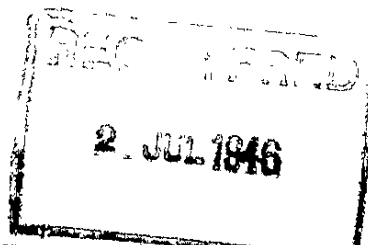


Sec. of Companies

415641



Price Tenpence.

Form No. 41.

# THE COMPANIES ACT, 1929.



A 5s.  
Companies  
Registration  
Fee Stamp  
to be  
inserted  
here

DECLARATION of Compliance with the requirements of The Companies

Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Name of  
Company

THE ARGUS-POLYMERIS & MANUFACTURING CO. LTD.

Limited.

PRINTED AND SOLD BY

**CROWTHER & GOODMAN,**

Branch of THE ARGUS PRESS, Limited,

Public Companies' Stationers and Registration Agents,

124, FENCHURCH STREET, and FEN COURT, LONDON, E.C. 3.

Presented for Filing by

C. L. G. G. G. G. G.

12, Fenchurch Street, London E.C. 3.

I, Albert George Joiner Senior

of 37, Chester Way, London S.E.11.

Do solemnly and sincerely declare that I am (") a person named in

the Articles of Association as a Director

of The Auto-Components and Engineering Company .....

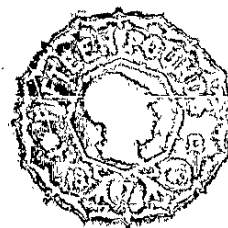
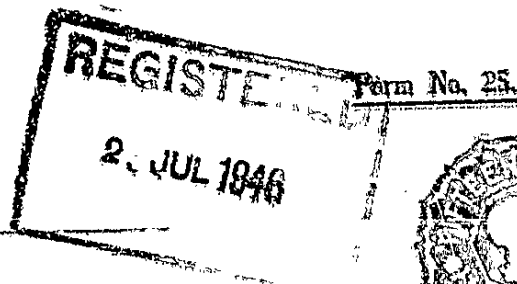
Limited, and that all the requirements of The Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1885."

Declared at <sup>No 4</sup> 54, John Street, Bedford Row, in the County of London

the 16th day of July  
one thousand nine hundred and forty-six  
before me,

Albert G. Joiner Esq.

No. of Certificate **415641**



~~THE AUTO-COMPONENTS AND ENGINEERING COMPANY~~ LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (Note.—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.)

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

PRINTED AND SOLD BY

**CROWTHER & GOODMAN,**

Branch of THE ARGUS PRESS, Limited,

Public Companies' Stationers and Registration Agents,

124, FENCHURCH STREET and FEN COURT, LONDON, E.C.3.

Presented for registration by G. H. Bennett & Co.

31, John Street, Bedford Row

The NOMINAL CAPITAL of the...

AUTO-COMPONENTS AND ENGINEERING COMPANY Limited,

is £ 3,000 . . . , divided into 3,000 shares of £1.

each.

Signature

*A. G. Jones Senr.*

Description Director

Date 16th July 1946.

NOTE.—This Margin is reserved for Binding, and must not be written across.

Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, and Section 39 of the Finance Act, 1920, provides that: "A statement of  
"the amount which is to form the nominal share capital of any Company to be  
"registered with limited liability shall be delivered to the Registrar of Joint Stock  
"Companies in England, Scotland or Ireland, and a statement of the amount of any  
"increase of registered capital of any Company now registered, or to be registered,  
"with limited liability, shall be delivered to the said Registrar, and every such  
"statement shall be charged with an *ad valorem* Stamp Duty of One Pound for  
"every One Hundred Pounds and any fraction of One Hundred Pounds over any  
"multiple of One Hundred Pounds of the amount of such capital or increase of  
"capital, as the case may be."

DUPLICATE FOR THE FILE.

No. 415641



# Certificate of Incorporation

I Hereby Certify, That

THE AUTO-COMPONENTS AND 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-third day of July One Thousand Nine Hundred and Forty-six.

