

Number of }
Company } 413574

REGISTERED

25 JUN 1946

[Form No. 41.

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1929,

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

HUMBER - ST. ANDREW'S ENGINEERING COMPANY

LIMITED.

no-81690

Telegrams: 'Certificate, Estrand, London.'

Telephone No.: Holborn 0434

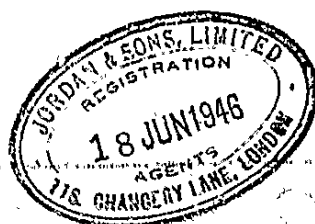
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

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

and 13 BROAD STREET PLACE, E.C.2.

Presented by



3

CLIFFORD HOOKINS ASHBURN

of Victoria Chambers, Boulevard Lane in the City
and County of Kingston upon Hull

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

Do solemnly and sincerely Declare that I am* a Solicitor of the

Supreme Court engaged in the formation of

Humber - S^r Andrews Engineering Company

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true, and by virtue of the provisions
of The Statutory Declarations Act, 1835.

Declared at the City and County of
Kingston upon Hull

the fifteenth day of June

One thousand nine hundred and forty six

before me,

A. J. Jamieson

A Commissioner for Oaths.†

C. H. Ashburn

† or Notary Public or Justice of the Peace.

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

Number of
Certificate

REGISTERED

Form No. 25.

28 JUN 1946

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

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

Hammer - St Andrew's Engineering Co., Ltd.

LIMITED,

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

The Statement is to be lodged with the Memorandum of Association and other Documents when the Registration of the Company is applied for.

no-77037

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2
and 13 BROAD STREET PLACE, E.C.2.

Presented by



THE NOMINAL CAPITAL

OF

Hammer - St Andrews Engineering Co LIMITED,
is *100000* Pounds,
divided into *100000* Shares
of *£ 1.* each.

Signature *Jordan L. B.*
Agent for.
Description *Hammer - St Andrews Engineering Co. Ld.*

Dated the *14th* day
of *June* 19 *46*

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

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

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

**HUMBER-ST. ANDREW'S ENGINEERING COMPANY
LIMITED:**

INCORPORATED THE DAY OF , 1946.

Solicitors:

ANDREW M. JACKSON & CO.,
VICTORIA CHAMBERS,
BOWLALLEY LANE, HULL.

JORDAN & SONS, LIMITED,

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

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

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CHANCERY LANE, LONDON, W.2.2, AND 13 BROAD STREET PLACE, E.C.2.

413574

"The Companies Act, 1929"



Memorandum of Association OF Humber-St. Andrew's Engineering Company LIMITED.

1. The Name of the Company is "HUMBER-ST. ANDREW'S ENGINEERING COMPANY LIMITED."

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

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

(A) To acquire and take over the undertakings and businesses (including the trading assets other than debts or cash) of the HUMBER SHIPWRIGHT COMPANY LIMITED and the ST. ANDREWS ENGINEERING & SHIPWRIGHT COMPANY LIMITED, and to amalgamate and carry on the same in succession thereto and to enter into such Agreements as may be necessary or desirable for such purposes:

(B) (i) To carry on business as Ship Repairers, Shipwrights, Marine, Mechanical, Electrical, and General Engineers, Engine and Turbine Builders, Boiler Makers, Machine and Engineering Tool Makers, Iron Founders, Brass Founders, Millwrights, Metal Workers, Coppersmiths, Steel Makers and Converters, Steel Smelters, Steel Rollers, Tin Plate Makers, and Metal and Alloy Makers, Refiners and Workers generally, Armour and Steel Plate Makers, Blacksmiths, Joiners, Carpenters, Sail Makers, Ship Chandlers, Mast and Block Makers, Ship Riggers, Chain Makers, Cable, Anchor, Hawser, and Rope Makers, Caulkers, Painters, Decorators and Upholsterers, and to repair and undertake the repairing of Ships, Vessels, Boats, Air and Sea Planes, and Craft of every description; and to supply, repair, replace, and renew or undertake the supplying, repairing, replacing, and renewal of any part or parts thereof of all the engines, tackle, gear and equipment thereof.

(ii) To carry on all or any part of the businesses of Ship Builders, Barge and Boat Builders, Colliery and Quarry Proprietors, Proprietors of Mines, and Importers and Exporters of and Dealers in Iron, Copper, Tin, Lead, Zinc and other Metals, Ores, and Minerals, Iron Masters, Gun and Projectile Manufacturers, Explosive Manufacturers, Locomotive Makers,

Carriage and Wagon Builders, Motor Vehicle Manufacturers, Aeroplane, Seaplane, Flying Boat, and Airship Builders, Timber Merchants, Ship Owners, and Managers, Trawler and other Fishing Vessel Owners and Managers, Tug Owners, Dock and Dry Dock Proprietors, Carriers of Passengers and Goods by Land, Sea, and Air, Lightermen, Wharfingers, Stevedores, Warehousemen, Storage and Cold Storage Proprietors, Refrigerating Engineers, Manufacturing Chemists and Druggists, Marine Salvage Contractors, Dredgers, Rubber and Vulcanite Manufacturers, Brick and Tile Manufacturers, Glass, Pottery and Earthenware Manufacturers, Coal, Coke and Fuel Merchants, Provision Merchants, Ice Manufacturers and Merchants, Salt Merchants, Oil, Paint, Colour and Varnish Manufacturers, and Merchants and Composition Manufacturers and Merchants, Cement and Lime Merchants, Oil Merchants, Garage Proprietors, Motor Car, Coach and Lorry Proprietors, Farmers and Dealers in Live and Dead Stock, Average Assessors, Surveyors and Valuers, and Shipping and Forwarding Agents.

- (iii) To manufacture, grow, import, buy, sell, exchange, clean, erect, install, repair, alter, remodel, re-build, let or take on hire, or otherwise deal in any plant, machinery, tool, material, article or thing capable of being conveniently made, used or sold, in any of the businesses or trades aforesaid.
- (c) To acquire or establish and 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.
- (d) 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, icehouses, ice works, works, wharves, berths, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, aircraft, 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.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, berths, 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.

- 3
- (F) 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.
- (G) To acquire and undertake on or as on or from any date past or future considered expedient, 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.
- (H) 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.
- (I) 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.
- (J) 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.
- (K) 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.

