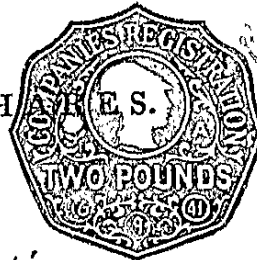
509407/2



The Companies Act 1929.



COMPANY LIMITED BY SHARES.

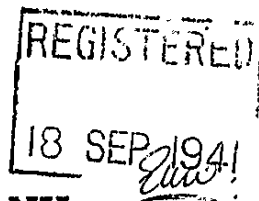


Memorandum of Association

OF

and

INDUSTRIAL FAN & HEATER COMPANY LIMITED.



1. The name of the Company is "INDUSTRIAL FAN AND HEATER COMPANY 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 the trades or businesses of heating, ventilating, refrigerating and constructional engineers, and as designers, manufacturers, dealers, installers, fitters and repairers of and in all kinds of plant, machinery, apparatus, equipment, accessories and supplies wholly, partly and in any way connected with heating, heat treatment, heat generation, fuel burning, steam raising, thermal insulation, ventilation, air conditioning, air propulsion, drying, pneumatic conveying, and steam, water and gas supply, and with the heating, cooling, drying, conveying, separating, mixing, conditioning, condensation, evaporation, purification and any other physical or chemical treatment of fluids and of solids suspended in fluids for processes of every description, and with the means of controlling and measuring any of the above-mentioned operations and processes.

A.S.B.
J.H.



- (B) To carry on all or any of the following trades or businesses, namely : Fabricators, erectors and repairers of all kinds of structural steel, steel plate and sheet metal work, manufacturers and dealers in metal stampings, metal pressings, metal goods and machined components of every description, founders, smiths, machinists, metal spinners, galvanisers, welders, builders and plumbers, and to carry on all kinds of work connected in any way with the business of heating, ventilating, thermal combustion, pneumatic, aerodynamic, hydraulic, gas, furnace, constructional, mechanical and electrical engineers and contractors, and any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company. *J.A.B. 2/5*
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is deemed likely to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or other-

wise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (s) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for

fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (r) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (u) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

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

4. The liability of the members is limited.

5. The share capital of the Company is £5,000, divided into 5,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Albert Noel Brand,</i> <i>1, Carter Lane, Chisston,</i> <i>Birmingham 32.</i> <i>Engineer.</i>	<i>One</i>
<i>Leslie Howard Stacks.</i> <i>276 Stratford Road.</i> <i>Savley.</i> <i>Communist Manager. Near Birmingham</i>	<i>One.</i>

Dated this 13th day of September 1941.

Witness to the above Signatures—

W. A. Givier
Solicitor

184 Bath Row—
Birmingham 15

369467/4



The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

REGISTERED
13 SEP 1941

OF
and
INDUSTRIAL FAN & HEATER COMPANY
LIMITED.

Sum

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 19, 35, 45, 47, 48, 50, 59, 61, 64, 65, 66, 69, 72 and 82 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) 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 be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" where those words first occur.

5. The shares shall be at the disposal of the Directors, and they may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 8 hereof, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

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, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES.

8. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 8. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, 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. The Directors may decline to register any transfer of any shares on which the Company has a lien. 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, as required by Section 66 of the Companies Act 1929.

PROCEEDINGS AT GENERAL MEETINGS.

9. 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. Two members personally present shall be a quorum.

10. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

11. 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 by the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, 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, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

12. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. 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 is appointed to act at that meeting as proxy for or representative of a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

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

" INDUSTRIAL FAN & HEATER COMPANY LIMITED.

" I, ,
 " of ,
 " in the County of , being a
 " member of INDUSTRIAL FAN & HEATER COMPANY
 " LIMITED, hereby appoint
 " ,
 " of ,
 " or failing him, ,
 " of ,
 " as my proxy to vote for me and on my behalf
 " at the [Ordinary or Extraordinary or Adjourned,
R.N.B. " as the case may be] General Meeting of the
L.H. " Company to be held on the day of
 " , and at any adjournment
 " thereof.
 " Signed this day of ."

DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven. The following shall be the first Directors of the Company, that is to say—Albert Noel Brand, of Anne Road, Handsworth, Birmingham, Engineer; Leslie Howard Slade, of 276 Stratford Road, Shirley, nr. Birmingham, Commercial Manager, and Charles William Green, of 56 Cherry Orchard Road, Handsworth Wood, Birmingham, Works Manager.

15. The remuneration of the Chairman and of the Directors shall be fixed by the Company in General Meeting. The Company in General Meeting may from time to time direct such further sums as may be thought fit to be paid as and by way of further remuneration to the Directors, and any such further remuneration shall be divided amongst them as they may agree, or failing agreement equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

16. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £50, and it shall be his duty to comply with the provisions of Section 141 of the Companies Act 1929. A Director may act before acquiring his qualification.

17. (A) The said Albert Noel Brand shall until he dies or resigns the office or be found to be a lunatic or becomes of unsound mind or cease to hold his qualification shares be a permanent life Director and

the Governing Director of the Company. Clauses 73 to 76 of Table A of the Companies Act 1929 shall not apply to the appointment of the said Albert Noel Brand.

(B) The said Albert Noel Brand whilst Governing Director shall have and be entitled to exercise all the powers, authorities and discretions hereby expressed to be vested in the Directors generally, and all Directors shall conform to his directions in regard to the business of the Company.

(c) The said Albert Noel Brand whilst Governing Director may from time to time by writing under his hand—

- (a) Appoint other persons being shareholders of the Company as Directors of the Company.
- (b) Define and restrict their powers and fix their duties and remuneration.
- (c) Remove any Director however appointed.
- (d) Convene a General Meeting of the Company.
- (e) Appoint and remove the Managing Director, Secretary and other officers of the Company.

A.N.B.
L/S. (D) A resolution in writing under the hand of the said Albert Noel Brand whilst Governing Director shall be as valid and binding on the Company as a resolution passed by the Board of Directors, and shall have preference to any resolution by the Board and shall bind the Board and the Company.

(E) If the said Albert Noel Brand shall resign the office of Governing Director or shall cease to hold such share qualification as aforesaid, he shall (subject to his holding or acquiring necessary qualification) become an ordinary life Director, but at any time after the said Albert Noel Brand shall have resigned the office of Governing Director he may by notice in writing given to the Company or sent through the post directed to the Company at its registered office resume the office of Governing Director.

(F) In addition to the other authorities expressly or by implication conferred on the Governing Director, he shall have to the exclusion of General Meetings and the Board full authority to determine the following matters—

- (a) Who shall be admitted as shareholders;
- (b) What resolutions shall be proposed at General Meetings and Board meetings respectively;
- (c) What mode of valuing the Company's assets shall be adopted;

- (d) What amounts shall be carried to the reserve fund and the depreciation fund respectively and how these funds shall be dealt with ;
- (e) What dividend shall be paid on the shares and when such dividend shall be declared ;
- (f) What business (within the scope of the Memorandum of Association) shall be undertaken or taken up by the Company ;
- (g) When and to what extent and in what manner and upon what terms and conditions and for what purposes the Directors may exercise their powers of borrowing or raising money.

POWERS AND DUTIES OF DIRECTORS.

18. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director."

19. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 82 and 108 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

20. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

DISQUALIFICATION OF DIRECTORS.

21. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.

- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.
- (6) If he is found lunatic or becomes of unsound mind.

22. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

23. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely: (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS.

24. 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.

25. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SECRETARY.

26. Leslie Howard Slade, of 276 Stratford Road, Shirley, nr. Birmingham, shall be the first Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

WINDING UP.

27. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY.

28. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Albert Noel Brand
1. Carter Lane, Quinton,
Birmingham, 32.

Engineer.

Lutie Howard Stace.
276 Stratford Rd.
Sewley,
Near Birmingham

Commercial Manager.

Dated this 13th day of September 1911.

Witness to the above Signatures—

W. A. Ennor
184 Bath Row
Birmingham 15
Solicitor

DUPLICATE FOR THE FILE.

No. 369467



Certificate of Incorporation

I Hereby Certify,

That

~~INDUSTRIAL FAN AND HEATER COMPANY LIMITED~~

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

Given under my hand at ^{Llandudno}~~London~~ this eighteenth day of September One
Thousand Nine Hundred and ~~forty-one~~.


