

No. of Company.....

388276/1

C.A. 23a. (No. 41.)

## The Companies Act, 1929.



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

# Declaration of Compliance

with the requirements of the Companies Act, 1929, on application for Registration  
of a Company, pursuant to Section 15 (2).

(See Footnote overleaf.)

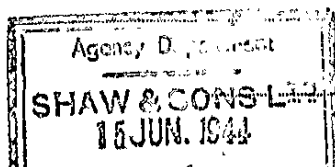
Name of  
Company }

*E. A. Thompson & Son (London) Ltd.*

REGISTERED

19 JUN 1944

Presented by



I, Edward Herbert Thompson

of 49, St. Anthony's Road, Forest Gate, London, E.7

Do solemnly and sincerely declare that I am a person named in the Articles of

\*"a Director" or "the Secretary."

Association as Director of E. H. Thompson

9 Son (London)

(19)

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 574/9 Barking

Road Plaistow in the

County of Essex

the 12th day of June

One thousand nine hundred and 44

before me.

E. H. Thompson

Wm. Bowd

† or Justice  
of the Peace.

A Commissioner for Oaths †

NOTE.—This Declaration may also be made before a Justice of the Peace. If so made, the words "Commissioner for Oaths" should be deleted and the words "Justice of the Peace" inserted in place thereof.

NOTE.

Section 15 of The Companies Act, 1929.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

Company

388276/2

Form C.A. 24.



*E. H. Thompson & Son (London)*

LIMITED

# Statement of the Nominal Capital

*pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp on the Nominal Capital is Ten Shillings for every £100 or part of £100—Sec. 41, Finance Act, 1933.)*

REGISTERED

19 JUN 1944

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

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

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

Registered for registration by



# The Nominal Share Capital

of the *E. H. Thompson and Son (London) Ltd.* —————

————— *LIMITED* —————

is £5,000 —————, divided into 5,000 — shares of £1 — (One pound) —  
each.

Signature *E. H. Thompson* —————

Description *Director* —————

Date *12th June 1944* —————

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

388276/3



1.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

E.H.THOMPSON & SON (LONDON) LIMITED.



1. The name of the Company is "E.H.THOMPSON & SON (LONDON) 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 carry on business as manufacturers of, and dealers in, scientific and aeronautical instruments of every description, component parts, fittings and accessories for aero-planes and aircraft of every description, tools, gears, jigs, gauges, moulds, dies, presses, implements, nails, screws, machinery, forgings, castings, guns, plates, boilers, engines, motor cars, motor lorries, trucks, and other vehicles, aeroplanes and other aircraft, ironmongery, hardware and wireless goods.
  - (b) To carry on business as precision engineers, mechanical engineers, motor engineers, aeronautical engineers, electrical engineers, oil fuel engineers, constructional engineers, consulting engineers, general engineers, iron-founders, ironmasters, ironworkers, steel-makers, blast furnace proprietors, brass-founders, and metal makers, refiners and workers generally, millwrights, wheelwrights, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, galvanizers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors, oil merchants, and contractors generally.
- (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.

REGISTERED

19 JUN 1944

Agency Department

SHAW & SONS LTD  
15 JUN 1944

- (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 out, 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 enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) 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 £5,000, divided into 5,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

No. of Shares  
taken by each  
Subscriber.

*Edward Herbert Thompson*

*29 St Antony's Rd*

*Forest Gate E.Y.*

*Engineer*

*1 Share*

*Walter Harold Champney*

*Jones.*

*18.5. Beehive Lane*

*Ilford Essex.*

*Progress Manager*

*1 Share.*

Dated this *12th.* day of *June* 19*44*

Witness to the above Signatures:-

*Edward John Stokes,*  
*307, Goodwood Avenue,*  
*Elmhurst,*  
*Essex.*  
*Chartered Accountant.*

388275/4



6.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



ARTICLES OF ASSOCIATION

of

E.H.THOMPSON & SON (LONDON) 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.

REGISTERED

19 JUN 1944

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

Agency Department

SHAW & SONS LTD

15 JUN. 1944

A.

**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. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

**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. Articles 11 to 16, inclusive, of Table A shall apply.

TRANSFER AND TRANSMISSION OF SHARES.