- (L) 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.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) 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.
- (P) 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.
- (Q) 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.
- (R) 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.
- (S) To establish, maintain, or 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 employés, 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 of such persons, or of their wives, children, or other relatives or dependents.

- (t) 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.
- (u) To sell or otherwise dispose of the whole or any part of the business, undertaking, 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.
- (v) 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.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place, and to carry on there any business which this Company is authorised to carry on.
- (x) To insure any of the assets and adventures of this Company against any insurable risks with any underwriters, whether mutual or otherwise, as may be thought expedient.
- (y) 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 One Hundred Thousand Pounds, divided into One Hundred Thousand Shares of One Pound each.

413574

"The Companies Act, 1929."



COMPANY LIMITED BY SHARE



Articles of Association

OF

Humber-St. Andrew's Engineering Company LIMITED.

20 JUN 1946

PRELIMINARY.

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

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

"The Act" shall mean The Companies Act, 1929, and every other Act incorporated therewith, or any Act or Acts of Parliament substituted therefor; and in case of any such substitution the references in these presents to the provisions of the Act shall be read as references to the provisions substituted therefor in the new Act or Acts of Parliament.

"The Register" shall mean the Register of Members to be kept as required by Section 95 of the Act.

"Member" includes Corporate Member as hereinafter defined.

"Month" shall mean calendar month.

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

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

"Seal" shall mean the Common Seal of the Company.

"Office" shall mean the Registered Office for the time being of the Company.

"Secretary" shall include any person appointed to perform the duties of Secretary temporarily.

"In writing" shall include printed, duplicated, and type-written.

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

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

Words importing males shall include females.

Words importing individuals shall include corporations and "Corporate Member" means a Member of this Company which is a Company incorporated under the Act, or otherwise.

3. The Company shall forthwith enter into any agreements necessary or desirable for the purposes expressed in Clause 3 (A) of the Company's Memorandum of Association and in particular the agreement in the terms of a draft expressed to be made between THE HUMBER SHIPWRIGHT COMPANY LIMITED (in Members' Voluntary Liquidation) and its Liquidator of the first part the ST. ANDREWS ENGINEERING & SHIPWRIGHT COMPANY LIMITED (in Members' Voluntary Liquidation) and its Liquidator of the second part and this Company of the third part which for purposes of identification has been signed by *Edward Langford and Ernest Alfred Robins* and the Directors shall carry the same into effect with or without such modification^a as may be agreed.

4. No part of the funds of the Company shall directly or indirectly be employed in the purchase of or in loans upon the security of the Company's Shares, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 45 (1) of the Act.

5. 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.

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

SHARE CAPITAL.

7. The original Share Capital of the Company is One Hundred Thousand Pounds divided into One Hundred Thousand Shares of One Pound each.

SHARES AND CERTIFICATES.

8. Without prejudice to any special rights previously conferred on the Holders of existing Shares in the Company, any Share in the Company may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Ordinary Resolution determine.

9. Any Preference Share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

10. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, as are, or are likely to be, customers of this Company, on such terms, and in such manner as they think fit.

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

12. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not 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.

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

14. If any Member shall require additional Certificates he shall pay for each additional Certificate such sum, not exceeding One Shilling, as the Directors shall determine.

15. If any Certificate be defaced, worn out, lost, or destroyed, a new Certificate may be issued on payment of One Shilling or such less sum as the Directors may prescribe, and the person requiring the new Certificate shall surrender the defaced or worn-out Certificate, or at his own expense give such evidence of the loss or destruction of the Certificate and such indemnity to the Company and take such action by way of advertisement or otherwise, to publicise the application as the Directors think fit.

JOINT HOLDERS OF SHARES.

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

- (A) The Company shall not be bound to register more than three persons as the Holders of any Share.
- (B) The joint Holders of any Share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such Share.
- (C) On the death of any one of such joint Holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Share; but the Directors may require such evidence of death as they may deem fit.

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

CALLS ON SHARES.

17. The Directors may from time to time make Calls upon the Members in respect of all moneys unpaid on their Shares, provided that no Call shall exceed one fourth of the nominal amount of the Share, or be made payable within one month after the date when the last instalment of the last preceding Call shall have been made payable; and each Member shall, subject to receiving fourteen days' notice at least, specifying the time and place for payment, pay the amount called on his Shares to the persons and at the times and places appointed by the Directors. A Call may be made payable by instalments.
18. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.
19. If a Call payable in respect of any Share or any instalment of a Call be not paid before or on the day appointed for payment thereof, the Holder for the time being of such Share shall be liable to pay interest on the same at such rate, not exceeding Ten per centum per annum, as the Directors shall determine from the day appointed for the payment of such Call or instalment to the time of actual payment; but the Directors may, if they shall think fit, waive the payment of such interest or any part thereof.
20. If by the terms of the issue of any Shares, or otherwise, any amount is made payable at any fixed time or by instalments at any fixed times, whether on account of the amount of the Shares or by way of premium, every such amount or instalment shall be payable as if it were a Call duly made by the Directors, of which due notice had been given; and all the provisions hereof with respect to the payment of Calls and interest thereon, or to the forfeiture of Shares for nonpayment of Calls, shall apply to every such amount or instalment and the Shares in respect of which it is payable.
21. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any Shares held by him; and upon all or any of the moneys so paid in advance the Directors may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, Five per centum per annum) as may be agreed upon between the Member paying the moneys in advance and the Directors.

TRANSFER AND TRANSMISSION OF SHARES.

22. The instrument of transfer of any Share in the Company shall be in writing, and shall be executed by or on behalf of the transferor and transferee, and duly attested, and the transferor shall be deemed to remain the Holder of such Share until the name of the transferee is entered in the Register in respect thereof, and neither the Company nor any Officer of the Company shall incur any liability in respect of any registration made or Share Certificate issued as a result of the presentation of any forged Transfer or Share Certificate.

23. Shares in the Company shall be transferred in the following form, or in any usual or common form of which the Directors shall approve:—

I, A. B., of _____, in consideration
of the sum of £ _____ paid
to me by C. D., of _____
(hereinafter called "the said transferee"), do hereby
transfer to the said transferee the Share [or Shares]
numbered _____ in the undertaking
called "HUMBER-ST. ANDREW'S ENGINEERING COM-
PANY LIMITED," to hold unto the said transferee,
subject to the several conditions on which I hold
the same; and I, the said transferee, do hereby
agree to take the said Share [or Shares] subject to
the conditions aforesaid.