Assistant Registrar of Companies.

Certificate received by L. C. Heatham for L.L.S. Ltd.

18, Trinity Square. Date 18th Sept, 1941.

369401/22

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0255

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Special Resolutions

OF

INDUSTRIAL FAN & HEATER COMPANY LIMITED.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Airflow Works, Evelyn Road, Sparkhill, Birmingham, on the 18th day of July 1952, the following SPECIAL RESOLUTIONS were duly passed:—

RESOLUTIONS.

1. That the capital of the Company be and it is hereby increased to £80,000 by the creation of 25,000 new shares of £1 each, of which 10,000 of the new shares shall be Ordinary Shares ranking in all respects *pari passu* with the existing Ordinary Shares of the Company and the remaining 15,000 shall be 7½% Cumulative Preference Shares of £1 each.

2. That the Articles of Association of the Company be and they are hereby amended as follows:—

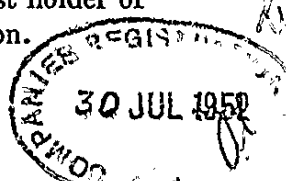
(1) That Article 8 shall be prefixed with the words "subject to the following Article," and shall be renumbered and called 8a.

(2) That the following new Article be inserted after Article 8 and shall be numbered 8b:—

8b (i) No Ordinary Share shall, save as provided by paragraph (vi) of this Article, be transferred to a person who is not a holder of Ordinary Shares of the Company so long as any holder of Ordinary Shares is willing to purchase the same at the fair value, but the member holding the largest number of Ordinary Shares in the Company at the time shall have first option of purchase of any Ordinary Shares that any other member wishes to transfer, and failing his exercising his right of purchase the next largest holder of Ordinary Shares shall have the option and so on.

REGISTERED

30 JUL 1952



- (ii) In order to ascertain whether any member is willing to purchase an Ordinary Share, the person (whether a member of the Company or not) proposing to transfer the same (hereinafter called "the retiring member") 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 shares to any member of the Company according to his right as aforesaid at the fair value. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable excepting with the sanction of the Directors.
- (iii) If the Company shall, within the space of twenty-eight days after being served with such notice, find a holder of Ordinary Shares willing to purchase the share (hereinafter called "the purchasing member") and shall give notice thereof to the retiring member, he shall be bound upon payment of the fair value to transfer the share to the purchasing member.
- (iv) In case any difference arises between the retiring member and the purchasing member as to the fair value of an Ordinary Share, such value shall be fixed by the Auditor or Auditors of the Company for the time being.
- (v) If, in any case, the retiring member, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money and 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 retiring member. 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.
- (vi) If the Company shall not, within the space of twenty-eight days after being served with the transfer notice, find a member willing to purchase the share or shares and give notice in the manner aforesaid, the retiring member shall at any time within three calendar months afterwards, be at liberty, subject to paragraph 1 of Article 8 hereof, to sell and transfer the share or shares (or those not placed) to any person and at any price.
- (vii) The Company in General Meeting may make and from time to time vary rules as to the mode in which any share specified in any notice served on the Company pursuant to paragraph (ii) of this Article shall be offered to the holders of Ordinary Shares, and as to their rights in regard to the purchase thereof.

(viii) Any Ordinary or Preference Share may be transferred by a member to any son or stepson or grandson, or daughter or son-in-law, or niece or nephew, or wife or husband of such member, and any Ordinary or Preference Share of a deceased member may be transferred by his executors or administrators to any son or stepson or grandson, daughter, nephew or niece, or son-in-law, or widow or widower of such deceased member, and Ordinary or Preference Shares standing in the names of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will and paragraph (1) of this Article shall not apply to any such transfer.

(8) That the following new Articles be inserted after Article 8 and be numbered 8 (a), 8 (b) and 8 (c):—

CAPITAL :

8 (a) The capital of the Company on the adoption of this Article is £80,000, divided into 15,000 $7\frac{1}{2}\%$ Cumulative Preference Shares of £1 each and 15,000 Ordinary Shares of £1 each. The rights as regards income and capital attached to these shares shall be as follows :—

(A) AS REGARDS INCOME :

(i) The Cumulative Preference Shares shall be entitled to a fixed cumulative dividend at the rate of $7\frac{1}{2}\%$ per annum, less tax, on the capital for the time being paid up thereon to be paid, if and so far as in the opinion of the Directors the profits of the Company justify such payments half-yearly on the 31st day of March and the 30th day of September in every year in respect of the half-year's ending on those dates.