9. (a) No Shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with Sub-clause (b) hereof.
- (b) If any Member desires to sell or transfer his Shares or any of them, he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The said transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz.:— The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval in order to prevent disputes arising, the fair value shall be the Auditors valuation of the current worth of the Company's Shares to be made by him in writing at the request of the Directors.
- (c) When the fair value of the said Shares has been fixed under the provisions of Sub-clause (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given

notice to purchase the same, and as far as may be pro rata according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares, and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

- (d) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.
- (e) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

#### FORM AND EFFECT OF TRANSFER.

10. Articles 17 to 23, 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 Edward Herbert Thompson and Walter Harold Champney Jones.

(b) Subject to the provisions of Article 27 the said Edward Herbert Thompson shall so long as he continues to be the beneficial owner of 500 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 Edward Herbert Thompson shall be entitled to exercise such powers as may be conferred on him by the Directors from time to time provided that all or any of such powers may be limited, restricted, withdrawn, or altered in any manner which the Directors think fit.

23. The qualification of a Director shall be the holding of at least 10 Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

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 two Directors and of the Secretary or such other person as the Directors may appoint for the purpose; and those two Directors 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) 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.
- (f) If any Director of the Company shall become disqualified from any of the causes specified in this Article, or being an employee of the Company shall be discharged, then such Director shall, unless the Managing Director otherwise orders, be bound forthwith to offer his shares in the Company for sale to the other Directors at their par value, such offer being treated as notice of sale under Article 9 of these Articles, whereupon the same result shall follow as in the case of a notice of sale voluntarily given save that the purchase price shall be the par value of such shares.

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

14.

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.

#### 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Edward Herbert Thompson

49 St Andrews Rd

Forest Gate E.7.

engineer

Walter Harold Chamberlay  
Jones.

18. B. Beehive Lane  
Ilford Essex.

Progress Manager

---

Dated this 12th. day of June 1944

Witness to the above Signatures:-

Edward John Stokes,  
307, Goddard Avenue,  
Hornchurch,  
Essex.

Chartered Secretary

CERTIFICATE OF INCORPORATION

[Duplicate for the File]

No.

388276

I HEREBY CERTIFY, that

**E. H. THOMPSON & SON (LONDON) LIMITED**

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

Given under my hand at

this

day of

One

Thousand nine hundred and

Llandudno

XXXXX

nineteenth

June

forty-four.

Assistant Registrar of Companies.

Certificate)  
received by

Date

19th June 1944

SHAW & SONS,

LTD.

19, TRINITY SQ.

LLANDUDNO.

[175]

No. 68.

INDISTINCT ORIGINAL

THE COMPANIES ACT, 1948.

Copy



SPECIAL RESOLUTION

of

E. H. THOMPSON & SON (LONDON) LIMITED.

Passed the 17th day of July, 1959.

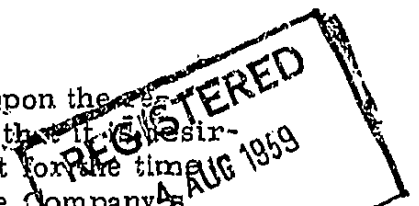
At an Extraordinary General Meeting of the Members of the above-named Company, duly convened pursuant to the provisions of Section 141 (2) of the Companies Act, 1948, and held at Skelton Works, 16, Chaucer Road, London, E. 7., on the 17th day of July, 1959, the following SPECIAL RESOLUTION was duly passed:-

That the Articles of Association of the Company be altered in manner following, namely:-

The following Articles shall be inserted after Article 42.

Capitalisation of Profits.

43. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued Shares or Debentures of the Company to be allotted and distributed credited



P.T.O. 4 1959

as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other and the Directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.

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

  
CHAIRMAN.

We Certify that this Resolution  
has been Multigraph printed by us.  
Dated this 14th day of Aug. 1959.  
For SHAW & SONS, LTD.