As witness our hands the _____ day of _____, 19 ____.

Witness to the signatures of &c.

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

- (A) The right to transfer Shares is hereby declared to be restricted so that every transfer shall be subject to the approval of the Directors who shall have an absolute and uncontrolled discretion to refuse registration of any transfer without assigning any reason therefor.
- (B) If a Member (hereinafter referred to as "the selling Member") is desirous of selling all or any of his Shares, he shall give a notice (hereinafter called the "notice of sale") to the Secretary of the Company offering such Shares for sale and stating particulars of the Shares which he desires to sell. The Directors, in their absolute and uncontrolled discretion, may offer the Shares conditionally or otherwise at the fair value (as hereinafter defined) to all the other Members of the Company *pro rata* as nearly as may be to their existing holdings or to any one or more Member or customer of the Company in any manner and proportions, and may fix a time in which such offer must be accepted or declined and may re-offer any Shares so declined. On the acceptance of any such offer the selling Member shall forthwith on request execute all necessary transfers of the Shares and carry through the sale. If the selling Member shall fail so to do, the Directors, for the purpose of giving effect to any sale, may authorise some other person to com-

plete and execute the transfer in the name of the selling Member and may receive the proceeds and offer them to the selling Member, and if the selling Member refuses or fails to accept such proceeds the Directors may hold or bank the same for account of the selling Member in such manner as they think fit. If the Directors shall not find a buyer at the fair value within two months of the notice of sale, the selling Member shall (subject to Sub-Article (A) hereof) be entitled to sell the Shares specified in the notice of sale to any Member at any price within one month thereafter.

- (c) If a Member fails on request to furnish a declaration under Sub-Article (r) hereof, or if any person become entitled to any Share or Shares by reason of the liquidation (except for purposes of reconstruction) of a Corporate Member, or the death or bankruptcy of any Member, he shall forthwith give a notice of sale in regard to all the Shares held by him, and if he fails to do so, he shall, be deemed to have given such notice in regard to all such Shares on such date as the Directors so resolve.
- (D) If a Member ceases to be connected with the Fishing Industry at the Port of Hull for a period of twelve months consecutively and has not given a notice of sale the Directors may call upon him to give such notice in regard to all the Shares held by him and if he fails to do so he shall be deemed to have given such notice on such date as the Directors so resolve by a resolution passed by a majority of at least two-thirds of their body.
- (E) In the last preceding Sub-Article hereof the expression "connected with the Fishing Industry at the Port of Hull" includes beneficially owning shares of a fishing vessel or managing a fishing vessel or beneficially owning shares in or being employed as an active Manager by a Company owning shares of or managing a fishing vessel in each and every case providing such vessel habitually lands her catches at the port of Hull, and in any other case means such participation in the Fishing Industry at such Port as the Directors decide to be sufficient to warrant Membership of this Company.
- (F) No Shares shall be held by any Member except in his own right as beneficial owner and the Directors may call upon any Member to give a declaration that Shares registered in his name are so held or to give a notice of sale in respect of such Shares.
- (G) At the Ordinary General Meeting in each year, the Company shall by resolution declare what, during the ensuing twelve months, is to be a fair value of a Share and the amount so declared, with the addition thereto of a sum equal to interest thereon at the rate of Five per cent. per annum less Income Tax from the date of the resolution, less any Dividend in the meantime paid, shall, until the next Ordinary General Meeting be deemed to be the fair value of any Shares sold under this Article.

COMPULSORY RETIREMENT.

25. (A) The Registered Holders for the time being of not less than four-fifths of the issued Shares may at any time serve the Company with a requisition in writing requiring the Company to put in force the provisions for compulsory retirement as regards any particular Shares not held by the requisitionists.

(B) When any such requisition has been served the Company shall forthwith give notice in writing thereof to the Owner of the Shares specified therein and he shall within seven days give a notice of sale in respect of all the Shares specified in the notice of requisition and if he fails to do so he shall be deemed to have given a notice of sale on the eighth day after the giving of the notice of requisition. Thereupon the provisions of Article 24 (B) shall apply provided that if so called upon by the Directors (but without prejudice to the Directors' general discretion) all or any of the requisitionists shall be bound to take and pay for the Shares specified in the requisition in such proportions as the Directors may determine so that however no requisitionist shall be called upon to take more than his fair proportion of such Shares according to his interest in this Company by way of shareholding therein or business transacted therewith.

(C) In this Article "the owner" means the Registered Holder of the Shares, and the liquidator of a Corporate Member and the legal personal representatives of a Registered Holder whilst any Shares remain standing in the name of such Registered Holder.

26. The Directors may suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) a fee not exceeding Two Shillings and Sixpence is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal and return to him the instrument of transfer.

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

28. If within two months after the giving of a notice of sale or of a notice of sale being deemed to be given, under the provisions of Article 24 hereof, a person having become entitled by reason of the liquidation of a Corporate Member or the death or bankruptcy of a Member to the Shares specified in the notice of sale shall not receive notice that his offer to sell has been accepted on behalf of some Member or customer of the Company, he shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Member in respect of such Shares, or instead of being registered himself, to make such transfer of the Shares as the deceased or bankrupt person or liquidated corporation could have made, but the Directors shall in any case have the same right to refuse or suspend registration as they would have had

in the case of a transfer of the Share or Shares by the deceased or bankrupt person or liquidated corporation before the death, bankruptcy or liquidation.

29. Any person becoming entitled to a Share by reason of the death, bankruptcy, or liquidation of the Holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the Registered Holder of the Share, except that he shall not, unless and until he is registered as a Member in respect of the Share, be entitled in respect of it, to receive notice of or to exercise any right conferred by Membership in relation to Meetings of the Company.

FORFEITURE OF SHARES AND LIEN.

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

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

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

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

34. Any person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of the forfeiture were presently payable by him to the Company in respect of the Shares, together with interest thereon at such rate, not exceeding Ten per centum per annum, as the Directors shall appoint, down to the date of

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payment, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the Shares. The Directors may, if they shall think fit, remit the payment of such interest or any part thereof.

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

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

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

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

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

forfeiture or sale. The remedy (if any) of the former Holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

ALTERATION OF SHARE CAPITAL.