(ii) Subject as aforesaid and subject to any special rights which may be attached to any class of shares hereafter issued, the profits of the Company available for dividend and resolved to be distributed shall be distributed among the holders of the Ordinary Shares rateably according to the amounts paid up on such shares (exclusive of any amount paid by way of premium thereon).

(B) AS REGARDS CAPITAL :

On a return of assets on liquidation or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied: First, in paying to the holders of the $7\frac{1}{2}\%$ Cumulative Preference Shares the amounts paid up on such shares and together with a sum equal to any arrears or deficiency of the fixed dividend thereon to be calculated down to the date of the return of capital and to be payable irrespective of whether or not such dividend has been declared or earned; and the

balance of such assets, subject to any special rights which may be attached to any class of shares hereafter issued shall belong to and be distributed among the holders of the Ordinary Shares rateably according to the amounts paid up on such shares held by them respectively.

- 8 (b) Any holder of Ordinary Shares in the capital of the Company on the 1st day of July 1952 (in this and the following Article referred to as Ordinary Shares) may at any time prior to the 31st day of December 1952 convert his Ordinary Shares, or any of them, into $7\frac{1}{2}\%$ Cumulative Preference Shares and the following provisions shall apply to such conversion, that is to say :

(i) The holder who desires so to convert must give to the Company notice in writing of his desire and such notice must specify the denoting numbers of the Ordinary Shares he desires to convert and must be accompanied by the certificate for the Ordinary Shares desired to be converted.

(ii) Upon the receipt of any such notice and certificates the Company shall record the conversion in its register of members, and thereupon the conversion shall take effect and a fresh certificate shall be issued in respect of the shares so converted.

(iii) Any Ordinary Shares so converted into Preference Shares shall for purposes of dividend rank as Preference Shares as from the date of the notice.

- (8) (c) Any Preference Shares resulting from the conversion of Ordinary Shares in accordance with the provisions of Article 8 (b) hereof shall rank *pari passu* with the other $7\frac{1}{2}\%$ Cumulative Preference Shares in the Company both as regards income, capital repayments and voting rights.

- (4) That Article 54 of Table A in the First Schedule to the Companies Act 1929 shall not apply to this Company, but in substitution therefor the following new Article shall be inserted after Article 13, and shall be numbered 13 (a):—

- 13 (a) Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any class of shares on a show of hands every member who is present in person shall have one vote and on a poll every member shall have one vote for every £1 share in nominal amount of which he is the holder provided that the $7\frac{1}{2}\%$ Cumulative Preference Shares shall not entitle the holders to attend or vote at any General Meeting unless either—

(A) At the date of the notice convening the meeting the dividend on such shares is 2 years in arrear and so that for this purpose the dividend shall be deemed to

be payable half-yearly on the date mentioned in Article 3 (a) in respect of the periods mentioned in that Article ; or

(B) The business of the meeting includes the consideration of a resolution for winding up the Company or reducing its capital or any resolution directly abrogating or varying any of the special rights or privileges attached to such shares.


- (5) That the following new Articles be inserted after Article 26 and be numbered 26 (a) and 26 (b) :—

CAPITALISATION OF PROFITS :

- 26 (a) The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid or partly in one way and partly in the other: Provided that the Share Premium Account and a Capital Redemption Reserve Fund may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.
- 26 (b) 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, debentures or securities, 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, debentures or securities becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up; of any further

shares 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.

