

401102

Form No. 41.

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Office Stamp
to be
placed
here

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1929,

pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

Cleveland Motors

LIMITED.

Printed: "Certificate, Strand, London."

Telephone No., Holborn 0434

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

ROAD STREET PLACE, E.C.2, and 284 MOSTYN STREET, LLANDUDNO.

per by



1

Gerard Wilfred Fleming

of

6 Gordon Road Redcar, Yorks.

*Here insert-
"A Solicitor
of the Su-
preme Court
for in Scotland
"an Enrolled
Law Agent"
engaged in
the formation
of "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a person named

in the Articles of Association as a

Director of

Cleveland Meter

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

Bradthorpe in the
County of York.

the

31st

day of

November

One thousand nine hundred and

forty five

before me,

Reginald Smith

A Commissioner for Oaths. †

Gerard W. Fleming

† or Notary Public or Justice of the Peace.

NOTE.—This may be reserved for binding, and must not be written

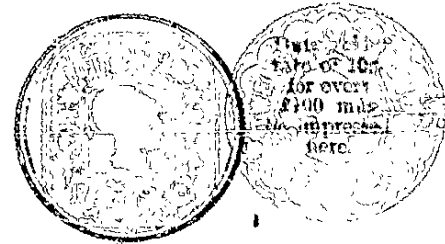
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201102

Form No. 21.

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

Clevelanda Meters

LIMITED,

as required by Section 112 of The Stamp Act, 1891; as amended by Section 41 of The Finance Act, 1933.

This statement is to be lodged with the Memorandum of Association and Documents when the Registration of the Company is applied for.

116-70211

"CERTIFICATE, ESTRAND, LONDON."

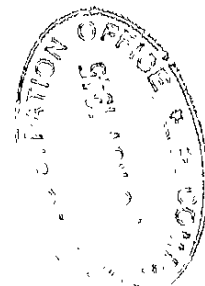
Telephone No.: HOLBORN 0434.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2

ROAD STREET PLACE, E.C.2, and 28A MOSTYN STREET, LLANDUDNO.



THE NOMINAL CAPITAL

OF

Cleveland Melters LIMITED,
is *Fifteen Thousand* Pounds,
divided into *Fifteen Thousand* Shares
of *One pound* each.

Signature *Gerardo. Henning*
Description *Director*

Dated the *Thirtieth* day
of *November* 19*48*

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

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

COMPANY LIMITED BY SHARES

Memorandum of Association

CLEVELAND METERS, LIMITED

1.--The Name of the Company is "CLEVELAND METERS, 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 all or any of the businesses of Manufacturers, Maintainers, and Repairers of and Dealers in Water Meters and all other Equipment and Apparatus required in connection with the measuring and distribution of Water; to sink wells and shafts, and to make, build, construct, lay down, and maintain reservoirs, waterworks, cisterns, cuiverts, filter-beds, main, and other pipes, and appliances, and to execute and do all other works and things necessary or convenient for obtaining, storing, selling, and delivering Water, and to carry on all or any of the businesses of Artesian Well-boring and Water Works Engineers, Civil, Mechanical, Electrical, Gas, and Hydraulic Engineers, Manufacturers, Factors, and Merchants of, Agents for, and Dealers in Well Boring and Pumping Machinery and Apparatus and Water Storage and Water Purification Plant, Machinery, and Apparatus of every description, and of, for, and in Testing Equipment, and Plant, Machinery, Apparatus, Materials, and Equipment of all kinds used or required in connection therewith, and to buy, sell, or supply on hire, manufacture, repair, convert, alter, and deal in tools, implements, materials, goods, articles, and things of every description capable of being used in connection with the foregoing businesses or any of them or likely to be required by persons having dealings with the Company.
- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property

or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company

- (D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (M) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (N) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (O) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or Company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (P) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children, or other relatives or dependents.
- (Q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and

to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company, as aforesaid.

- (r) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (s) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4.—The Liability of the Members is Limited.

5.—The Share Capital of the Company is Fifteen Thousand Pounds divided into Fifteen Thousand Shares of One Pound each.

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
<p><i>Charles Wilfrid Fleming</i> <i>6 Gordon Road</i> <i>Redcar, Yorks.</i> <i>Company Director</i></p>	<p><i>one</i></p>
<p><i>Thomas Ellis Dent</i> <i>'Hillands'</i> <i>Swainby</i> <i>Northallerton</i> <i>F. S. A. E.</i></p>	<p><i>one</i></p>

Dated the 13th day of November, 1915.

Witness to the above Signatures—

Frank Walker

8. Alvestone Avenue
West. Heathpool
Cardiff, Glam.



"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.



Articles of Association

OF

CLEVELAND METERS, LIMITED

PRELIMINARY.

1.—The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say the Clauses of Table A numbered 39, 40, 64, 65, 66, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2.—The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

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

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4.—The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARES.

5.—Subject to the provisions of Clause 35 of Table A, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6.—The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

7.—The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

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

9.—A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

10.—A General Meeting of the Company shall be held in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held before the end of the third month after that in which the anniversary of the Company's incorporation occurs, a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

11.—The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

12.—No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS.

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

14.—The following persons shall be the first Directors of the Company: GERALD WILFRÉD FLEMING of 6 Gordon Road, Redcar, Yorks., and JAMES FLEMING of 15 Gordon Road, Redcar, Yorks.

15.—The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors

shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

16.—The qualification of every Director shall be the holding *at least* in his own right and as sole Holder of ~~Shares of the Company to the nominal value of not less than~~ *one share* ~~Round.~~ A Director may act before acquiring his qualification but shall acquire his qualification within two calendar months of being appointed a *Director of the Company.*

17.—The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be paid such travelling, hotel, and other expenses as may reasonably be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at Meetings of Directors.

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

DISQUALIFICATION OF DIRECTORS.

19.—The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors ;
- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof ;
- (D) If he cease to hold the necessary Share qualification, or do not obtain the same within two calendar months from the date of his appointment ;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

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

20.—A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided

that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise, or in respect of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a 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, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

MANAGING DIRECTOR.

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

22.—Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

NOTICES.

23.—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 receive any notices from the Company.

WINDING UP.

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

25.—In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company be divided among the Members of the Company in specie, or may

be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Gerard W. Fleming
6 Gordon Road
Redcar. York
Company Director

Thomas Ellis Dent
Highland
Swainby
Northallerton F.S.A.A.

Dated the 13th day of November, 1945.

Witness to the above Signatures—

Frank Walker
8. Alverstone Avenue
West Kensington
Audit Clerk.

CERTIFICATE OF INCORPORATION

No.

401102

[Duplicate for the files]

I HEREBY CERTIFY, that

CHEVRELAID LIMITED, LIMITED

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

Given under my hand at London this twenty-seventh day of November

the
Thousand Nine Hundred and forty-five.

[Signature]

Registrar of Companies.

Certificate
received by:- } *[Signature]*
Date 27.11.45

[173]

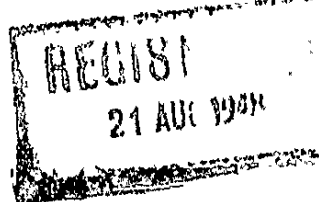
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15
THE COMPANIES ACT, 1948.
COMPANY LIMITED BY SHARES.



Special Resolution OF CLEVELAND METERS LIMITED

PASSED 29TH JULY, 1948.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company convened and held at Trunk Road Engineering Works, Redcar, on the 29th July, 1948, and at which all members of the Company were present in person, the following Resolution was passed as a Special Resolution :—

SPECIAL RESOLUTION.