40. The Company may by Ordinary Resolution increase the Capital by the creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the Resolution shall prescribe.

41. The Directors may at any time convert any paid up Shares into Stock, or reconvert any such Stock into Shares and may with the sanction of the Company in General Meeting issue Stock. When any Shares have been converted into Stock or when any Stock has been issued the Registered Holders of such Stock shall hold and have the right to transfer their respective interests therein in the same manner and subject to the same regulations as and subject to which Shares of the Company are held or are transferable under the provisions of these Articles.

42. All new Shares and Stock shall be offered by the Directors as they shall in their absolute and unfettered discretion decide conditionally or otherwise to all Members *pro rata* as nearly as may be to their existing holdings or to such other persons as the Directors determine.

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

44. The Company may by Ordinary Resolution—

- (A) Subdivide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association: Provided that in the subdivision of an existing Share the proportion between the amount paid and the amount (if any) unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived;
- (B) Consolidate and divide its Capital or any part thereof into Shares of larger amount than its existing Shares;
- (C) Cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

45. The Company may by Special Resolution reduce its Share Capital and any Capital Redemption Reserve Fund in any manner authorised by law.

MODIFICATION OF RIGHTS.

46. If at any time the Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may,

subject to the provisions of Section 61 of the Act, be modified, abrogated, or varied with the consent in writing of the Holders of three fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall, *mutatis mutandis*, apply, but so that at every such separate General Meeting the quorum shall be two persons at least holding or representing by proxy one third of the issued Shares of the class, and that any Holder of Shares of the class present in person or by proxy may demand a poll.

BORROWING POWERS.

47. 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.

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

49. The Company may, upon the issue of any Bonds, Debentures, Debenture Stock, or other securities, confer on the creditors of the Company holding the same, or on any trustees or other persons acting on their behalf, a voice in the management of the Company, whether by giving to them the right of attending and voting at General Meetings, or by empowering them to appoint one or more persons to be Directors of the Company, or otherwise as may be agreed.

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

51. A Register of the Holders of the Debentures of the Company shall be kept at the Office, 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.

52. 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 a General Meeting may be convened 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."

53. The Directors may whenever they think fit, and they shall upon a requisition made in writing by Members in accordance with Section 114 of the Act, convene an Extraordinary General Meeting. If at any time there shall not be present in England and capable of acting sufficient Directors to form a quorum, the Directors in England capable of acting, or if there shall be no such Directors then any two Members, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Directors, and the Company at such Meeting shall have power to elect Directors.

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

55. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given to the Members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting.

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

57. Notwithstanding the provisions of Article 55 hereof, with the written consent of all the Members entitled to receive notice of some particular Meeting, that Meeting may be convened by less than seven days' notice, and in such manner as those Members may think fit.

PROCEEDINGS AT GENERAL MEETINGS.

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

59. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the

Meeting proceeds to business; and such quorum shall consist of not less than five Members personally present and holding or representing by proxy not less than one sixth of the issued Share Capital of the Company upon which all Calls or other sums then due have been paid.

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

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

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

63. At any General Meeting every question shall be decided in the first instance by a show of hands; and unless a poll be (on or before the declaration of the result of the show of hands) directed by the Chairman or demanded by at least three Members entitled to vote, or by one Member or two Members so entitled, if that Member or those two Members together hold not less than fifteen per centum of the paid up Share Capital of the Company, a declaration by the Chairman that a resolution has been carried or not carried, or carried or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

64. If a poll be directed or demanded in the manner before mentioned it shall (subject to the provisions of Article 66 hereof) be taken at such time and in such manner as the Chairman may appoint and the result of such poll shall be deemed to be the resolution of the Meeting at which the poll was directed or demanded.

65. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.

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

VOTES OF MEMBERS.

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

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

69. No Member shall be entitled to vote at any General Meeting unless all Calls or other sums presently payable by him in respect of the Shares held by him in the Company have been paid, and no Member shall be entitled to vote in respect of any Shares that he has acquired by transfer at any Meeting held after the expiration of three months from the incorporation of the Company unless he has been registered as the Holder of the Shares in respect of which he claims to vote for at least three months previous to the time of holding the Meeting at which he proposes to vote.

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

71. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing or if such appointor be a corporation either under its common seal or under the hand of an officer or attorney so authorised. No person shall, subject to the provisions of Article 16 (E) hereof, be appointed a proxy who is not a Member of the Company and qualified to vote: Provided always that a Corporate Member may appoint any one of its officers or any other person to be its proxy, and the person so appointed may attend and vote at any Meeting and exercise the same functions on behalf of the Corporate Member as if he were an individual Shareholder.

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

73. A vote given or act done in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointor or the revocation of the appointment of the proxy, unless notice in writing of such death or revocation shall have been received by the Company before the vote was given or the act was done.

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

HUMBER-ST.ANDREW'S ENGINEERING COMPANY LIMITED.

I, _____, of _____, in the County of _____ being a Member of HUMBER-ST.ANDREW'S ENGINEERING COMPANY LIMITED, hereby appoint _____, of _____, and failing him, _____, of _____, as my proxy to vote for me and on my behalf at the Ordinary (or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____, 19____, and at any adjournment thereof.

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

DIRECTORS.

75. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than six nor more than twelve.

76. The persons hereinafter named shall be the first Directors, that is to say, THOMAS BOYD, HENRY BURTON, WILLIAM GEORGE O'DELL, MARK HELLYER, OLAF HILMAR HENRIKSEN, ARCHIBALD HUDSON, HORACE PRECIOUS, WILLIAM JOHN ROBINS, Junior, CECIL HEAP SMITH, HARRY WIGHT.

77. A Director need not hold any Share qualification but no person shall be appointed a Director unless he is either a Member of this Company or is a Director of, or Manager employed by, a Corporate Member.

78. The remuneration of the Directors shall be such sum or sums as may from time to time be determined by the Company in General Meeting.

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

POWERS OF DIRECTORS.

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

DISQUALIFICATION OF DIRECTORS

81. 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 being a Director in right of Membership of this Company, he ceases from any cause to be a Member, or if being a Director in right of being a Director of, or a Manager employed by a Corporate Member of this Company, such Corporate Member ceases from any cause to be a Member of this Company;
- (E) If he absent himself from the Meetings of Directors for a period of six 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 Act;
- (G) If he give the Company one 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.