  
Registrar of Companies

Certificate  
received by



Date

23 7 46

THE COMPANIES ACT, 1929,

COMPANY LIMITED BY SHARES.

---

---

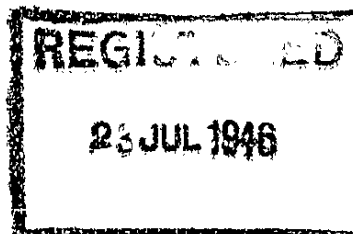
Memorandum  
AND  
Articles of Association  
OF  
THE AUTO-COMPONENTS AND ENGINEERING  
COMPANY LIMITED.

---

---

*Incorporated the      day of July, 1946.*

C. H. BENNETT & CO.,  
31, JOHN STREET, BEDFORD ROW,  
LONDON, W.C.1.



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
OF  
**The Auto-Components and Engineering Company**  
**LIMITED.**

1. The name of the Company is "THE AUTO-COMPONENTS AND ENGINEERING COMPANY LIMITED."

2. The registered office of the Company will be situate in England.


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

- (A) To carry on business as manufacturing engineers, mechanical, electrical, sanitary, heating and ventilating, and general engineers, chain and cable manufacturers, blacksmiths, mill-wrights, annealers, importers, exporters, agents, dealers and workers in ferrous and non-ferrous metals, die-casters, iron and brassfounders, scaffolders, makers of machine and other tools, metal welders, boiler-makers, riveters, wood-workers and joinery manufacturers, gas fitters, house-breakers, road contractors, carriage and haulage contractors, silver, gold, copper, chromium, and other platers, builders' merchants, oil, colour and varnish manufacturers and dealers, timber merchants, wholesalers, retailers, importers and exporters in metal goods of all kinds, electrical appliances, domestic appliances, and any articles or goods which can be conveniently or advantageously dealt in.





- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock in trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (C) To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra-cotta makers, licensed victuallers and house agents.
- (D) To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on or improve any property in which the Company is interested and to tenants, builders and contractors.
- (E) To purchase, or otherwise acquire and hold for any estate or interest, any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (F) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

- 
- (H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
  - (I) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
  - (J) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
  - (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
  - (L) To grant pensions, allowances, gratuities and bonuses to officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.
  - (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (O) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (R) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests

of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (s) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is deemed likely to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (t) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (u) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities, of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (v) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (w) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, con-

fractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

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

4. The liability of the members is limited.

5. The share capital of the Company is £3,000, divided into 3,000 Ordinary Shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>A. E. Jorner Ltd.</i>  <i>37 Chester Way,</i>  <i>London S.E. 11.</i>  <i>Engineer.</i></p>	<p><i>one</i></p>
<p><i>A. E. Jorner Ltd.</i>  <i>11, Beechcroft Avenue</i>  <i>Kingston-on-Thames, Surrey</i>  <i>Engineer</i></p>	<p><i>one</i></p>

Dated this 16<sup>th</sup> day of July, 1943.

Witness to the above Signatures—

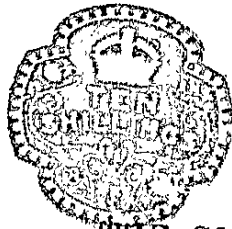
*Witness*

*Chartered Accountant,*

*21, John Street,*

*Bedford Road.*

*London, W.C.1*



2 JUL 1946



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

## The Auto-Components and Engineering Company LIMITED.

### PRELIMINARY.

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

2. Clauses 19, 30 to 33, both inclusive, 45, 47, 48, 50, 60, 64, 69, 72 and 101 of Table "A" shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table "A," subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act, 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

## SHARES.

4. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 3, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act, 1929.

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

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

## TRANSFER OF SHARES.

7. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 3. The Directors may also suspend the registration of transfers during



the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act, 1929.

#### PROCEEDINGS AT GENERAL MEETINGS.

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

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

10. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### VOTES OF MEMBERS.