That the Articles of Association of the Company be and the same are hereby modified as follows :—

1. By the insertion of the figure "3" after the word "numbered" and before the figure "39" and of the figure "54" between the figures "40" and "64" in line 5 of Article 1.
2. By the insertion after Article 7 of the following new Articles numbered 7A and 7B :—

"7A. MODIFICATION OF RIGHTS : Whenever the capital of the Company is divided into different classes of shares, the rights attached to any class may, subject to the provisions of the Statutes, be affected, modified, or abrogated, either with the consent in writing of the holders of not less than four fifths in value of the issued shares of the class or with the sanction of a resolution passed at a separate general meeting by the holders of not less than four fifths in value of such shares as aforesaid but not otherwise, and may be so affected, modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting all the provisions of these presents relating to general meetings of the Company or to the proceedings thereat, shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members or a member present shall be a quorum). The holders of shares of each respective class shall on a poll have one vote for each £1 of fully paid share capital held by them respectively and any holder of any share in the class present in person or by proxy may demand a poll.

7B. TRANSFER : Any share may be transferred to any Company being an Investment Trust Company or a Finance Company or an Insurance Company Provided Always that before any share or shares are transferred to any such Company the holder or holders thereof shall by notice in writing to the Directors offer them for sale at a price to be specified in the Notice to the Directors as agents for such persons as the Directors may nominate. It shall be a condition of the offer that it shall be accepted in whole and not in part only and that if within a space of 28 days after

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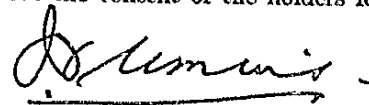
the offer is made it shall not have been accepted in full then the shares comprised in the offer may be sold (but at not less than the price at which they were so offered) to any Company being an Investment Trust Company or a Finance Company or an Insurance Company and the Directors shall not be entitled to refuse registration of any transfer or transfers in respect thereof. The provisions of this Article shall be deemed to be included in the rights attaching to each share in the capital of the Company whether the same be divided into different classes or not."

3. By the insertion after Article 12 of the following new Article numbered Article 12a :--
"12a. On a show of hands every member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for each £1 of fully paid share capital held by him."
4. By the insertion after Article 25 of the following new Article numbered Article 26 : --
"26. The following special ARTICLES OF ASSOCIATION shall apply so as to override any of the other provisions of the Articles of Association and so as to remain in force for so long as Industrial and Commercial Finance Corporation Limited (herein called "the Corporation" which expression shall include any Associated Company of the Corporation) remains the registered holder of any Share in the capital of the Company or for so long as any principal interest or other money secured by any Debenture issued by the Company to the Corporation remains unpaid unless otherwise hereinafter provided.
 - (a) AS TO APPOINTMENT OF DIRECTORS : Upon the Corporation becoming and for so long as the Corporation remains the registered holder of any share in the capital of the Company the Corporation by writing addressed to the Company shall be entitled to appoint to the Board of the Company as Director (herein referred to as a "Special Director") a person approved by the Board such approval not to be unreasonably withheld. A Special Director shall not be liable to retirement by rotation nor required to hold any share qualification nor be subject to removal from office except by the Corporation which shall be entitled from time to time to replace a Special Director by another Special Director so approved by the Board. The remuneration of a Special Director to be paid by the Company shall be agreed from time to time between the Corporation and the Company.
 - (b) AS TO ISSUE OF FURTHER SHARE CAPITAL : The Company shall not without the previous written consent of the Corporation issue or create any share or shares in addition to the issued share capital of the Company existing as at the date of the adoption of these Articles.
 - (c) AS TO OPTION TO SUBSCRIBE FOR SHARES : Subject to any necessary consent to the issue of capital by H.M. Treasury the Corporation shall be entitled by itself or by any associated Company of the Corporation to subscribe at par at any time (whether or not the Company has given notice of its intention to repay or has repaid the whole or any part of the principal moneys then outstanding under any Debenture issued by the Company to the Corporation) before the 31st day of December, 1952 for the following amounts of equity share capital and preference share capital neither more nor less than is to say :--
 - (1) such an amount of equity share capital of the Company as will amount to not more than 25 per centum of the total of :
 - (a) the total amount of equity share capital issued at the time of such subscription or subscriptions and
 - (b) the amount of equity share capital required to give effect to such subscription or subscriptions and
 - (2) 5,000 6% Redeemable Cumulative Preference Shares of £1 each conferring on the holders thereof the rights already agreed between the Company and the Corporation

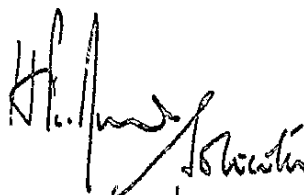
Provided Always that if the aggregate subscription in respect of the said Equity Share Capital and of the Redeemable Shares shall at the date of such subscription exceed the amount outstanding under any such debenture (as reduced by the amount in respect of which notice of intention to repay has been given before that date) then the amount of such aggregate subscription shall be reduced by a sum equal to such excess or equal to the amount of such part of the aggregate subscription as represents the subscription in respect of the Redeemable Shares only whichever is the less and so that the amount of the said Equity Share Capital which may be subscribed hereunder shall not in any circumstances be less than the amount specified in sub paragraph (1) of this Clause.

AND the Company will within seven days of the receipt of such subscription or subscriptions specifically apply the whole of the proceeds thereof in making payments so as to accelerate redemption of any such Debenture as aforesaid and so that such payments may only be set off against any fixed redemption instalment or instalments subsequently due in respect of any such Debenture so as only to reduce the number thereof but not the amount thereof AND the Corporation or any associated Company of the Corporation shall also be entitled at any time before the said 31st day of December 1952 by a notice or notices in writing in that behalf given to the Company to require the Company to increase its capital to such an extent and to create and issue such further shares as may be necessary to give effect to such subscription or subscriptions AND the Company shall (subject to any necessary consent as aforesaid) hereupon forthwith increase its capital create and allot such shares and execute and do all such deeds acts and things as may be necessary (including applying for and using its best endeavours to obtain such consent as aforesaid) to comply with such notice or notices and to give effect to such subscription or subscriptions.

- (d) AS TO OPTION IN THE EVENT OF RECONSTRUCTION OR AMALGAMATION: The Company shall procure that any Company or Companies taking over the assets and liabilities of the Company in accordance with any scheme of reconstruction or amalgamation shall grant to the Corporation the right to subscribe for such shares in such Company or Companies as will confer on the Corporation the same rights in the profits and assets of such Company or Companies as would have been conferred (but for such scheme of reconstruction or amalgamation) in the profits and assets of the Company by the shares in the capital thereof AND the creation and issue of further shares by such Company or Companies shall be limited in the same manner as the creation and issue of shares in the Company is limited by Special Article (b).
- (e) TRANSFER OF SHARES BY CORPORATION: Such shares or any of them as are for the time being registered in the name of the Corporation may be transferred by the Corporation at its absolute discretion to any Associated or Subsidiary Company of the Corporation as herein defined and the Directors shall not be entitled to refuse registration of any transfer or transfers in respect thereof.
- (f) In these Special Articles the expressions "Subsidiary Company" and "Equity Share Capital" have respectively the meanings attached to them by the Companies Act 1947 or any statutory modification or re-enactment thereof for the time being in force; and the expression "Associated Company of the Corporation" shall mean a Company whose business consists wholly or mainly in the holding of shares or debentures or other obligations property or rights subscribed or acquired by the Corporation.
- (g) Such of the Shares in the Capital of the Company as are for the time being held by the Corporation or any Associated Company of the Corporation shall for all purposes of alteration of the Articles of Association of the Company constitute a separate class of Share in the capital of the Company and in particular these Special Articles and Articles 1, 7A, 7B and 12A shall not be abrogated modified or affected without the consent of the holders for the time being of such Shares.