82. 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. Any Director may vote as a Director in regard to any contract, arrangement, or dealing in which he is interested provided he has disclosed his interest therein. 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, and no notice, general or specific,

need be given by a Director who holds office in right of being a Director of, or Manager employed by, a Corporate Member, as regards his interest in any contract, arrangement, or dealing with or affecting such Corporate Member.

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

ROTATION OF DIRECTORS.

84. At the Ordinary General Meeting in the year 1947, and at the Ordinary General Meeting in every subsequent year, one third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to one third, shall retire from office, the Directors to retire in each year being those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

85. The Company at the Ordinary General Meeting at which any Director retires in manner aforesaid shall fill up the vacated office, and may fill up any other offices which may then be vacant by electing the necessary number of persons, unless the Company shall determine to reduce the number of Directors in office. The Company may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Director, or appoint additional Directors, provided that the maximum number fixed as hereinbefore mentioned be not exceeded.

86. If at any General Meeting at which an election of Directors ought to take place, the places of the retiring Directors be not filled up, the retiring Directors, or such of them as have not had their places filled up, shall continue in office until the Ordinary General Meeting in the next year, and so on from time to time until their places have been filled up, unless at any such Meeting it shall be determined to reduce the number of Directors in office.

87. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

88. 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.

89. The Company may by an Extraordinary Resolution remove any Director before the expiration of his period of office,

and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

90. Seven days' previous notice in writing shall be given to the Company of the intention of any Member to propose any person other than a retiring Director for election to the office of Director: Provided always that, if the Members present at a General Meeting unanimously consent, the Chairman of such Meeting may waive the said notice, and may submit to the Meeting the name of any person for election.

MANAGING DIRECTORS.

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

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

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

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

PROCEEDINGS OF DIRECTORS.

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

96. The Directors may elect a Chairman of their Meetings, and determine the period for which he is to hold office; but

if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such Meeting.

97. 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.

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

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

MINUTES.

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

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

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.

THE SEAL.

101. The Directors shall forthwith procure a Seal to be made for the Company, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Board of Directors, and in the presence of at least two Directors and of the Secretary, or of such other person as the Directors may appoint for the purpose, and those two Directors and Secretary, or other person as aforesaid, shall sign every instrument to which the Seal is so affixed in their presence.

APPROPRIATIONS.

102. The Directors for the purpose of stating the Accounts of the Company with a view to arriving at profits or surplus shall make appropriations and provisions as follows:—

- (A) Before arriving at the profits of the Company they shall make provision as set out in Article 103 for depreciation and obsolescence and otherwise as set out in that Article.
- (B) After making the provision for the sum required to cover the Dividend as set out in paragraph (c) hereof and subject to any balance carried forward as set out in paragraph (d) hereof, they shall before arriving at the profits of the Company, make provision for a rebate or bonus to customers as set out in Article 104.
- (c) They shall provide for Dividend payable out of the profits of the Company as set out in Article 107.
- (d) The Directors out of the profit for the year or the profit brought forward from any preceding year may carry forward to the accounts of the succeeding year any balance of profit which they shall not think fit to divide or place to reserve.

RESERVE FUND.

103. The Directors in arriving at any surplus or profits available for appropriation and distribution shall set aside in each year such sum as they shall in their absolute discretion think proper as a reserve to provide for depreciation and obsolescence of the assets of the Company, for replacing wasting assets and for renewal, repairing, insuring maintaining and developing the buildings, equipment and plant of the Company or for any contingency or purpose of the Company. The Directors may employ the whole or any part of the sum so set aside in the business of the Company or may invest the whole or any part of it at interest from time to time in such manner as the Directors think fit and shall be in no way bound to keep the reserve separate from the other assets of the Company. So much of the amount so set aside as at any time in the opinion of the Directors shall not for the time being be required for the purpose for which it is set aside shall in whatever manner it may be for the time being employed or invested nevertheless continue and shall be deemed in all respects profits of the Company and the Company may at any time deal with the same accordingly.

REBATE TO CUSTOMERS.

104. The Directors before arriving at any profits of the of the Company available for distribution may, if the earnings of the Company after providing thereout a sum equal to the amount required to pay the Dividend provided by Article 107 hereof shall permit, provide for and pay a rebate or bonus to those customers of the Company who are Members of the Company in relation to the amounts charged to and paid by each Member of the Company in the ordinary course of business and such rebate or bonus shall be calculated *pro rata* in relation to the work done or by such other method or methods as the Directors may from time to time in their absolute discretion determine and whether

in relation to the results of this Company as a whole or of the results of the several Departments of this Company's business separately and whether in relation to the whole of the work exclusive of any work by arrangement done on non-rebate terms or otherwise and whether in relation to the work done during the preceding financial year or any other year or amalgamation of years or other or varying period or periods of this Company's operations and generally as the Directors in their discretion shall determine.

DIVIDENDS.

105. Subject to the rights of the Holders of any Shares entitled to any priority, preference, or special privileges, all Dividends shall be declared and paid to the Members in proportion to the amounts paid up on the Shares held by them respectively. No amount paid on a Share in advance of Calls shall be treated for the purpose of this Article as paid on the Share.

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

107. No Dividend shall be paid otherwise than out of the profits of the Company. If the net profits in any year are in the opinion of the Directors sufficient for the purpose, a Dividend shall be paid to the Holders of the Shares in the Company but such Dividend in any year shall not exceed the rate of Five per centum per annum less Income Tax on the amount paid up on the Shares held by them respectively.

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

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

110. Notice of any Dividend that may have been declared shall be given to each Member in the manner in which notices of General Meetings are given to the Members.

111. The Company may transmit any Dividend or Bonus payable in respect of any Share by ordinary post to the registered address of the Holder or, in the case of joint Holders, of one of the Holders of such Share (unless he or they shall have given written instructions to the contrary), and shall not be responsible for any loss arising in respect of such transmission.

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

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

CAPITALISATION OF PROFITS.