8. That it is desirable to capitalise the sum of £14,562 undivided profits of the Company (being part of the sum standing to the credit of Profit and Loss Account), and accordingly that the Directors be and they are hereby authorised and directed to appropriate the said sum of £14,562 to and amongst the persons who on the 1st day of July 1952 were registered as holders of Ordinary Shares in the capital of the Company in proportion of one new Ordinary Share of £1 each and two $7\frac{1}{2}\%$ Cumulative Preference Shares of £1 each for each one Ordinary Share then held by them respectively, and to apply such sum on behalf of the said shareholders in paying up in full 4,854 unissued Ordinary Shares of £1 each and 9,708 unissued $7\frac{1}{2}\%$ Cumulative Preference Shares of £1 each in the capital of the Company, the said shares to rank for any dividend declared after the date of issue and to be allotted and distributed, credited as fully paid up, to and amongst the said shareholders in the proportion aforesaid and the said Preference Shares to carry a dividend of $7\frac{1}{2}\%$ per annum as from the 1st day of July 1952.

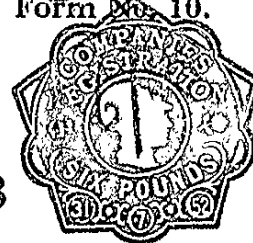
 Chairman.

1952. 11. 11

Number of
Company

369467/23

Form No. 10.



THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

INDUSTRIAL FAN & HEATER COMPANY

LIMITED

REGISTERED

30 JUL 1952

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

THE SOLICITORS' LAW
STATIONERY SOCIETY.

At
Solicitors' Law Stationery Society,
10, Abchurch Lane, London, E.C. 4.

To THE REGISTRAR OF COMPANIES.

INDUSTRIAL FAN & HEATER COMPANY.

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a *Special
Resolution of the Company dated the 18th day of July, 1952.
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £25,000
beyond the Registered Capital of £5,000.

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

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
10,000	new Ordinary	£1.
15,000	7½% Cum. Pref.	£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 :—

As to the Ordinary Shares ranking in all respects pari passu with the existing Ordinary Shares of the Company and as to the Preference Shares the same to be entitled to a fixed cumulative dividend at the rate of 7½% per annum, less tax, and to be entitled to the repayment of capital in priority to the Ordinary Shareholders. The holders of the Preference Shares shall not be entitled to attend or vote at any general meeting unless either the dividend is two years in arrears or the business of the meeting includes a consideration of a Resolution for winding up or varying the rights attached to such Preference Shares.

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

Signature

L. H. H. H. H.

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

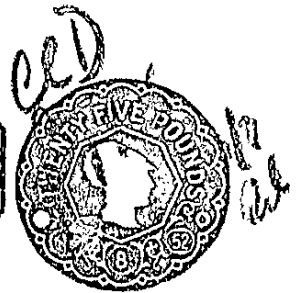
Number of
Company

369467/24

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital OF

INDUSTRIAL FAN & HEATER COMPANY

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

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Buckler Street, 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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

INDUSTRIAL FAN & HEATER COMPANY

Limited

has by a Resolution of the Company dated
18th July, 1952 been increased by
the addition thereto of the sum of £25,000,
divided into:—

10,000 new Ordinary Shares of £1 each

15,000 7½% Cumulative Preference Shares of £1 each

beyond the registered Capital of £5,000.

Signature

L. L. L. L.

(State whether Director or Secretary) *Director*

Dated the 28th day of July 1952.

No. 369467.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Special Resolutions

OF

INDUSTRIAL FAN AND HEATER COMPANY LIMITED

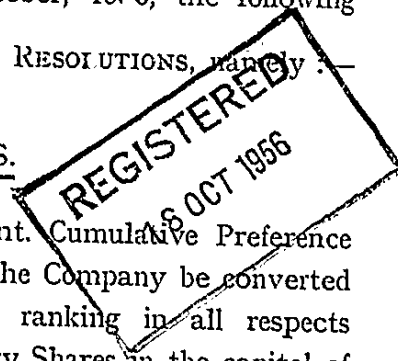
Passed 16th October, 1956.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at The Grange Works, Oak Lane, East Finchley, Middlesex, on 16th October, 1956, the following Resolutions were duly passed as SPECIAL RESOLUTIONS, namely:—

RESOLUTIONS.

1. That the 15,000 7½ per cent. Cumulative Preference Shares of £1 each in the capital of the Company be converted into and become Ordinary Shares ranking in all respects *pari passu* with the existing Ordinary Shares in the capital of the Company.

2. That the Regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved, and that such Regulations be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



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[Signature]
Chairman.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

Industrial Fan and Heater Company Limited

(Adopted by Special Resolution passed 16th October, 1956.)