J. FLEMING,

SECRETARY.


H. J. SMITH
MIDDLEBURY.

CLEVELAND METERS LIMITED

Ordinary Resolution

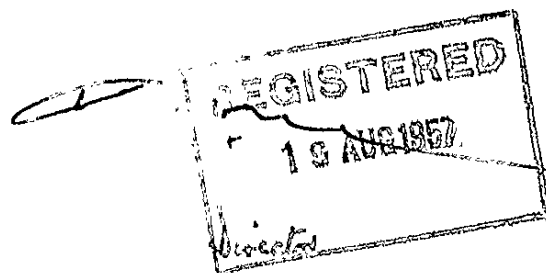
Passed 31st July, 1957



AT an EXTRAORDINARY GENERAL MEETING of the above Company,
held on the 31st day of July, 1957, the following Resolution
was passed as an Ordinary Resolution :—

ORDINARY RESOLUTION

"That the capital of the Company be and is hereby increased to £70,000 by the creation of 55,000 further Shares of £1 each ranking *pari passu* with the existing Shares in the capital of the Company."



S.L.S.S. 40553-41369

19 AUG 1957

Number of
Company } ac1102/31

Form No. 10.



THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63



Insert the
Name
of the
Company

CLEVELAND METERS

LIMITED

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



Presented by

Linklaters & Paines,

Barrington House,

52-57, Gresham Street, E.C.2.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

Cleveland Motors

Limited, hereby gives you notice, pursuant to

"Ordinary", Section 63 of the Companies Act, 1948, that by an Ordinary

"Extraordinary", or
"Special".

Resolution of the Company dated the 523rd day of July 1957

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 55,000 beyond the Registered Capital of £ 15,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
55,000	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 new shares to rank pari passu with the existing shares of the Company.

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

Signature

State whether Director
or Secretary } Director

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

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

CLEVELAND METERS

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

Directors C. Poiner,

Barlington House,

89-97, Grange Street, E.C.2. 16 AUG 1957

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

Cleveland Motors

Limited

has by a Resolution of the Company dated

31st July 1957 been increased by

the addition thereto of the sum of £55,000,

divided into :—

55,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £15,000.

Signature 

(State whether Director or Secretary) Director

Dated the 14th day of August 1957

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

CLEVELAND METERS LIMITED



Special Resolution

Passed 21st September, 1957

AT an EXTRAORDINARY GENERAL MEETING of the above Company,
held on the 21st day of September, 1957, the following Resolution
was passed as a Special Resolution:—

RESOLUTION.

That the Articles of Association of the Company are hereby altered (a) by deleting Article 19 (b) and (b) by deleting Article 16 and substituting therefor the following Article:—

“ 16. No Director shall be required to hold any shares in the Company.”

REGISTERED

21 SEP 1957

Donald W. Hanning
Chairman.

129



24 SEP 1957



CLEVELAND METERS LIMITED

Special Resolution

Passed 22nd August, 1958

At the ANNUAL GENERAL MEETING of the above-named Company, held on the 22nd day of August, 1958, the following RESOLUTION was passed as a SPECIAL RESOLUTION:—

SPECIAL RESOLUTION

That the regulations contained in the printed document submitted to the Meeting and for the purposes of identification subscribed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

REGISTERED

16 SEP 1958

[Signature]
Chairman.

16 SEP 1958

" The Companies Acts, 1929 and 1948 "

COMPANY LIMITED BY SHARES

Articles of Association
OF
CLEVELAND METERS, LIMITED

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say the Clauses of Table A numbered 39, 40, 64, 65, 66, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

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

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and

persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.

(c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARES.

5. Subject to the provisions of Clause 35 of Table A, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

7. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

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

9. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be

open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

10. A General Meeting of the Company shall be held in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held before the end of the third month after that in which the anniversary of the Company's incorporation occurs, a General Meeting may be convened, to be held during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

11. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

DIRECTORS.

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

13. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

14. No Director shall be required to hold any shares in the Company.

15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be paid such travelling, hotel, and other expenses as may

reasonably be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at Meetings of Directors.

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

ALTERNATE DIRECTORS.

17. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person approved by the Directors to be his alternate Director and may in like manner at any time terminate such appointment.

(B) The appointment of an alternate Director shall *ipso facto* determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine *ipso facto* if his appointor ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement takes effect any appointment by him of an alternate Director which is in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired.

(C) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and in the absence of his appointor from the United Kingdom he shall be entitled to sign any resolution in accordance with the provisions of the last preceding Article. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as

such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors ;
- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof ;
- (D) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (E) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (F) If he give the Company notice in writing that he resigns his office.

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

19. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such

interest was acquired. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise, or in respect of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a 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, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

MANAGING DIRECTOR.

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

21. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

NOTICES.

22. 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 receive any notices from the Company.

WINDING UP.

23. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the

Members the amounts paid up or credited as paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued under special conditions.

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

I certify this print to be a true copy of the Articles of Association adopted pursuant to a Special Resolution passed on the 22nd August 1958

[Signature]
DIRECTOR.

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CLEVELAND METERS LIMITED



Special Resolution

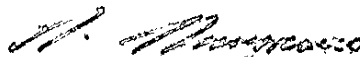
Passed 19th September, 1958.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 19th day of September, 1958, the following RESOLUTION was passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION.

That clause 3 of the Memorandum of Association of the Company be and hereby is altered—

- (A) by deleting the word "Water" in line 3,
- (B) by deleting the word "Water" in line 5 and substituting therefor the words "all kinds of liquids and gases", and
- (C) by adding the words "and other liquids and gases" after the word "Water" in line 11.


Chairman.



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CLEVELAND METERS, LIMITED

REGISTERED

13 OCT 1968

1. The Name of the Company is "CLEVELAND METERS, 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 all or any of the businesses of Manufacturers, Maintainers, and Repairers of and Dealers in Meters and all other Equipment and Apparatus required in connection with the measuring and distribution of all kinds of liquids and gases; to sink wells and shafts, and to make, build, construct, lay down, and maintain reservoirs, waterworks, cisterns, culverts, filter-beds, main, and other pipes, and appliances, and to execute and do all other works and things necessary or convenient for obtaining, storing, selling, and delivering Water and other liquids and gases, and to carry on all or any of the businesses of Artesian Well-boring and Water Works Engineers, Civil, Mechanical, Electrical, Gas, and Hydraulic Engineers, Manufacturers, Factors, and Merchants of, Agents for, and Dealers in Well Boring and Pumping Machinery and Apparatus and Water Storage and Water Purification Plant, Machinery, and

Apparatus of every description, and of, for, and in Testing Equipment, and Plant, Machinery, Apparatus Materials, and Equipment of all kinds used or required in connection therewith, and to buy, sell, or supply on hire, manufacture, repair, convert, alter, and deal in tools, implements, materials, goods, articles, and things of every description capable of being used in connection with the foregoing businesses or any of them or likely to be required by persons having dealings with the Company.

- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and

testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by

a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (M) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (N) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (O) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or Company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (P) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children, or other relatives or dependents.

- 

(1) (b) (i) (A)

1. *Introduction*

1. *Introduction*

DIRECTOR

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
GERALD WILFRID FLEMING, 6, Gordon Road, Redcar, Yorks., Company Director.	One
THOMAS ELLIS DENT, F.S.A.A., "Highlands," Swainby, Northallerton.	One

Dated the 13th day of November, 1946.

Witness to the above Signatures—

FRANK WALKER,
 8, Alverstone Avenue,
 West Hartlepool,
 Audit Clerk.

68102/51



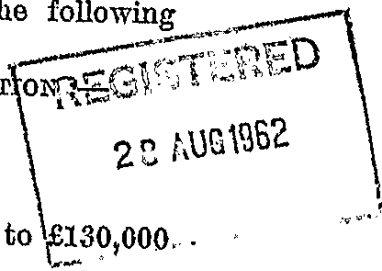
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CLEVELAND METERS LIMITED

Ordinary Resolution

Passed 15th August, 1962

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 15th day of August, 1962, the following RESOLUTION was duly passed as an ORDINARY RESOLUTION



RESOLUTION

That the capital of the Company be increased to £130,000... by creation of 60,000 shares of £1 each such shares to rank *pari passu* in all respects with the existing issued shares in the capital of the Company.

A. HARGREAVES,
Secretary.

A. Hargreaves

Number of
Company

103112

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Form No. 10

REGISTRATION

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

CLIVELAND MINERS

LIMITED

REGISTERED
20 AUG 1962

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).

Presented by

DEVLISH & PARTNERS,

PERMITTENT HOUSE,

40-47, CHESTER STREET, LONDON E.C.2.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 3; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

COMPANY NAME

_____, Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an Ordinary
Resolution of the Company dated the 15th day of August 1962
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £60,000 beyond the Registered Capital
of £ 70,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
60,000	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 new shares are to rank pari passu in all respects with
the existing issued shares in the capital of the Company

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

Signature A. J. [Signature]

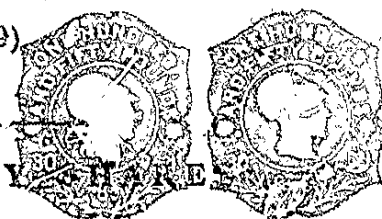
State whether Director } Secretary
or Secretary }

Dated the 27th day of AUGUST 1962

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARE



Statement of Increase of the Nominal Capital

OF

CLEVELAND PATTERNS

LIMITED

REGISTERED

28 AUG 1962

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

LIMITED: CLEVELAND,

DIRECTOR GENERAL,

19-67, 20-68, 19-69, 19-70, 19-71, 19-72

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 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

THE NOMINAL CAPITAL

OF

~~SECRETARY~~

Limited

has by a Resolution of the Company dated

15th August

1962 been increased by

the addition thereto of the sum of £60,000

divided into:—

60,000

Shares of £1 each

Shares of _____ each

beyond the registered Capital of £70,000

Signature

A. Margins

(State whether Director or Secretary)

Secretary

Dated the

27th

day of

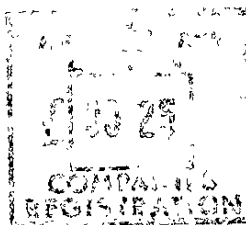
AUGUST

1962

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

401102

156



CLEVELAND METERS, LIMITED

Special Resolution

Passed 14th February, 1964.

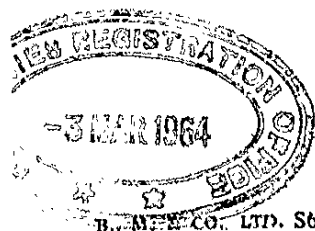
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on Friday the 14th day of February, 1964 the following Resolution was duly passed as a SPECIAL RESOLUTION: —

RESOLUTION

THAT the name of the Company be and is hereby altered to "NEPTUNE METER COMPANY LIMITED".

A. Hargreaves
A. HARGREAVES,

Secretary.



LINKLATERS & PAINES,
60-67, GRESHAM STREET, E.C.2.

B. METER CO. LTD. S65544P/W

No. C.172

DUPLICATE FOR THE FILE

No. 401102/57



Certificate of Incorporation on Change of Name

Whereas

CLEVELAND METERS, LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the TWENTY-SEVENTH day of NOVEMBER, 1945

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

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

NEPTUNE METER COMPANY LIMITED

Given under my hand at London, this TWENTY-FOURTH day of MARCH One thousand nine hundred and SIXTY FOUR.

L.S. Whitfield
ASSISTANT Registrar of Companies.

Certificate received by

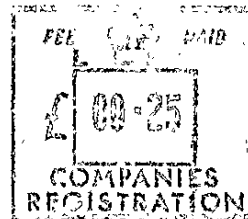
Date 25/3/64



No. 401102



B



Reference: C.R. 98/6945/63

BOARD OF TRADE

COMPANIES ACT, 1948

CLEVELAND METERS, LIMITED

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

NEPTUNE METER COMPANY LIMITED

Signed on behalf of the Board of Trade

Twenty-fourth day of March
this

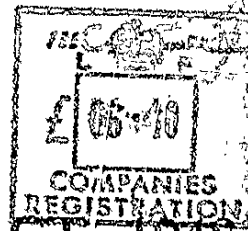
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

J. S. Whitfield

C. 60

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

Number of
Company 401102



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

NEPTUNE METER COMPANY

LIMITED

21 APR 1967

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.)

Presented by

Linklaters & Paines,

Barrington House,

59/67 Gresham Street, E.C.2.

Document Filer's Reference WFA

Form No. 10

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

NEPTUNE METER COMPANY

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

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a "Special

Resolution of the Company dated the 6th day of April 1967

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 123,000 beyond the Registered Capital
of £ 130,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
123,000	"B"	£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 :—

relating to the "B" Shares of the Company provided in the
New Articles of Association of the Company adopted by
Special Resolution passed on 6th April, 1967.

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

Signature..... *[Signature]*

State whether Director
or Secretary | *[Signature]*

Dated the 18th day of April 1967

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

Number of
Company

401102

62

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

NEPTUNE METER 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.

21 APR 1967

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

Document Filer's Reference.....WRA

Linklaters & Paines,

Barrington House, 59/67 Gresham Street,

London, E.C.2.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

NEPTUNE METER COMPANY

Limited

has by a Resolution of the Company dated

6th April

1967 been increased by

the addition thereto of the sum of £ 123,000

divided into :—

123,000 "B"

Shares of £1 each

Shares of _____ each

beyond the registered Capital of £130,000

Signature

(State whether Director or Secretary)

Dated the

18th

day of

April

1967

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

No. 401102

163



✓

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-OF-

NEPTUNE METER COMPANY LIMITED
(passed 6th April 1967)

25/30

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held on 6th April 1967 the following Resolutions were proposed and duly passed as SPECIAL RESOLUTIONS_-

✓
1/67

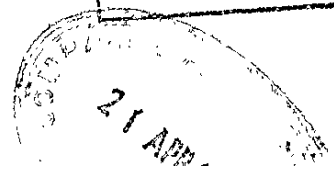
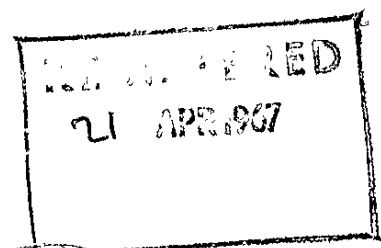
RESOLUTIONS

1. That the capital of the Company be re-organised by converting the 129,000 Ordinary Shares of £1 each at present in issue into 129,000 "A" Shares of £1 each and by converting the 1000 Ordinary Shares of £1 each at present unissued into 1000 "B" Ordinary Shares of £1 each.
2. That the capital of the Company be increased to £253,000 by the creation of 123,000 "B" Shares of £1 each.
3. That the name of the Company be changed to Neptune Measurement Limited.
4. That the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association for, and to the exclusion of, all existing Articles of Association of the Company.