114. The Company in General Meeting may from time to time and at any time pass a Resolution (a) to the effect that any sum or sums forming part of the undivided profits of the Company, whether standing to the credit of the Company's Reserves or Profit and Loss Account, or otherwise, be capitalised and appropriated as a Capital distribution to the Members, who would be entitled thereto if the same were distributed in their proper shares and proportions by way of Dividend, and that the sum or sums so appropriated be applied in paying up Shares of the Company on behalf of the Members, and that the Shares so paid up be distributed among the Members in accordance with their rights in satisfaction of such distribution, or (b) to the effect that any surplus moneys or Capital profits in the hands of the Company, whether arising from the realisation of any Capital assets of the Company, or received in respect of any Capital assets or represented by Shares or other property received as consideration or part consideration for the sale or realisation of any Capital assets of the Company or any investments representing any such surplus moneys as aforesaid, be distributed among the Members by way of Capital distribution in the shares and proportions in which they would be entitled thereto if the same were being distributed by way of Dividend, and so that for the purposes of this provision surplus moneys or Capital profits shall mean moneys, shares or other property in the hands of the Company over and above other assets sufficient to answer the whole of the liabilities and paid up Share Capital of the Company, and any such resolution shall be effective and shall be carried into effect by the Directors accordingly. Where any difficulty arises in respect of any such distribution as aforesaid, the Directors may settle the same as they think expedient, and in particular may issue Fractional Certificates, and may fix the value for distribution of any Shares or investments, and may determine that cash payments be made to any Members on the footing of the value so fixed in order to adjust the rights of the Members, and may vest any such Shares or investments in trustees upon such trusts for the persons entitled as may seem expedient to the Directors. Where necessary a proper contract shall be delivered to the Registrar of Companies for registration in accordance with Section 42 of the Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the distribution and such appointment shall be effective.

ACCOUNTS.

115. The Directors shall cause proper Books of Account to be kept—

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

116. The Books of Account shall be kept at the Office, or at such other place or places as the Directors may determine, and shall always be open to the inspection of the Directors. The Directors may from time to time by resolution determine whether and to what extent, and at what times and places, and on what conditions the books and accounts of the Company,

or any of them, shall be open to the inspection of the Members (not being Directors), and the Members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.

117. At the Ordinary General Meeting in every year the Directors shall lay before the Company a Profit and Loss Account for the period since the preceding account or (in the case of the first Ordinary General Meeting) since the incorporation of the Company, made up to a date not more than six months before such Meeting.

118. A Balance Sheet shall be made out and laid before the Company at the Ordinary General Meeting in every year, as at the date to which the Profit and Loss Account is made up. There shall be attached or annexed to each such Balance Sheet such Documents as are required by law to be attached or annexed thereto, including the Auditors' Report and a report of the Directors with respect to the state of the Company's affairs, the amount (if any) which the Directors recommend should be paid by way of Dividend, and the amount (if any) which they propose to carry to the Reserve Fund, General Reserve, or Reserve Account shown specifically on the Balance Sheet or to be shown specifically on a subsequent Balance Sheet. The Auditors' Report shall be read at the Meeting and shall be open to inspection as required by Section 129 of the Act.

119. A copy of the Balance Sheet and Reports and such other Documents as aforesaid shall, seven clear days previously to the Meeting at which such Balance Sheet, Reports, and Documents are to be laid before the Company as aforesaid, be served on every Member entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT.

120. Auditors shall be appointed and their duties regulated in the manner provided by Sections 132, 133, and 134 of the Act.

NOTICES.

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

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

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

DISCOVERY OF SECRETS.

124. No Member shall be entitled to require or receive any information concerning the business, trading, or customers of the Company, or any trade secret or secret process of or used by the Company, beyond such information as to the accounts and business of the Company as is by these presents or by the Act directed to be laid before the Company in General Meeting, and no Member shall be entitled to inspection of any of the books, papers, correspondence, or documents of the Company except so far as such inspection is authorised by these presents or by the Act.

ARBITRATION.

125. If and whenever any difference shall arise between the Company and any of the Members or their respective representatives touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or omitted or in regard to the rights and liabilities arising hereunder, or arising out of the relation existing between the parties by reason of these presents or of the Act such difference shall be forthwith referred to two Arbitrators, one to be appointed by each party in difference or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such references shall be conducted in accordance with the provisions of the Arbitration Acts, 1889 to 1934, or any statutory modification hereof.

INDEMNITY.

126. Subject always to the provisions of Section 152 of the Act, every Director, Manager, Secretary, or other Officer or Servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses which any such person may incur or become liable for by reason of any contract duly entered into or any act, deed, or thing properly done by him in the discharge of his duties.

WINDING UP.

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

128. 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.

Mark Heller

St Andrews Dock
Hall

Trawler Owner

Abelie Stah

St John Paul

Abelie Stah

Abel

~~Mark Heller~~
Harry Wright St. Andrews D.K.,

Hull
Steam Trawler Owner

Dated the 14th day of June, 1946.

Witness to the above Signatures—

C. H. Ashburn

Victoria Chambers, Hull

Solicitor.

DUPLICATE FOR THE FILE.

No. 413574



Certificate of Incorporation

I Hereby Certify, That

HUMBER-ST. ANDREW'S ENGINEERING COMPANY LIMITED

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

Given under my hand at London this Twenty-fifth day of June One Thousand Nine Hundred and Forty-six.

R. Austin
Registrar of Companies

Certificate
received by

Jordan & Sons Ltd

Date 25th June 1946.

No. of Company 413574

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARE

(COPY)



Special Resolution

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

OF

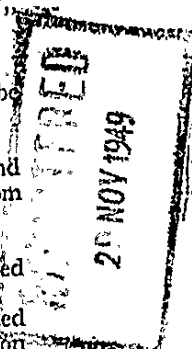
HULL-ST. ANDREW'S ENGINEERING COMPANY LIMITED.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above named Company held at the Company's Registered Offices at St. Andrew's Dock in the City and County of Kingston upon Hull on Friday the 25th day of November 1949, the following Resolution was duly passed as a Special Resolution, that is to say :-

SPECIAL RESOLUTION.