11. 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 that power or authority need not be deposited at the registered office of the Company before the time for holding the meeting or adjourned meeting; provided always that such instrument must be produced on demand to the Chairman of the meeting at which it is used.

### DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say: Albert George Joiner, Senr., and Albert George Joiner, Junr.

13. The Directors shall be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

### POWERS AND DUTIES OF DIRECTORS.

14. The Directors may raise or borrow moneys for the purposes of the Company's business to any amount in accordance with Clause 3 (a) of the Memorandum of Association.

15. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act, 1929, and those powers shall accordingly be exercisable by the Directors.

16. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may

include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

17. The Directors may appoint any person other than a Director of the Company as Adviser to the Board, if in their opinion such person can be of assistance to the Board by reason of any specialised knowledge, and any person so appointed shall have the right to attend all Board Meetings during the continuance of such appointment, but shall not be capable of voting, and the terms of the appointment, including remuneration, tenure of office, etc., shall be fixed by the Board.

#### DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act, 1929, Section 141.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act, 1929, Section 217 or Section 275.
- (5) If he is found lunatic or becomes of unsound mind.

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

20. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely: (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act, 1929, and (2) after he has become interested therein he shall, if required by the other Directors, refrain from voting as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against

voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

#### PROCEEDINGS OF DIRECTORS.

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

#### WINDING UP.

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

#### INDEMNITY.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

A. G. Jones Send

37 Chester Way, London S.E. 11.  
Engineer.

A. G. Jones

11, Beechcroft Avenue, Kingston-on-Thames  
Surrey. Engineer.

Dated this 16<sup>th</sup> day of July, 1946.

Witness to the above Signatures—

*[Signature]*

Charles H. H. H.

St. John Street,

Bedford Row.

London, W.C. 2.

# Special Resolution

(Pursuant to s. 141 (2))

OF

THE AUTO-COMPONENTS AND ENGINEERING COMPANY LIMITED

Passed 27th March, 1964.

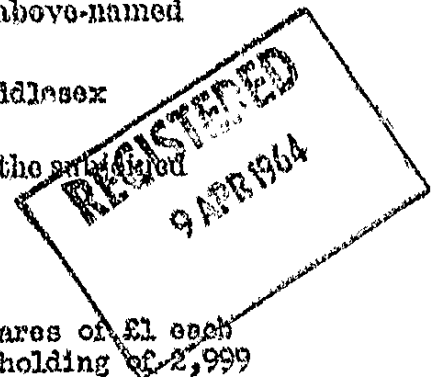
AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Victoria Road, Feltham, in the County of Middlesex

on the 27th day of March, 1964, the following Special Resolution was duly passed, viz.:-

## RESOLUTION

"That 1,500 of the existing Ordinary Shares of £1 each in the Company, being part of the total holding of 2,999 £1 Ordinary Shares registered in the name of Albert George Joiner Junior and now numbered 1501 to 3000 inclusive be converted into 'A' Ordinary Shares of £1 each, and that the 'A' Ordinary Shares shall carry no right to attend or vote at any General Meeting of the Company but shall otherwise rank pari passu with the remaining 1,500 Ordinary Shares in the Company"



Signature

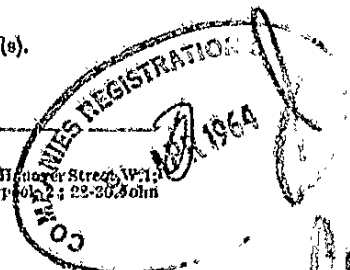
*A. G. Joiner*

Director

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

Note.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.

The Solicitors' Law Stationery Society, Limited  
161-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 40 Bedford Row, W.C.1; 3 Victoria Street, S.W.1; 15 Haver Street, W.2; 22-24 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool; 22 & 23-25 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.



Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:--

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him;

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

\* \* \* \* \*

(4) This section shall apply to--

- (a) special resolutions;
- (b) extraordinary resolutions;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

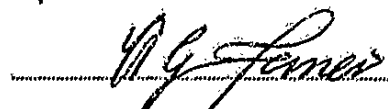
\* \* \* \* \*


NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

#### CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since\* 1st July, 1948.

Dated this 9<sup>th</sup> day of April, 1961

  
Director.

  
Secretary.

\* NOTE.—Insert "1st July, 1948" (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

Company



The Companies Act, 1948

COMPANY LIMITED BY SHARES  
REGISTRATION

# Special Resolution

(Pursuant to s. 141 (2))

OF

the name in  
may be  
ring.

THE AUTO-COMPONENTS AND ENGINEERING COMPANY LIMITED

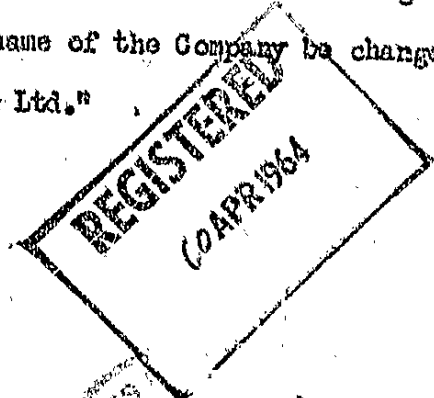
Passed , 1964

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at  
9 Cavendish Square, London, W.1.

on the 10<sup>th</sup> day of April, 1964, the subjoined Special Resolution was duly passed, viz.:-

## RESOLUTION

"That the consent of the Board of Trade having been obtained, the name of the Company be changed to A.G. Joiner & Co. Ltd."



Signature

*W. G. Joiner*

Director.

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.



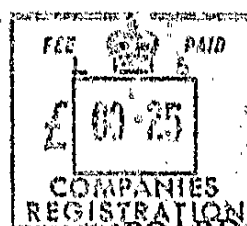
NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.



No. 415641



B



Reference: C.R. 98/1875/64

BOARD OF TRADE

COMPANIES ACT, 1948

THE AUTO-COMPONENTS AND ENGINEERING COMPANY LIMITED

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

A. G. JOINER & CO. LIMITED

Signed on behalf of the Board of Trade

this FIFTEENTH DAY OF APRIL

ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

*L. S. Whitfield*

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

C. 60

W/L 24477/4878 5005 S/63 B.L. & Co. Ltd. Op. 891/439

No. C.172

DUPLICATE FOR THE FILE.

No. 415841 / 38



## Certificate of Incorporation on Change of Name

Whereas

THE AUTO-COMPONENTS AND ENGINEERING COMPANY LIMITED

was incorporated as a limited company under the  
COMPANIES ACT, 1929,  
on the TWENTY-THIRD DAY OF JULY, 1948

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

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

A. G. JOINER & CO. LIMITED

Given under my hand at London, this FIFTEENTH DAY OF APRIL  
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

Certificate received by

*Underwood & Co*

*L. S. Whitehead*

Assistant Registrar of Companies.

Date

*16/4/64*

30 VIII 67  
COMPANIES  
REGISTRATION  
103-25  
THE COMPANIES ACT, 1948

# Notice of Increase in Nominal Capital

Pursuant to section 63

Name  
of the  
Company

S. G. JOINER & COMPANY

LIMITED

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

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

29 AUG 1967

Presented by

Underwood & Co.,

9, Cavendish Square,

London, W.1.

Document Filer's Reference PS

Form No. 10

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES,

A. G. JOINER & COMPANY Limited, hereby gives you notice, pursuant to

\*"Ordinary",  
"Extraordinary",  
"Special", or  
Section 63 of the Companies Act, 1948, that by a \* Ordinary  
Resolution of the Company dated the 24th day of August 1967  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £30,000 beyond the Registered Capital  
of £3,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
30,000	"A" Ordinary	£1

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

The new shares rank pari passu with the existing "A" Ordinary  
shares in the Company.

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

Signature..... *A. G. Joiner*.....