D. Summers

D. SUMMERS

Director



1. ...
2. ...
3. ...
4. ...

This is a copy of the document signed for the purposes of identification and referred to in Resolution No.4 proposed at the Extraordinary General Meeting of the Company held 6th April, 1967.

THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES

N E W
ARTICLES OF ASSOCIATION

D.S. of -
NEPTUNE MEASUREMENT LIMITED
(Adopted by Special Resolution passed
6th April, 1967).

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to Part I of Table A unless otherwise stated. The Regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

CAPITAL.

3. The share capital of the Company at the date of adoption of these presents consists of £253,000 divided into 129,000 "A" Shares of £1 each and 124,000 "B" Shares of £1 each. The said shares shall carry the respective voting rights and rights to appoint and remove Directors hereinafter provided, but in all other respects shall be identical and rank pari passu.

ISSUE AND TRANSFER OF SHARES.

4. (A) The authorised share capital of the Company shall consist only of "A" Shares of £1 each and "B" Shares of £1 each in the proportion of 129 "A" Shares of 124 "B" Shares and unissued shares in the capital of the Company for the time being shall be issued only so that the issued share capital of the Company shall always consist of "A" Shares and "B" Shares in such proportion.

(B) After the first issue of shares made by the Directors, no shares shall be issued otherwise than to members holding shares of the same class except with the consent in writing of all the members.

5. An instrument of transfer of fully-paid shares need not be signed by or on behalf of the transferee.

Regulation 22 of Table A shall be modified accordingly.

6. (A) Subject to the provisions of Regulation 24 of Table A any share may at any time be transferred :-

- (i) to a member holding shares of the same class; or
- (ii) by any member being a body corporate, to a body corporate which is in relation to such member a holding company or a subsidiary company or a subsidiary company of any such holding company or to a body corporate which has acquired or agreed to acquire in connection with a scheme of amalgamation or reconstruction the whole or the main part of the undertaking and assets of such member; or
- (iii) to any person with the consent in writing of all other members of the Company.

(B) Where shares have been transferred by a body corporate (below called "the transferor company") to another body corporate (below called "the transferee company") which is a subsidiary of the transferor company

or of a holding company of the transferor company and the transferee company was not previously a member, the transferee company shall be bound forthwith to give a transfer notice (as defined in the next following Article) in respect of all the shares for the time being registered in its name if and when it shall cease to be a subsidiary company either of the transferor company (or any body corporate which has acquired the whole or the main part of the undertaking and assets of the transferor company) or of any holding company of the transferor company (or such body corporate as aforesaid) and in the meantime the transferee company shall not be permitted by virtue of paragraph (A) (ii) hereof to effect any transfer of shares which the transferor company itself would not be permitted to effect.

7. Except in the case of a transfer of shares expressly authorised by the last preceding Article, the right to transfer shares in the Company shall be subject to the following restrictions, namely :-

(A) Before transferring any shares the person proposing to transfer the same (hereinafter called "the proposing transferor") shall give a notice in writing (hereinafter called "the transfer notice") of the Company that he desires to transfer the same, and the transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned (together with all rights then attached thereto) at the prescribed price to any member. A transfer notice once given or deemed to be given shall not be revocable except with the consent of the Directors;

(B) All shares included in any transfer notice shall be offered by the Company to all members (other than the

member by whom or in respect of whose shares the transfer notice has been given or deemed to be given) for purchase at the prescribed price on the terms that in case of competition the shares so offered shall (in accordance with but subject to the provisions of the next following paragraph) be sold to the members accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of Shares. All offers of shares under this paragraph shall be made by notice in writing and every such offer shall limit a time (not being less than twenty one days) within which the offer must be accepted or in default will lapse;

- (C) (1) If the Company shall within the prescribed period find members (hereinafter called "purchasers") willing to purchase the shares concerned or any of them and shall give notice in writing thereof to the proposing transferor he shall be bound, upon payment of the prescribed price, to transfer such shares to the respective purchasers thereof. Every such notice shall state the name and address of the purchaser and the number of shares agreed to be purchased by him and the purchase shall be completed at a place and time to be appointed by the Directors not being less than seven days nor more than twenty eight days after the date of such notice or (where necessary) so soon thereafter as the prescribed price shall have been determined. Provided always that if the transfer notice shall state that the proposing transferor is not willing to transfer part only of the shares comprised in the transfer notice the foregoing provisions of this

paragraph shall not apply unless the Company shall have found purchasers for in aggregate the whole of such shares;

(2) If in any case a proposing transferor, after having become bound to transfer any shares to a purchaser, shall make default in transferring such shares the Directors may authorise some person to execute on behalf of and as attorney for the proposing transferor any necessary transfers and may receive the purchase money and shall thereupon cause the name of the purchaser to be entered in the register as the holder of such shares and hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see the application thereof) and after the name of the purchaser has been entered in the register in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person;

(D) If the Company shall not within the prescribed period find purchasers willing to purchase all the shares and give notice in writing thereof to the proposing transferor or if the Company shall within the prescribed period give to the proposing transferor notice in writing that the Company has no prospect of finding purchasers of such shares, or any of them, the proposing transferor at any time thereafter up to the expiration of one month after the prescribed period shall be at liberty (subject only to the provisions of Regulation 24 of Table A) to transfer those shares for which the Company has not given notice that it has found (or has given notice that it has no prospect of

finding) purchasers to any person on a bona fide sale at any price not being less than the prescribed price (after deducting, where appropriate, any net dividend or other distribution declared or made after the date of the transfer notice and to be retained by the proposing transferor). Provided that :-

- (i) If the transfer notice shall state that the proposing transferor is not willing to transfer part only of the shares comprised in the transfer notice he shall not be entitled under this paragraph to transfer any of such shares unless in aggregate the whole of such shares are transferred by him;
- (ii) The Directors may require to be satisfied in such manner as they may reasonably require that such shares are being transferred in pursuance of a bona fide sale for the consideration stated in the transfer without any deduction, rebate or allowance whatsoever to the purchaser and if not so satisfied may refuse to register the instrument of transfer;

(E) The expression "the prescribed period" shall mean a period of two months from the date on which the transfer notice is given or deemed to be given. The expression "the prescribed price" shall mean (i) such sum per share as may within seven days prior to the date of the transfer notice be agreed between the proposing transferor and the other members as representing the fair value thereof or as being acceptable to the proposing transferor and not more than the fair value thereof or (ii) (failing any such agreement) the fair value thereof (as at the date on which the transfer notice was given or deemed to be given) determined and certified by the Auditors for the time being of the

Company on the application of the proposing transferor or of the Company, such Auditors to act at the cost and expense of the Company as experts and not as arbitrators in so determining and certifying and their decision to be final. In determining the fair value as aforesaid the Auditors of the Company shall disregard any increased value which might otherwise be attributed to the shares proposed to be transferred by virtue of the fact that as a result of the transfer the control of the Company would be vested in a person other than the person (if any) in whom control was vested before the transfer or that control would cease to be vested in the person in whom it was vested before the transfer. For the purposes of this sub-paragraph "control" shall mean the holding directly or indirectly of more than 50 per cent. of the equity share capital (as defined in Section 154 of the Companies Act, 1948) of the Company.