TABLE "A".

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

2. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "the Act"), except where the same are excepted or varied by or inconsistent with these Articles of Association, shall apply to the Company. Unless otherwise indicated, any reference in these Articles of Association to a Clause of Table A shall be construed as a reference to the Clause of that number contained in Part I of Table A in the First Schedule to the Act.

SHARE CAPITAL.

3. The share capital of the Company at the date of the adoption of these Articles of Association is £30,000, divided into 30,000 Shares of £1 each.

4. Subject to any direction to the contrary which may be given by the Company in General Meeting, all shares in the capital of the Company for the time being unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, for such consideration and upon such terms and conditions as they may determine, and in particular the Directors may grant to any person the option to take up any shares for such period and on such terms and conditions as the Directors may think fit, but so that no share shall be issued at a discount except in accordance with Section 57 of the Act.

MODIFICATION OF RIGHTS.

5. If any separate General Meeting convened pursuant to Clause 4 of Table A shall be adjourned owing to the fact that the prescribed quorum was not present, and if at the adjourned Meeting the prescribed quorum shall not be present within half an hour from the time appointed for holding the Meeting, the holders of shares of the class in question present in person or by proxy at the adjourned Meeting shall constitute a quorum.

LIEN.

6. In Clause 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deleted.

CALLS ON SHARES.

7. In the first sentence of Clause 15 of Table A the words "except in so far as may be otherwise agreed between the Company and any Member in the case of any shares held by him" shall be inserted immediately after the words "provided that".

PROXIES.

8. In every notice convening a General Meeting 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 be a Member.

PROCEEDINGS AT GENERAL MEETINGS.

9. In Clause 4 of Part II of Table A the words "provided that there be not less than two persons present" shall be inserted after the word "proxy".

10. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and in the case of a body corporate which is a Member signature shall be sufficient if made by a director of that body corporate or by its duly appointed attorney. Clause 5 of Part II of Table A shall not apply.

VOTES OF MEMBERS.

11. If at any General Meeting any vote shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting and not in that case unless in the opinion of the Chairman of the Meeting it shall be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two and not more than seven in number. Clause 75 of Table A shall not apply.

13. Every Director shall have the power to appoint (1) any other Director or (2) any person approved for that purpose by a resolution of the Directors to act as alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director, except as regards remuneration and the power to appoint an alternate, shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and every alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for every Director for whom he acts as alternate.

14. Any instrument appointing an alternate Director shall be left at the registered office of the Company and, as nearly as circumstances will admit, shall be in the form or to the effect following :—

INDUSTRIAL FAN AND HEATER COMPANY LIMITED.

I, _____, a Director of the above-named Company, pursuant to Article 13 of the Articles of Association of the Company, hereby appoint _____ of _____ to act as alternate Director in my place during my absence and to exercise and discharge all my duties as a Director of the Company.

As witness my hand this _____ day of _____, 19 ____.

15. If any Director shall be called upon to perform extra services or make any special exertions in going or residing abroad or

otherwise for any of the purposes of the Company the Directors may arrange with such Director for such extra remuneration for such services or exertions, either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

BORROWING POWERS.

16. The Directors may exercise all the powers of the Company to borrow and raise money, and to mortgage and charge its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Clause 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS.

17. A Director who pursuant to Clause 84 (1) of Table A has declared at a meeting of the Directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Clause 84 of Table A shall not apply.

PENSIONS AND ALLOWANCES.

18. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Clause 87 of Table A shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS.

19. Subject to Clause 88 of Table A, the Directors shall remain in office until removed by Memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent to or left at the registered office for the time being of the Company or by resolution of the Company in General Meeting.

20. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company at any time and from time to time by Memorandum in writing signed by him or them and sent to or left at the registered office for the time being of the Company, or the Company by resolution in General Meeting, may appoint any person to be a Director either to fill a casual vacancy in the number of the Directors or as an additional Director. Any Director so appointed shall hold office until he is removed pursuant to Article 19 or his office is vacated under Clause 88 of Table A.