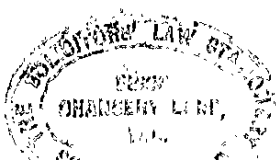
"That the Articles of Association of the Company shall be altered in manner following, namely :—

- (a) In the second line of Article 55 the words "seven days' notice at least" shall be deleted and the following words substituted "21 days' notice in writing in the case of the Annual General Meeting and 14 days' notice in writing in the case of a Meeting other than an Annual General Meeting."
- (b) In the last line but one of Article 57 the words "seven days' notice" shall be deleted and the words "21 days' or 14 days' notice as the case may be" shall be substituted.
- (c) In the seventh line of Article 63 the words "Fifteen per centum" shall be deleted and the words "ten per centum" substituted.
- (d) The words from and including the word "No" in the fifth line up to and including the word "vote" in the seventh line shall be deleted from Article 71.
- (e) The following new Article to be numbered Article 90 (a) shall be inserted immediately after Article 90 :
"90 (a). No person shall be disqualified from being appointed or re-elected a Director in accordance with the provisions of these Articles by reason of having attained the age of 70 years or any other age nor shall special notice or any other special formality be required on that account. Every Director shall however at the First Directors' Meeting of the Company held after his seventieth birthday submit his resignation to the Board of the Company who may accept it or request his continuance in office as they may decide."
- (f) The words "seven clear days" in the second line of Article 119 shall be deleted and the words "twenty-one clear days" substituted therefor and in the same Article there shall be inserted after the word "Meetings" the words "and every holder of Debentures."



W. A. Heller

Chairman of the Meeting.



No. of Certificate 413,574. /19

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

(Pursuant to the Companies Act, 1948, Section 63 (2))

OF

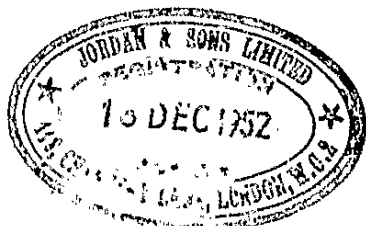
HUMBER - ST. ANDREW'S ENGINEERING COMPANY, LIMITED.

Passed the 5th day of December, 1952.

REGISTERED
18 DEC 1952

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the offices of the HULL ICE COMPANY, LIMITED, St. Andrew's Dock, Hull, on Friday, the 5th day of December, 1952, the following Resolution was duly passed as a SPECIAL RESOLUTION, namely:-

"THAT the Share Capital of the Company be increased to £150,000 by the creation of 50,000 new Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing Shares in the Company, and notwithstanding any provisions of the Company's Articles to the contrary, that such shares be offered to such members at such times and in such manner as the Directors may in their absolute discretion decide."



C. P. Hudson

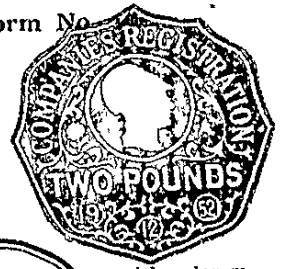
Chairman.

18 DEC 1952

779

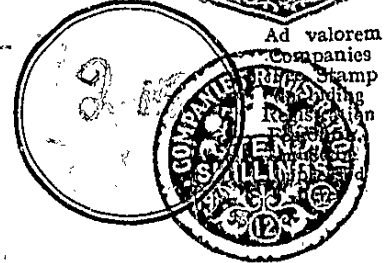
Number of } 413794/18
Company }

Form No.



The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



Notice of Increase in the Nominal

OF



HUMBER - ST. ANDREW'S ENGINEERING COMPANY

LIMITED

Pursuant to Section 63 of The Companies Act, 1948

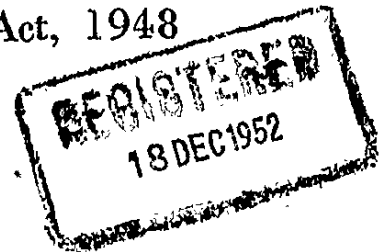


Diagram 2 "CERTIFICATE, ESTRAND, LONDON."

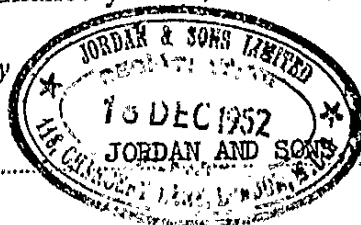
ng-E90195
Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by



LIMITED.



Notice of Increase in the Nominal Capital

OF

HUMBER - ST. ANDREW'S ENGINEERING COMPANY Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) a Special Resolution of the Company dated the Fifth day of December 1952 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 50,000 (FIFTY THOUSAND POUNDS), beyond the Registered Capital of £ 100,000 (ONE HUNDRED THOUSAND POUNDS)

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
50,000	ORDINARY	ONE POUND

The conditions (e.g., voting rights, dividends, &c.) subject to which the new Shares have been or are to be issued are as follows:—

THE NEW SHARES WILL RANK FOR DIVIDEND AND BE IN ALL OTHER RESPECTS PARI PASSU WITH THE EXISTING SHARES OF THE COMPANY

Signature

Description (c)

Secretary

Dated the 16th day
of December 1952.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) State whether Director or Secretary of the Company.

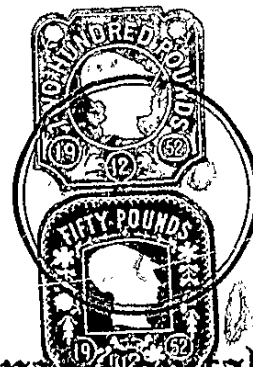
This margin reserved for binding, and must not be written across.

Number of } 43574/19
Company }

[Form No. 26

**THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933**

COMPANY HAVING A SHARE CAPITAL



Inland
Revenue
Duty Stamp
to be
impressed
here.

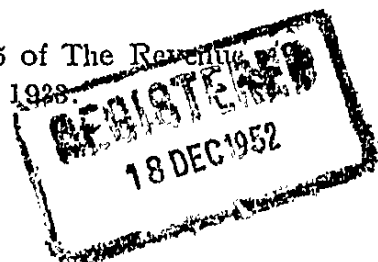
Statement of Increase of the Nominal Capital

OF

HUMBER - ST. ANDREW'S ENGINEERING COMPANY

LIMITED

in pursuance to Section 112 of The Stamp Act, 1891; Section 5 of The Revenue
Act, 1903; and Section 41 of The Finance Act, 1933.



The Statement has to be registered with the Notice of Increase in the Nominal Capital and
printed copy of the Resolution authorising the Increase required under Section 63 of The Companies
Act, 1948.

HC-R30241

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

**Company Registration Agents, Printers, and Publishers,
16 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2**

Presented by



JORDAN & SONS, LIMITED.