PROCEEDINGS AT GENERAL MEETINGS.

8. (A) Two members present in person or by proxy shall be a quorum at any General Meeting, but so that such quorum shall throughout the meeting include one person being or representing a holder of any of the "A" Shares and one person being or representing a holder of any of the "B" Shares. Regulation 53 of Table A shall be modified accordingly.

(B) Subject as hereinafter provided if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved. Provided that if a meeting to consider only a resolution or resolutions for the winding up of the Company and the appointment of a Liquidator be adjourned, and if at such adjourned meeting

a quorum is not present within half an hour from the time appointed for the adjourned meeting, any member present in person or by proxy shall constitute a quorum. Regulation 54 of Table A shall be modified accordingly.

9. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

10. The Chairman at any General Meeting shall not be entitled to a second or casting vote. Regulation 60 of Table A shall not apply.

11. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company, duly convened and held, and may consist of several documents in the like form each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

12. On a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder: Provided that (i) no shares of any one class shall confer any right to vote upon a resolution for the removal from office of a Director appointed by holders of shares of the other class, and (ii) if at any meeting a holder of any shares of any one class is not present in person or by proxy the votes exercisable on a poll in respect of the

shares of the same class held by members present in person or by proxy shall be pro tanto increased (fractions of a vote by any member being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the shares of that class if all the holders thereof were present. Regulation 62 of Table A shall not apply.

DIRECTORS.

13. Unless and until otherwise resolved by Ordinary Resolution of the Company, the Directors shall not be less than two nor more than seven in number. The Directors shall consist of at least one and not more than four persons who shall be designated as "A" Directors (and shall be appointed under the next following Article by the holders of the "A" Shares) and at least one and not more than three persons who shall be designated as "B" Directors (and shall be appointed under the next following Article by the holders of the "B" Shares). Regulation 75 of Table A shall not apply to the Company.

14. The holders of a majority of either class of shares may from time to time appoint any person to be a Director, but so that not more than four of the maximum number of Directors for the time being authorised shall at any one time hold office by virtue of appointment by holders of the "A" Shares. In these Articles the expressions "A" Director and "B" Director respectively designate Directors according to the class of share holders of a majority of which have appointed or are deemed to have appointed them.

15. Each Director shall hold office subject only to Article 22 hereof but may at any time be removed from office by the holders of a majority of the relevant class of shares.

16. Any such appointment or removal shall be in writing served on the Company and signed by the holders of a majority of the issued "A" Shares or "B" Shares (as the case may be), or, being corporations, by their duly authorised representatives.

17. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

Regulation 76 of Table A shall not apply.

18. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply. A Director who is not a member shall nevertheless be entitled to attend and speak at any General Meeting.

19. The proviso to Regulation 79 of Table A, which proviso restricts the borrowing and charging powers exercisable by the Directors, shall not apply.

20. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the Company, and he or any

firm of which he is a partner may act in a professional capacity for the Company, on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be amended accordingly.

21. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

22. The office of a Director shall be vacated in any of the following events, namely :-

- (A) If he shall become prohibited by law from acting as a Director;
- (B) If he shall resign by writing under his hand left at the registered office;
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally;
- (D) If he shall become of unsound mind;
- (E) If he shall be removed from office as hereinbefore provided.

Regulation 88 of Table A shall not apply.

23. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

24. No Director shall be appointed otherwise than as herein provided. Regulations 93 to 97 of Table A shall not apply and regulation 100 of Table A shall be modified accordingly.

25. In case of an equality of votes at any meeting of the Directors the chairman shall not have any second or casting vote. Regulation 98 of Table A shall be modified accordingly.

26. The quorum for a meeting of the Directors shall throughout the meeting be at least one "A" Director and one "B" Director (or in either case or both cases the alternate Director of such a Director). Regulation 99 of Table A shall not apply.

27. A committee of the Directors must include at least one "A" Director and one "B" Director and the quorum for a meeting of any such committee shall throughout the meeting be at least one "A" Director and one "B" Director (or in either case or both cases the alternate Director of such a Director). Regulation 102 of Table A shall be modified accordingly.

28. A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 30 his alternate Director) shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. Regulation 106 of Table A shall not apply.

29. Regulations 107, 108 and 109 of Table A with regard to Managing Directors shall not apply.

ALTERNATE DIRECTORS.

30. (A) The holders of a majority of any one class of shares may at any time appoint any person to be the alternate Director of any Director of the relevant class and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected as provided in Article 16 hereof. The same

14

person may be appointed as alternate Director of more than one Director.

(B) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he shall have a receiving order made against him or shall compound with his creditors generally, or (iii) if he shall become of unsound mind, or (iv) if he shall resign by writing under his hand left at the registered office. His appointment as alternate Director of a Director shall also determine ipso facto if the Director concerned (below called "his principal") shall cease for any reason to be a Director.

(C) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his principal is a member and to attend and vote as a Director and be counted in the quorum at any such meeting at which his principal is not personally present and generally at such meeting to perform all functions of his principal as a Director. Every alternate Director shall also be entitled in the absence from the United Kingdom of his principal or in the event of his principal being temporarily unable to act through ill-health or disability to sign in his place a resolution in writing of the Directors pursuant to Article 28 hereof. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

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(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director but shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

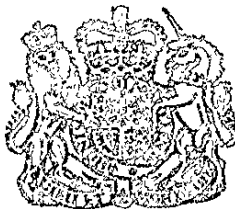
INDEMNITY.

31. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A, shall be extended accordingly.

C.172

DUPLICATE FOR THE FILE

Vol. 401102 164



Certificate of Incorporation on Change of Name

Whereas

NEPTUNE METER COMPANY LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1925,

on the TWENTY-SEVENTH DAY OF NOVEMBER, 1945

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

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

NEPTUNE MEASUREMENT LIMITED

Given under my hand at London, this TWENTY-SIXTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Certificate received

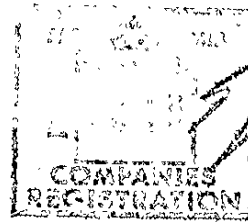


L.S. Whitfield
Assistant Registrar of Companies.

Date

27th

No. 401102



Reference: C.R.

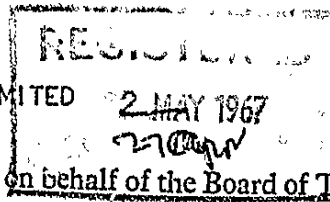
BOARD OF TRADE

COMPANIES ACT, 1948

NEPTUNE METER COMPANY LIMITED

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

NEPTUNE MEASUREMENT LIMITED



Signed on behalf of the Board of Trade

this TWENTY-SIXTH DAY OF APRIL

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whisfield

C.60

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

SPECIAL RESOLUTIONS

OF

NEPTUNE MEASUREMENT LIMITED

(passed 2nd October 1973)

12.10.1973
10.10.1973
Sd/-

30.10.73

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 2nd October 1973 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £250,000 to £253,400 by the creation of 200 additional 'A' Ordinary Shares of £1 each and 200 additional 'B' Ordinary Shares of £1 each ranking par passu respectively with the existing 'A' Ordinary Shares of £1 each and the existing 'B' Ordinary Shares of £1 each.