21. Without prejudice to the preceding Article, any casual vacancy in the number of the Directors may be filled by the Directors and (subject to the limit hereinbefore prescribed) the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 19 or his office is vacated under Clause 88 of Table A.

22. Clauses 89 to 93 (inclusive) and 95 to 97 (inclusive) of Table A shall not apply, and Clause 94 of Table A shall be modified accordingly.

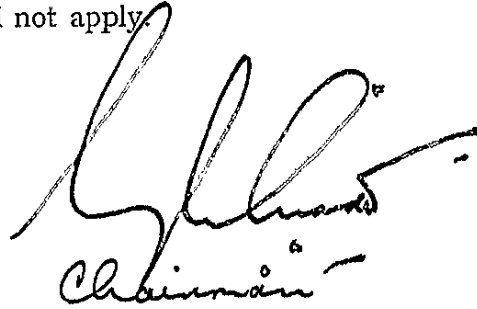
PROCEEDINGS OF DIRECTORS.

23. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form signed by one or more of the Directors or their alternates. Clause 106 of Table A shall not apply.

MANAGING DIRECTOR.

24. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and

on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and such appointment shall be automatically determined if a Director so appointed shall cease from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. Clause 107 of Table A shall not apply.



Chairman

No. 369467. /

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

OF

Industrial Fan and Heater Company Limited

Passed 5th June, 1958.

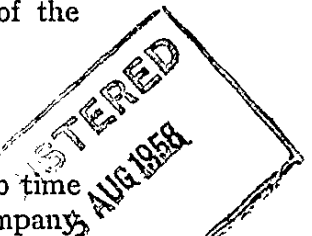
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 5th June, 1958, the following Resolution was duly passed as a SPECIAL RESOLUTION, namely :—

RESOLUTION

That the Articles of Association of the Company be altered by the insertion therein, immediately after Article 15, of the Article following, namely :—

" ASSOCIATE DIRECTORS

15A. The Directors at any time or from time to time may appoint any employee or employees of the Company to be an Associate Director or Associate Directors. An Associate Director shall perform and exercise such duties, powers and rights and shall be entitled to be paid such remuneration (if any) in addition to his remuneration as an employee as the Directors may determine. An Associate Director shall not be a Director of the Company and accordingly shall not be entitled to attend meetings of the Directors except at their invitation, in which case he shall not be entitled to vote. Every Associate Director shall be subject to the control of the Directors, by whom his appointment as an Associate Director may at any time be determined."



B., M. & Co. LTD. T103966P.

DIRECTOR.



SLAUGHTER & MAY.

No. 369467. / 47



THE COMPANIES ACT, 1948.

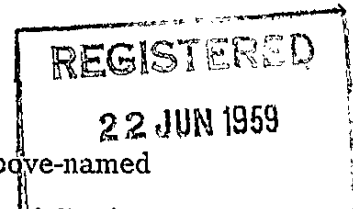
COMPANY LIMITED BY SHARES.

Resolution

OF

Industrial Fan and Heater Company Limited

Passed 16th June, 1959.



At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held on 16th June, 1959, the following Resolution was duly passed, namely :—

RESOLUTION.

That the share capital of the Company be increased from £30,000 to £120,000 by the creation of 90,000 additional Ordinary Shares of £1 each.

SLAUGHTER & MAY, (GROVING),
18 AUSTIN FRIARS,
LONDON, E.C.2.

[Signature]
Chairman.

ms.
22 JUN 1959

Number of
Company

369467/48

Form No. 10.



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

INDUSTRIAL FAN AND HEATER COMPANY

LIMITED

REGISTERED

22 JUN 1959

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).

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

Printed by

Slaughter and May (GFS/ALB),

18 Austin Friars,

London, E.C.2.

To THE REGISTRAR OF COMPANIES.

Industrial Fan and Heater
Company Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 16th day of June 1959
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £90,000 beyond the Registered Capital
of £30,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
90,000	Ordinary	£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:—

The additional 90,000 Ordinary Shares rank in
all respects pari passu with the existing
Ordinary Shares.

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

Signature _____

State whether Director
or Secretary _____

Dated the 19th day of June 19 59

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

Number of
Company } 369467 / 4.9

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

INDUSTRIAL FAN AND HEATER COMPANY

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.