No. 388276

"THE COMPANIES ACT, 1948"



Copy

ORDINARY RESOLUTION

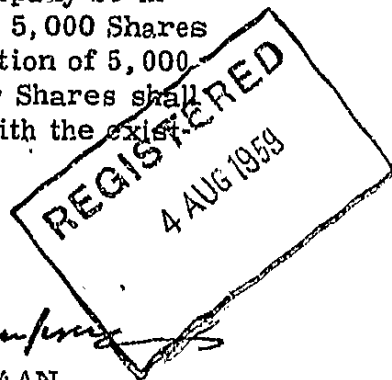
of

E. H. THOMPSON & SON (LONDON) LIMITED.

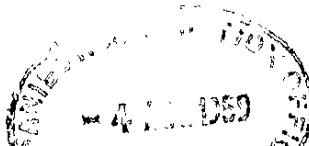
Passed the 17th day of July, 1959.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at Skelton Works, 16, Chaucer Road, London, E. 7., on the 17th day of July, 1959, the following ORDINARY RESOLUTION was duly passed:-

That the Share Capital of the Company be increased from £5,000 divided into 5,000 Shares of £1 each to £10,000 by the creation of 5,000 new Shares of £1 each. Such new Shares shall rank in all respects pari passu with the existing Shares of the Company.



*E. H. Thompson*  
CHAIRMAN.



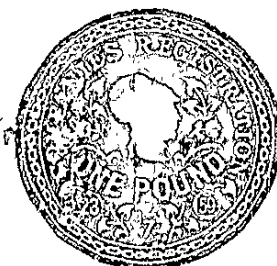
NO. OF COMPANY

39276

38

[C.F. 10]

# THE COMPANIES ACT, 1948.



## Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

NAME OF  
COMPANY

E. H. THOMPSON AND SON (LONDON)

LIMITED.



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

Cat. No. C.F.10.

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

*Law Stationers and Company Registration Agents.*

P138 S2035(11) (L)

*Presented by*

27 JUL 1959

C. 1539



# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

E. H. THOMPSON AND SON (LONDON) LIMITED,  
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,  
that by (a) ORDINARY Resolution of the Company dated the  
17<sup>th</sup> day of July 1959 the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£ 5,000 beyond the registered Capital of £ 5,000.

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
5,000	ORDINARY	£1 (ONE POUND)

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

Such new shares rank in all respects *pari passu*  
with the existing shares of the Company.

~~of the new Shares are Preference Shares, and are (b) [not]  
-redeemable.~~

(Signature)

*E. H. Thompson*

(State whether Director, or Secretary)

*Director*

Dated the

17<sup>th</sup>

day of

July

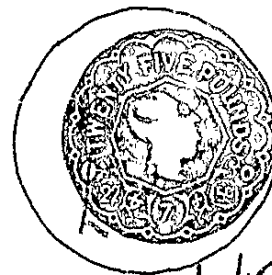
1959

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

This margin to be reserved for binding.

NO. OF COMPANY 392876 39

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
h. to.

Statement of Increase of Nominal Capital. 21/7/9

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

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

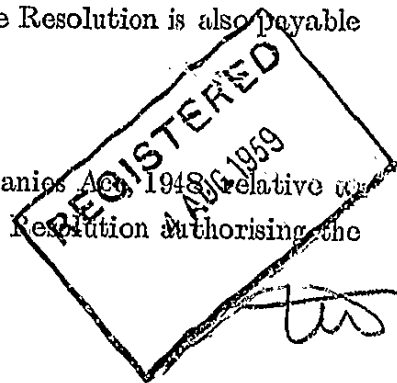
NAME OF  
COMPANY

E. H. THOMPSON AND SON (LONDON)

LIMITED.

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

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



CAT. NO. CA.26.

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

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

*Law Stationers and Company Registration Agents.*

S1223(K)L

*Presented for registration by*

# The Nominal Capital

OF

E. H. THOMPSON AND SON (LONDON)

LIMITED,

has by a Resolution of the Company dated the Seventeenth day  
of July, 1959, been increased by the addition thereto of  
the sum of Five thousand Pounds,  
divided into Five thousand Shares  
of One pound (£1) each,  
beyond the Registered Capital of Five thousand POUNDS,

\*Signature

*E. H. Thompson*

Description

*Director*

Date

17th July

1959

\*This Statement must be signed by an officer of the Company.

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

1156  
22/11/63  
No. 388276.

"THE COMPANIES ACT, 1948".

Copy

ORDINARY RESOLUTION

of

E. H. THOMPSON & SON (LONDON)  
LIMITED.

Passed the 20th day of November, 1963.

REGISTERED  
6 DEC 1963

At an Extraordinary General Meeting of the Members of the  
above-named Company, duly convened, and held at Skelton  
Works, Chaucer Road, London, E. 7, on the 20th day of  
November, 1963, the following ORDINARY RESOLUTION was  
duly passed:-

6-DEC 1963

That the Share Capital of the Company be increased  
from £10,000 divided into 10,000 Shares of £1 each  
to £50,000 by the creation of 40,000 new Shares of  
£1 each. Such new Shares shall rank in all respects  
pari passu with the existing Shares of the Company.