2. That it is desirable to capitalize the sum of £253 being a part of the amount standing to the credit of the Share Premium Account of the Company and accordingly that such sum be set free for distribution among the holders of the 129,000 issued 'A' Ordinary Shares of £1 each and the 124,000 issued 'B' Ordinary Shares of £1 each in the capital of the Company in the proportion of £1 for every one thousand 'A' or 'B' Ordinary Shares of £1 now held on the footing that the same be not paid in cash but be applied in paying up in full 129 unissued 'A' Ordinary Shares of £1 each and 124 unissued 'B' Ordinary Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid among such members in the proportion of one new 'A' or 'B' Ordinary Share of £1 for every one thousand 'A' or 'B' Ordinary Shares of £1 so held.

3. That forthwith after the allotment of the 253 'A' and 'B' Ordinary Shares of £1 each referred to in Resolution No.2 above the 129,000 original 'A' Ordinary Shares of £1 each and the 124,000 original 'B' Ordinary Shares of £1 each in the capital of the Company be converted into 129 'A' Deferred Shares of £1 each and 124 'B' Deferred Shares of £1 each and thereupon the respective rights privileges and restrictions attaching to the said 'A' and 'B' Ordinary Shares of £1 each and the said 'A' and 'B' Deferred Shares of £1 each shall be as follows:-

(a) As regards income:-

The 'A' and 'B' Ordinary Shares shall carry the right to any profits which the Company may determine to distribute in respect of any financial period and the 'A' and 'B' Deferred Shares shall not be entitled to participate therein;

(b) As regards capital:-

On a winding up or other return of capital the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the 'A' and 'B' Ordinary Shares the sum of £5,000 per share and secondly in repaying to the 'A' and 'B' Deferred Shares the amount paid up or credited as paid up on such Shares and the balance of such assets shall belong to and be distributed among the holders of the 'A' and 'B' Ordinary Shares in proportion to the amounts paid up thereon;

(c) As regards voting:-

On a show of hands every member present in person shall have one vote and on a poll every member shall have one vote for every 'A' or 'B' Deferred Share of which he is the holder and one thousand votes for every 'A' or 'B' Ordinary Share of which he is the holder.

S. A. MITCHELL for and on
behalf of NEPTUNE MEETER
COMPANY of U.S.A.

M. WILLIS-JONES for and on
behalf of PARKINSON COMAN
LIMITED.

THE COMPANIES ACTS 1948 to 1967 .

COMPANY LIMITED BY SHARES

CONSENT OF THE HOLDERS OF THE
ISSUED "A" ORDINARY SHARES.

of

NEPTUNE MEASUREMENT LIMITED

WE, being the holders of all the issued "A" Ordinary Shares of
£1 each in the capital of Neptune Measurement Limited HEREBY CONSENT
to the payment of an interim dividend of such sum as, when there is
added thereto the amount of advance corporation tax payable thereon,
amounts to £18,600 to the holders on 30th June 1973 of the "B" Ordinary
Shares of £1 each in the capital of Neptune Measurement Limited.

[Signature]
For and on behalf of
NEPTUNE METER COMPANY

Dated: 30th November, 1973.

CERTIFIED TRUE COPY

(HARRISON & CO.)

12, WILKINSON
10, BROADWAY
LONDON, E.C.4

14th Dec 1973



No. of Company

401102

Form No. 10/10A

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THE COMPANIES ACTS 1948 to 1967

Notice and Statement of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

NEPTUNE MEASUREMENT

107-1248 30.77 10. 000.05

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a ^{Special} Resolution of the Company dated the 2nd day of October 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £400 beyond the registered capital of £ 253,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
200	"A" Ordinary	£1
200	"B" 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 new "A" and "B" Ordinary Shares rank pari passu respectively with the "A" and "B" Ordinary Shares in the capital of the Company then in issue.

Signature

State whether Director or Secretary

Dated the 15th day of October 1973

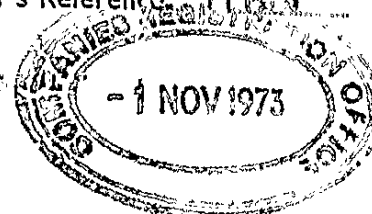
Presented by

Presentor's Reference

McKenna & Co.,

12, Whitehall,

London S.W.1.



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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

CONSENT OF THE HOLDERS OF THE ISSUED 'A' ORDINARY SHARES

of

NEPTUNE MEASUREMENT LIMITED

WE, being the holders of all the issued 'A' Ordinary Shares of £1 each ("the 'A' Ordinary Shares") in the capital of Neptune Measurement Limited ("the Company") HEREBY CONSENT to the variation of the rights attaching to the 'A' Ordinary Shares in accordance with the Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for

7th March 1974

For and on behalf of NEPTUNE METER COMPANY

A. A. Sutcliffe



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

CONSENT OF THE HOLDERS OF THE ISSUED 'B' ORDINARY SHARES

of

NEPTUNE MEASUREMENT LIMITED

WE, being the holders of all the issued 'B' Ordinary Shares of £1 each ("the 'B' Ordinary Shares") in the capital of Neptune Measurement Limited ("the Company") HEREBY CONSENT to the variation of the rights attaching to the 'B' Ordinary Shares in accordance with the Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for

7th March

1974

For and on behalf of NEPTUNE METER COMPANY

A. A. Mitchell

For and on behalf of NEPTUNE METERS LIMITED

W. S. Sandall



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Consent

THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

CONSENT OF THE HOLDERS OF THE ISSUED 'B' DEFERRED SHARES
of
NEPTUNE MEASUREMENT LIMITED

WE, being the holders of all the issued 'B' Deferred Shares of £1 each
("the 'B' Deferred Shares") in the capital of Neptune Measurement Limited
("the Company") HEREBY CONSENT to the variation of the rights attaching
to the 'B' Deferred Shares in accordance with the Resolutions set out in
the Notice convening an Extraordinary General Meeting of the Company for
9th March 1976

For and on behalf of NEPTUNE METER COMPANY

J. A. Mitchell

For and on behalf of NEPTUNE METERS LIMITED

W. S. Landale



No: 401102

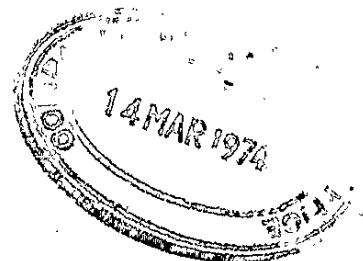
187
THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

Consent
CONSENT OF THE HOLDERS OF THE ISSUED 'A' DEFERRED SHARES
of
NEPTUNE MEASUREMENT LIMITED

WE, being the holders of all the issued 'A' Deferred Shares of £1 each
("the 'A' Deferred Shares") in the capital of Neptune Measurement Limited
("the Company") HEREBY CONSENT to the variation of the rights attaching
to the 'A' Deferred Shares in accordance with the Resolutions set out in
the Notice convening an Extraordinary General Meeting of the Company for
7th March 1976

For and on behalf of NEPTUNE METER COMPANY

A. A. Stutchell



THE COMPANIES ACT 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

NEPTUNE MEASUREMENT LIMITED

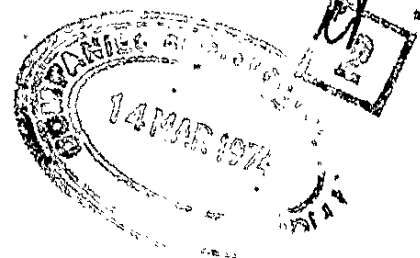
(Passed 7th March 1974)