State whether Director | ..... Director.....  
or Secretary |

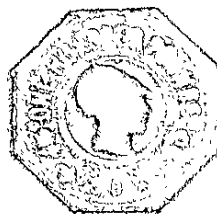
Dated the 24th day of August 1967

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



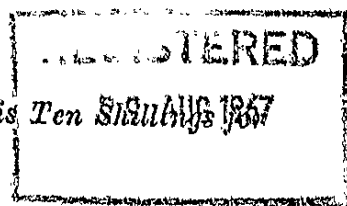
Statement of Increase of the Nominal Capital  
OF

A. G. JOINER & COMPANY

LIMITED

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

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings 1967 every £100 or fraction of £100.



This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filer's Reference..... PS

Underwood & Co.,

9, Cavendish Square,

London, W.1.

Form No. 26a

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

A. G. JOINER & COMPANY

Limited

*has by a Resolution of the Company dated*

24th August

1967 *been increased by*

*the addition thereto of the sum of £*30,000*,*

*divided into :—*

30,000

*Shares of* £1 *each*

*Shares of* \_\_\_\_\_ *each*

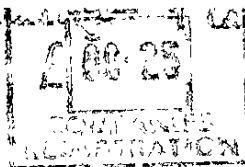
*beyond the registered Capital of* £3,000

*Signature* \_\_\_\_\_

*(State whether Director or Secretary)* Director

*Dated the* 24th *day of* August 1967

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



115641.

46 THE COMPANIES ACT, 1948

29/9  
COMPANY LIMITED BY SHARES

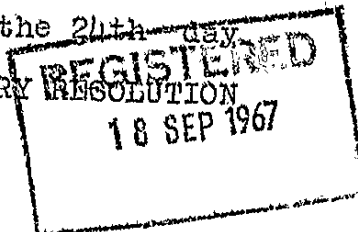
## Ordinary Resolution

OF

# A. G. Joiner & Co. Limited.

Passed August 24th, 1967.

AT an EXTRAORDINARY GENERAL MEETING of the  
above-named Company, duly convened, and held at  
9, Cavendish Square, London, W.1. on the 24th day  
of August, 1967, the subjoined ORDINARY RESOLUTION  
was duly passed, viz.:-

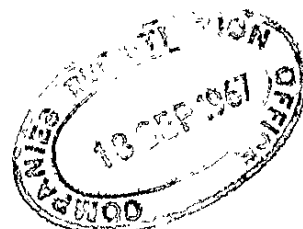


### RESOLUTION

"That the share capital of the Company be increased to £33,000 by the creation of a further 30,000 "A" Ordinary Shares of £1 each ranking in all respects pari passu with the existing "A" Ordinary Shares in the Company including in particular as to entitlement of dividends (if any) in respect of the year ending 31st August, 1967."

A. G. JOINER.

CHAIRMAN.



Number of } 415641  
Company } 59

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

A. G. JOINER & COMPANY / LIMITED

Passed 16th June , 19 75.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Victoria Road, Feltham, .Middlesex.

on the 16th day of June , 1975, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

### RESOLUTION

That the Memorandum of Association of the Company be altered by the addition of the following sub-paragraph (AA) immediately after paragraph (A) of Clause 3:-

(AA) To carry on business either alone or in conjunction or in partnership with any other person firm or company as hotel proprietors, innkeepers, restaurant proprietors, caterers, licensed victuallers or in any other way connected with the hotel, catering, brewery or wine trades."

Signature *M. G. Jones*

Director

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.



Note.—To be filed within 15 days after the passing of the Resolution(s).



415647/88

Notice is hereby given that an Extraordinary General Meeting of

A G JOINER & CO. LIMITED will be held at 40 Welbeck St., London W1  
on Mon day the 9th day of February 1987 at 11 o'clock

in the forenoon for the purpose of considering and if thought fit passing the following Resolution which will be proposed as a Special Resolution:-

101

### Special Resolution

That the Memorandum of Association of the Company be amended by the deletion of Clause 3(g) thereof and the substitution thereof of the following:-

'To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act, 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company'.