*E. H. Thompson*

CHAIRMAN.

No. of COMPANY 388276



[C.F. 10]

## THE COMPANIES ACT, 1948.

### Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

REGISTERED  
6 DEC 1963

NAME OF  
COMPANY

E.H. Thompson and Son (London) LIMITED.

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

Cat. No. C.F. 10.

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

*Law Stationers and Company Registration Agents.*

SI489 (3) □

Presented by



22 NOV 1963

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

.....  
.....E.H. Thompson and Son (London).....LIMITED,  
.....  
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,  
that by (a).....Ordinary.....Resolution of the Company dated the  
.....20th.....day of .....November.....19<sup>63</sup>....., the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£40,000.....beyond the registered Capital of £10,000.....

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
40,000	Ordinary	£1 (One pound)

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

Such new Shares rank in all respects pari passu with the existing Shares of the Company.

.....of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature).....*E.H. Thompson*.....

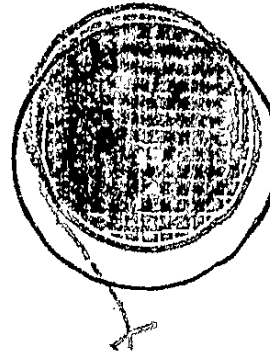
(State whether Director, or Secretary).....*Director*.....

Dated the.....20th.....day of .....November.....1963.....

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

NO. OF COMPANY 388276

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed



NAME OF

COMPANY

E.H. Thompson and Son (London)

LIMITED.

## Statement of Increase of Nominal Capital

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

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

REGISTERED

6 DEC 1963

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 20th November 1963 been increased by the addition thereto of the sum of £ 40,000 beyond the Registered Capital of £10,000

Signature

*E.H. Thompson*

Date

*2.11/63*

Description

*Director*

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

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

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

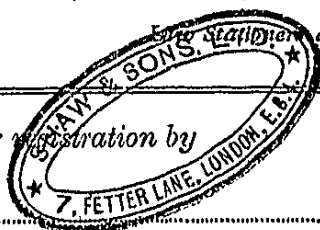
SHAW & SONS LTD.,

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

Joint Stationery and Company Registration Agents.

SI704 (r)

Presented for registration by



388276  
/78

E H THOMPSON & SON (LONDON) LIMITED

Minutes of an Extraordinary General Meeting of the Members  
of the Company held on 9th November 1981

The following Special Resolution was duly passed -

- That the Articles of Association of the Company shall be and they are hereby altered by substituting for the existing Articles the following:-





The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

E H THOMPSON & SON (LONDON) LIMITED

---

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same,

cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

7. (A) A share shall not be transferred unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, in such manner and, where more than one share is comprised in a sale notice, in such proportions and on such terms as to the allocation of shares not accepted by an offeree, as they consider fair and practicable, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price. Provided always that, notwithstanding anything hereinbefore contained, where more than one share is comprised in the sale notice then unless a purchasing member is found for each of the shares so comprised no obligation to transfer or to purchase any of such shares shall arise and the Directors

shall be deemed not to have found a purchasing member for any of such shares.

(B) Any direction (by way of renunciation, nomination or otherwise), by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purposes of regulation 3 of Table A, Part II, be deemed to be a transfer, and the Directors shall accordingly be entitled to decline to register such person as the holder thereof.

#### DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than five. The first Directors will be the person or persons named in the Statement delivered to the Register of Companies in accordance with Section 21 of the Companies Act 1976.

9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

### DISQUALIFICATION OF DIRECTORS

13. 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 section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act, or section 28 of the Companies Act 1976.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

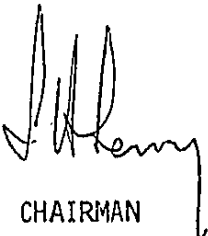
### REMOVAL OF DIRECTORS

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

### PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

There being no further business the meeting was declared closed.



CHAIRMAN

Certificate No. 388276

79  
The Companies Acts, 1929

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

E.H. THOMPSON & SON (LONDON) LIMITED

\_\_\_\_\_  
Incorporated the 19th day of June 1944  
\_\_\_\_\_



No. 388276.