REGISTERED

2 JUN 1959

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

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

Slaughter and May (GFS/ALB),

18 Austin Friars,

London, E.C.2.

SEC. 40 (5), FINANCE ACT 1920	
CERT. ALLOWING D.	£100
CERT. PROVIDED	£100
DATE OF ISSUE	18/11/74
R.	112/11

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;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

22 JUN 1959

OF

Signature

(State whether Director ~~or Secretary~~)

Dated the 19th day of June 1959

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

No. 369467./85.

THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
of
INDUSTRIAL FAN AND HEATER COMPANY LTD.
Passed 30th July 1974.

At an Extraordinary General Meeting of the above-named Company duly convened and held on 30th July 1974 at Abelson House, Coventry Road, Sheldon, Birmingham, the following resolution was duly passed as an Ordinary Resolution, namely:-

- (i) the authorised capital of the Company be increased from £120,000 to £150,000 by the creation of 30,000 Ordinary Shares of £1 each; and that
- (ii) the 30,000 Ordinary Shares of £1 each in the capital of the Company resulting from the first paragraph of this resolution together with the existing 20,000 authorised but unissued Ordinary Shares of £1 each be issued and allotted to Simms Motor & Electronics Corporation Limited, credited as fully paid, but that such 50,000 additional Ordinary Shares shall not rank for any dividend declared or recommended in respect of the financial year ended 31st July 1974 but shall be in all other respects rank parri passu with the existing issued 100,000 Ordinary Shares of £1 each in capital of the Company.

- 1 AUG 1974


C.J. SPRUCE,
Secretary.

No. of Company 369467. 186

THE COMPANIES ACTS 1948 to 1967

Notice ~~and Statement~~ of Increase in Nominal Capital

*DELETE "and Statement" in cases where a SEPARATE statement is necessary; see circular for notes.

Part name of Company.

TO THE REGISTRAR OF COMPANIES

INDUSTRIAL FAN & HEATER COMPANY

State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by ~~an~~ an ordinary Resolution of the Company dated the Thirtieth day of July 1974 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 30,000 beyond the registered capital of £ 120,000.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
30,000	Ordinary	£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:—

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of enclosure.

Such shares shall not rank for any dividend declared or recommended in respect of the financial year ended 31st July 1974 but shall in all other respects rank parri passu with the existing issued 100,000 Ordinary Shares of £1 each in capital of the Company.

Signature



State whether Director
or Secretary

Secretary.

Dated the 31st day of July, 1974.

Presented by

C. J. Spruce,
S. M. E. C. Ltd.,
Abelson House,
2297 Coventry Road,
Sheldon, BIRMINGHAM B26 3PR.

Presentor's Reference CJS/GM/IFH.

-1 AUG 1974

369467

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

INDUSTRIAL FAN & HEATER COMPANY LIMITED

Passed on 19 May 1982

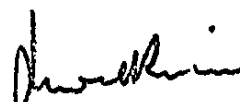
AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above company, duly convened, and held on 19 May 1982, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:

RESOLUTION:

"That subject to the approval of the Secretary of State the name of the Company be changed to:

SMEC LIMITED

With effect from 1 August 1982"


CHAIRMAN OF THE MEETING



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£80/p2.
76750

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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 369467 / 106

I hereby certify that

INDUSTRIAL FAN & HEATER COMPANY LIMITED

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

SMEC LIMITED

Given under my hand at Cardiff the 2ND AUGUST 1982

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

Assistant Registrar of Companies

COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
SMEC LIMITED
WELL STREET
BIRMINGHAM B19 2XF

DEF6/ 00369467

Date: 5 DECEMBER 1989

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

SMEC LIMITED

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380082

744

FILE COPY

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Companies House is an executive agency within the Department of Trade and Industry

HD002

DISSOLVED

00369467

SMEC LIMITED

This Company was struck off the Register under Section
652(5) of the Companies Act 1985 on 13 MARCH 1990
and dissolved by notice in the London Gazette dated 20 MARCH 1990



E L BEAL (Mrs)
for Registrar

DEF 1 SENT	07/04/89
DEF 2 SENT	16/06/89
DEF 3 SENT	21/07/89
FIRST GAZ	05/12/89

14

HCC