1781

THE NOMINAL CAPITAL

OF

HUMBER - ST. ANDREW'S ENGINEERING COMPANY LIMITED

LIMITED,

has, by a Resolution of the Company dated the FIFTH day
of DECEMBER, 1952, been increased by the addition thereto of
the sum of FIFTY THOUSAND Pounds,
divided into FIFTY THOUSAND Shares
of ONE POUND each
beyond the Registered Capital of ONE HUNDRED THOUSAND POUNDS

Signature.....

A. J. Harding

Description.....

Secretary

Dated the 16th day

of DECEMBER 1952

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

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

No. 413574

THE COMPANIES ACTS 1948 TO 1981

197

SPECIAL RESOLUTION OF

HUMBER ST. ANDREW'S ENGINEERING CO. LIMITED

passed 1st March 1984

At a General Meeting of the Members of the above Company, held at Wickham Road, Fish Docks, Grimsby on Thursday, 1st March 1984, the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

"That, being a dormant Company, no Auditors be appointed, in accordance with Section 12, Companies Act 1981"



Chairman.



COMPANY NO: 413574

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

HUMBER ST. ANDREW'S ENGINEERING CO. LIMITED
PASSED THE 27 DAY OF JANUARY 1988

At an Ordinary General Meeting of the above named Company, duly convened and held at 16 Queen Anne's Gate, London SW1H 9AQ on the 27th day of January 1988 the following resolution was passed.

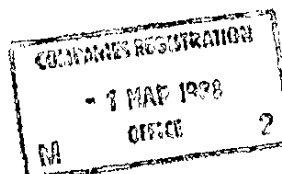
'It was resolved that as the company is dormant, and complies with Section 384 of the Companies Act 1985 it would not appoint auditors for the ensuing year'.

Signed

M. Crowe

Secretary of the Company

Date 10 February 1988



G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

413574

Name of company

* Insert full name of company

* HUMBER ST. ANDREW'S ENGINEERING CO. LTD.

Day Month

3	1	1	2
---	---	---	---

Day Month Year

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

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

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

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

† delete as appropriate

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 Eastern Produce (Holdings) plc.

company number 586304

the accounting reference date of which is 31 December

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

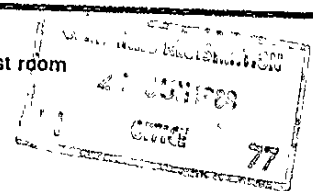
Designation: Director

Date 20.6.88

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

Associated Fisheries Plc.
16 Queen Anne's Gate
London SW1H 9AQFor official Use
General Section

Post room



COMPANY NO:413574
COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION OF
HUMBER ST. ANDREW'S ENGINEERING COMPANY LIMITED
PASSED THE 5TH DAY OF APRIL 1989

At the Annual General Meeting of the above named Company, duly convened and held at 16 Queen Anne's Gate, London SW1H 9AQ on the 5th day of April 1989 the following resolution was duly passed:

'It was resolved that as the Company is dormant, and complies with Section 252 of the Companies Act 1985 it would not appoint Auditors for the ensuing year'.

Signed

M. Crowe

Secretary of the Company

Dated

15.5.89



Company No. 413574

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
Humber St Andrew's Engineering Company Limited

HELD AT The Gatehouse
 16 Arlington Street
 London
 SW1A 1RD

ON 5th April 1991

PRESENT W F S LETTEN (Chairman)
 J R J LUCAS

IN ATTENDANCE M CROWE

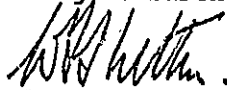
IT WAS RESOLVED as an

ELECTIVE RESOLUTION

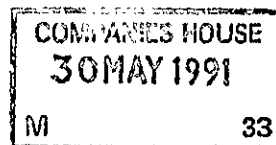
LAYING OF
ACCOUNTS

THAT pursuant to Section 252 of the Companies Act
1985 the Company hereby elects to dispense with
the laying of accounts and reports before the Company
in General Meeting.

There being no further business the meeting closed.



Chairman



Company No. 413574

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
Humber St Andrew's Engineering Company Limited

HELD AT The Gatehouse
 16 Arlington Street
 London
 SW1A 1RD

ON 5th April 1991

PRESENT W F S LETTEN (Chairman)
 J R J LUCAS

IN ATTENDANCE M CROWE

IT WAS RESOLVED as an

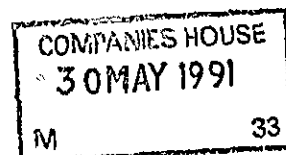
ELECTIVE RESOLUTION

HOLDING OF
ANNUAL GENERAL
MEETINGS

THAT pursuant to Section 366A of the Companies Act
1985 the Company hereby elects to dispense with the
holding of Annual General Meetings in 1991 and
subsequent years until this election is revoked.

There being no further business the meeting closed.


Chairman



COMPANY NO 413574

HUMBER ST ANDREW'S ENGINEERING COMPANY LIMITED

Special Resolution passed at an Extraordinary General Meeting held on 11 July 1994:

"That the regulations set forth in the document attached to this Resolution and for the purpose of identification marked with an "A" 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."

TRIL



A03YN3BM

A12 RECEIPT DATE: 28/07/94

COMPANY NO 413574

2A
JRIL

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of HUMBER ST ANDREW'S ENGINEERING
COMPANY LIMITED

(Adopted by Special Resolution passed on 11 July 1994)

PRELIMINARY

1(a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (s) 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (s) 1985 No 1052) (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. Any regulations previously applicable to the Company under any former enactment shall not apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2(a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.



A03Y03BN

A12 RECEIPT DATE: 28/07/94

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital of the Company authorised but unissued at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

3(a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clause 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

4 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

5(a) A Director may vote at any meeting of the Directors or of any committee of the Directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

6(a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

Company No. 413574

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
Humber St Andrew's Engineering Company Limited

HELD AT The Gatehouse
 16 Arlington Street
 London
 SW1A 1RD

ON 5th April 1991

PRESENT W F S LETTEN (Chairman)
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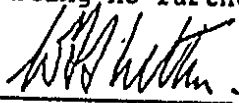
IT WAS RESOLVED as an

ELECTIVE RESOLUTION

LAYING OF
ACCOUNTS

THAT pursuant to Section 252 of the Companies Act
1985 the Company hereby elects to dispense with
the laying of accounts and reports before the Company
in General Meeting.

There being no further business the meeting closed.



Chairman