I hereby certify that the above Special Resolution was passed at an Extraordinary General Meeting

held on 9th February 1987

Secretary

ERNEST JARVIS

We being the holders of all the issued shares in the capital of A G JOINER & CO. LIMITED

entitled to attend and vote at General Meetings of the Company hereby consent to the convening and holding of the above mentioned Extraordinary General Meeting of the Company today and the passing thereof of the Resolution above set forth notwithstanding that less than 21 days notice has been given of the said Meeting and that the Resolution to be proposed thereat will be so proposed as a Special Resolution.

Dated this 9th day of February 1987

Paul Strang

PAUL STRANG

M. A. Centeno

MARJORIE ANN CENTENO

Christine M. Jarvis

CHRISTINE M. JARVIS



COMPANY NUMBER : 415641

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF A G JOINER & CO. LIMITED

dated this 20<sup>th</sup> day of July 1992

We the undersigned being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:

We confirm that this Resolution is passed in accordance with Resolution 8 of the Articles of Association of the Company.

That the provisions of the Memorandum and Articles of Association of the Company with respect to its objects be altered by deleting the whole of Clause 3(A) and substituting therefor Clause 3(A) as follows:-

- 3(A)(1) to acquire by purchase or otherwise land and property of any tenure, or any interest in land in England or Wales;
- (2) to erect and construct houses, buildings or works of every description on any land whether or not owned by the company, and to demolish, rebuild, enlarge, alter and improve existing houses, buildings or works, to convert and appropriate any such land into and for roads, gardens and other facilities, and generally to deal with and develop the property of the company;
- (3) to sell, lease, let, mortgage or otherwise dispose of the land, houses, buildings and other property of the company;
- (4) to manufacture, buy and sell bricks, tiles, stone, marble, slates, chalk, sand, gravel and other building materials;
- (5) to advance money to any individual or corporation on the security of freehold or leasehold property by way of mortgage, or on other security, and in particular to advance money for the purpose of enabling the borrower to erect, purchase, enlarge or repair any house or building, or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of, any freehold or leasehold property in England and Wales, on such terms and conditions as the company may think fit;
- (6) to undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons;

(7)

to purchase and sell for any persons freehold or other houses, property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.

.....  
Marjorie Ann Centeno

*CM Jarvis*  
.....  
Christine M Jarvis

*E A Jarvis*  
.....  
Ernest A Jarvis

.....  
K Fisher

.....  
A W J Pitt

22 1 52 24 1

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

(A)(1) to acquire by purchase or otherwise land and property of any tenure, or any interest in land in England and Wales;

(2) to erect and construct houses, buildings or works of every description on any land whether or not owned by the company, and to demolish, rebuild, enlarge, alter and improve existing houses, buildings or works, to convert and appropriate any such land into and for roads, gardens and other facilities, and generally to deal with and develop the property of the company;

(3) to sell, lease, let, mortgage or otherwise dispose of the land, houses, buildings and other property of the company;

(4) to manufacture, buy and sell bricks, tiles, stone, marble, slates, chalk, sand, gravel and other building materials;

(5) to advance money to any individual or corporation on the security of freehold or leasehold property by way of mortgage, or on other security, and in particular to advance money for the purpose of enabling the borrower to erect, purchase, enlarge or repair any house or building, or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of, any freehold or leasehold property in England and Wales, on such terms and conditions as the company may think fit;

(6) to undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons;

(7) to purchase and sell for any persons freehold or other houses, property, buildings or lands, or any share or shares, interest or interest herein, and to transact on commission or otherwise the general business of a land agent.

COMPANY NUMBER : 415641

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF A G JOINER & CO. LIMITED

dated this 20th day of July 1992

We the undersigned being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:

We confirm that this Resolution is passed in accordance with Resolution 8 of the Articles of Association of the Company.