Copy

CERTIFICATE OF INCORPORATION.

---

I HEREBY CERTIFY, That E.H.THOMPSON & SON (LONDON)  
LIMITED is this day Incorporated under the Companies  
Act, 1929, and that the Company is LIMITED.

GIVEN under my hand at Llandudno this Nineteenth  
day of June One thousand nine hundred and forty-four.

F.S.Tredinnick,

Assistant Registrar of Companies.

## THE COMPANIES ACT, 1929.

## COMPANY LIMITED BY SHARES.

## MEMORANDUM OF ASSOCIATION

of

E.H.THOMPSON &amp; SON (LONDON) LIMITED.

1. The name of the Company is "E.H.THOMPSON & SON (LONDON) 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 carry on business as manufacturers of, and dealers in, scientific and aeronautical instruments of every description, component parts, fittings and accessories for aeroplanes and aircraft of every description, tools, gears, jigs, gauges, moulds, dies, presses, implements, nails, screws, machinery, forgings, castings, guns, plates, boilers, engines, motor cars, motor lorries, trucks, and other vehicles, aeroplanes and other aircraft, ironmongery, hardware and wireless goods.
  - (b) To carry on business as precision engineers, mechanical engineers, motor engineers, aeronautical engineers, electrical engineers, oil fuel engineers, constructional engineers, consulting engineers, general engineers, iron-founders, ironmasters, ironworkers, steel-makers, blast furnace proprietors, brass-founders, and metal makers, refiners and workers generally, millwrights, wheelwrights, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, galvanizers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors, oil merchants, and contractors generally.
  - (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 out, 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 enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) 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 £5,000, divided into 5,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
Edward Herbert Thompson, 49, St. Antony's Rd., Forest Gate E.7. Engineer.	1 Share.
Walter Harold Champney, Jones, 18, B. Beehive Lane, Ilford, Essex. Progress Manager.	1 Share.

Dated this 12th day of June 1944.

Witness to the above Signatures:-

Edward John Stokes,  
307, Goodwood Avenue,  
Hornchurch,  
Essex.  
Chartered Secretary.

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

E H THOMPSON & SON (LONDON) LIMITED

---

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same,

cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

7. (A) A share shall not be transferred unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, in such manner and, where more than one share is comprised in a sale notice, in such proportions and on such terms as to the allocation of shares not accepted by an offeree, as they consider fair and practicable, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price. Provided always that, notwithstanding anything hereinbefore contained, where more than one share is comprised in the sale notice then unless a purchasing member is found for each of the shares so comprised no obligation to transfer or to purchase any of such shares shall arise and the Directors

shall be deemed not to have found a purchasing member for any of such shares.

(B) Any direction (by way of renunciation, nomination or otherwise), by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purposes of regulation 3 of Table A, Part II, be deemed to be a transfer, and the Directors shall accordingly be entitled to decline to register such person as the holder thereof.

#### DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than five. The first Directors will be the person or persons named in the Statement delivered to the Register of Companies in accordance with Section 21 of the Companies Act 1976.

9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

#### BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

### DISQUALIFICATION OF DIRECTORS

13. 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 section 182 of the Act.
  - (3) If he becomes bankrupt or enters into any arrangement with his creditors.
  - (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act, or section 28 of the Companies Act 1976.
  - (5) If he becomes of unsound mind.
  - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.
14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

### REMOVAL OF DIRECTORS

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

### PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.



## THE COMPANIES ACTS 1948 TO 1976

## Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

3

For official use

080

To the Registrar of Companies

Name of company

E. J. THOMPSON AND SON (LONDON)  
Limited\*

herby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or has having come, to an end is as shown below:

Company number	Day	Month
388276	31	12

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and [is to be treated as having come to an end] ~~with effect from~~† on

Day	Month	Year
31	12	1981

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] ~~[holding company]~~† of  
TIPMASTER LIMITED  
 \_\_\_\_\_, company number 902520  
 the accounting reference date of which is 31 ST DECEMBER

Signed [Signature] [Director] ~~[Secretary]~~§ Date 19.3.1982

Presenter's name, address and reference (if any):

CLAY ARTHUR STEVENS  
 AND MILLS AND CO.  
 35/37 CENTRAL PARADE  
 HOE STREET.  
 WIDHAMSTON EN7 4RW  
 CDD/ENT.

For official use  
 Data punch

General section

Post room