At an Extraordinary General Meeting of the above named Company duly convened and held on 7th March 1974 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the 200 'A' Ordinary Shares of £1 each and the 200 'B' Ordinary Shares of £1 each in the capital of the Company be converted into 400 Ordinary Shares of £1 each in the capital of the Company ranking pari passu in all respects.
2. That the 129,000 'A' Deferred Shares of £1 each in the capital of the Company be converted into 129,000 Ordinary Shares of £1 each in the capital of the Company ranking pari passu in all respects with the Ordinary Shares referred to in Resolution No. 1 above.
3. That the 124,000 'B' Deferred Shares of £1 each in the capital of the Company be converted into 124,000 Ordinary Shares of £1 each in the capital of the Company ranking pari passu in all respects with the Ordinary Shares referred to in Resolution Nos. 2 and 3 above.
4. That the Regulations contained in the Document submitted to this Meeting and, for the purposes of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

C. J. Thompson
Chairman.



COMPANY LIMITED BY SHARES

NEW ✓

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on the 7th March 1974)

of

NEPTUNE MEASUREMENT LIMITED

1. In these Articles -

"The Act" means the Companies Act 1948, as amended by the Companies Act 1967.

"Part I" means Part I of Table A in the First Schedule to the Act.

"Part II" means Part II of the said Table A.

2. The Company is a Private Company within the meaning of Section 28 of the Act.

3. The regulations contained in Part II, including the regulations contained in Part I incorporated in Part II, shall apply to the Company with the exceptions, modifications and additions hereinafter contained.

4. The capital of the Company at the date of adoption of these Articles is £253,400, divided into 253,400 Ordinary shares of £1 each.

5. The shares shall subject to regulation 2 of Part II and in the case of new shares created on any increase of capital subject to any direction to the contrary that may be given by the Company in General

Meeting at the time the capital is increased be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of the same to such persons (including any Director) and on such terms as they think fit, provided that no share shall be issued at a discount, except as provided by Section 57 of the Act.

6. In regulation 11 of Part I the words "(other than fully paid shares)" shall be omitted.

7. In regulation 15 of Part I the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

8. Regulation 22 of Part I shall not apply to the Company. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.

9. Regulation 75 of Part I shall not apply to the Company. Unless and until otherwise determined by Ordinary Resolution of the Company, the number of Directors shall not be less than two and the maximum number of Directors shall not be limited.

10. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by any person so authorised by resolution of the Directors or of other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or

to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.

11. There shall be substituted for the second sentence of regulation 76 of Part I the words: "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except that a Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any Director who by request performs special services or goes to reside abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

12. Regulation 77 of Part I shall not apply to the Company. A Director shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

13. The proviso to regulation 79 of Part I (limiting the power to borrow money) shall not apply to the Company.

14. Subject to such disclosure as is required by Section 199 of the Act a Director may vote as a Director in regard to any contract, or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same matter, and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration; and paragraphs (2) and (4) of regulation 84 of Part I shall not apply to the Company.

15. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from regulation 86 of Part I.

16. Any Director may at any time appoint any person (or more than one, jointly or severally) approved by the Board to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and, in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum. An alternate Director shall *impso facto* cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors.

17. Regulation 88 of Part I shall not (save as hereinafter repeated) apply to the Company. Subject always to any claim arising under any contract between him and the Company, the office of Director shall be vacated -

- (A) if he resigns his office by notice in writing to the Company; or
- (B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (D) if he becomes of unsound mind; or
- (E) if he is otherwise duly removed from office.

No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

18. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 inclusive and the last sentences of Regulations 95 and 97 shall not apply to the Company.

19. Any resolution in writing pursuant to Regulation 106 of Part I or Regulation 5 of Part II may consist of several documents in like form or one resolution approved in writing by those concerned. In such Regulations and this Article writing shall be deemed to include telex telegram cable and other methods of reproducing or communicating writing in visible form.

20. The last sentence of Regulation 98 of Part I shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given addresses or be resident outside the United Kingdom.

21. The words "and payment thereof shall be a sufficient discharge to the Company in respect of the dividend, interest or other monies represented thereby" shall be added to the second sentence of regulation 121 of Part I.

22. The words "in the case of a notice of a meeting" and the words "and in any other case at the time at which the letter would be delivered in the ordinary course of post" shall be omitted from Regulation 131 of Part I.

Notice of every General Meeting shall be given to every Member at his registered address, whether or not such address is within the United Kingdom and Regulations 131 and 134 of Part I shall be modified accordingly and the words "within the United Kingdom" appearing in Regulation 133 of Part I shall be deleted. Where notice to Members outside the United Kingdom is sent by post it shall be sent by pre-paid air mail post and if so sent deemed notwithstanding Regulation 131 as amended to be effected at the expiration of seventy-two hours after the letter containing the same is posted.

W. Mervin
CHAIRMAN.

G

COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

* insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

To the Registrar of Companies

For official use

Company number

[] [] [] []

401102

Name of company

* NEPTUNE MEASUREMENT LTD

gives notice 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 as having come, to an end is as shown below:

Day Month

3 1 1 2

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~~ [will come to an end]† on

Day Month Year

3 1 1 2 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

SCHLUMBERGER ELECTRONICS (UK) LTD

, company number 534821

the accounting reference date of which is 31/12/87

Signed

M. H. H. H.

[Director] [Secretary]† Date

19/10/87.

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

R. Filton
Neptune Measurement Ltd
Salmon Fields
Rayton
Oldham
Hants OL2 6BX.

For official Use
General Section

Post room

Number of } 401102
Company }

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 378(2) of the Companies Act 1985)

OF

NEFTUNE MEASUREMENT LIMITED

Passed 31 December, 1990

AT an ANNUAL GENERAL MEETING of the above-named Company,
duly convened, and held at

No 1 Kingsway, London WC2B 6XH

on the 31st day of December 1990, the subjoined SPECIAL
RESOLUTION was duly passed, viz:-

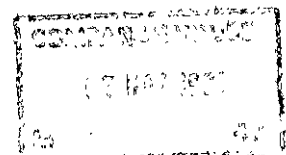
RESOLUTION

That pursuant to Section 252 of the Companies Act 1985, Auditors shall not be
appointed and that the Company shall be exempt from the obligation to appoint
Auditors under Section 384 of the Companies Act 1985.

Signature

N. Ray

) To be signed by
) the Chairman,
) Director, or the
) Secretary of the
) Company.



COMPANIES HOUSE

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

THE DIRECTORS
NEPTUNE MEASUREMENT LIMITED
124 VICTORIA ROAD
FARNBOROUGH
HANTS
GU14 7PW

DEF6/ 00401102

Date: 14 JANUARY 1992

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

NEPTUNE MEASUREMENT LIMITED

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

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380086

684

FILE COPY

dti

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

HD602

DISSOLVED

00401102 NEPTUNE MEASUREMENT LIMITED

This Company was struck off the Register under Section
652(5) of the Companies Act 1985 on 29 APRIL 1992
and dissolved by notice in the London Gazette dated 5 MAY 1992



E L BEAL (Mrs)
for Registrar

DEF 1 SENT	00/00/00
DEF 2 SENT	00/00/00
DEF 3 SENT	00/00/00
FIRST GAZ	14/01/92