That the provisions of the Memorandum and Articles of Association of the Company with respect to its objects be altered by deleting the whole of Clause 3(A) and substituting therefor Clause 3(A) as follows:-

- 3(A)(1) to acquire by purchase or otherwise land and property of any tenure, or any interest in land in England or Wales;
- (2) to erect and construct houses, buildings or works of every description on any land whether or not owned by the company, and to demolish, rebuild, enlarge, alter and improve existing houses, buildings or works, to convert and appropriate any such land into and for roads, gardens and other facilities, and generally to deal with and develop the property of the company;
- (3) to sell, lease, let, mortgage or otherwise dispose of the land, houses, buildings and other property of the company;
- (4) to manufacture, buy and sell bricks, tiles, stone, marble, slates, chalk, sand, gravel and other building materials;
- (5) to advance money to any individual or corporation on the security of freehold or leasehold property by way of mortgage, or on other security, and in particular to advance money for the purpose of enabling the borrower to erect, purchase, enlarge or repair any house or building, or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of, any freehold or leasehold property in England and Wales, on such terms and conditions as the company may think fit;
- (6) to undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons;

(7)

to purchase and sell for any person freehold or other houses,  
property, buildings or lands, or any share or shares, interest or  
interests therein, and to transact on commission or otherwise the  
general business of a land agent.

.....  
Marjorie Ann Centeno

.....  
Christine M Jarvis

.....  
Ernest A Jarvis

*H.C. Fisher*  
.....  
X Fisher

*A.W.J. Pitt*  
.....  
A W J Pitt

COMPANY NUMBER : 415641

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF A G JOINER & CO. LIMITED

dated this 20<sup>th</sup> day of July 1992

We the undersigned being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:

We confirm that this Resolution is passed in accordance with Resolution 8 of the Articles of Association of the Company.

That the provisions of the Memorandum and Articles of Association of the Company with respect to its objects be altered by deleting the whole of Clause 3(A) and substituting therefor Clause 3(A) as follows:-

- 3(A) (1) to acquire by purchase or otherwise land and property of any tenure, or any interest in land in England or Wales;
- (2) to erect and construct houses, buildings or works of every description on any land whether or not owned by the company, and to demolish, rebuild, enlarge, alter and improve existing houses, buildings or works, to convert and appropriate any such land into and for roads, gardens and other facilities, and generally to deal with and develop the property of the company;
- (3) to sell, lease, let, mortgage or otherwise dispose of the land, houses, buildings and other property of the company;
- (4) to manufacture, buy and sell bricks, tiles, stone, marble, slates, chalk, sand, gravel and other building materials;
- (5) to advance money to any individual or corporation on the security of freehold or leasehold property by way of mortgage, or on other security, and in particular to advance money for the purpose of enabling the borrower to erect, purchase, enlarge or repair any house or building, or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of, any freehold or leasehold property in England and Wales, on such terms and conditions as the company may think fit;
- (6) to undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons;

(7) to purchase and sell for any persons freehold or other houses, property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent,

*M. A. Centeno*  
.....  
Marjorie Ann Centeno

.....  
Christino M Jarvis

.....  
Ernest A Jarvis

.....  
K Fisher

.....  
A W J Pitt



415641

Myrus Smith & Co  
Times House  
Throwley Way  
Sutton  
SURREY SM1 4AF

143  
CADE21232/95  
4CT  
27 April 1995  
JUNE

Dear Sirs,

SECTION 244(5) OF THE COMPANIES ACT 1985 AS INSERTED BY SECTION  
11 OF THE COMPANIES ACT 1989

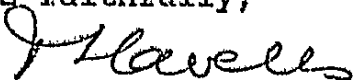
A.G JOINER & CO LIMITED  
JOINER INVESTMENTS LIMITED  
TRUSTBRIDGE LIMITED

Thank you for your letter of 22 June 1995.

The Secretary of State, in exercise of his powers under Section 244(5) of the Companies Act 1985, extends by one month the period allowed for laying and delivering the accounts of the above named companies in respect of the accounting reference period ending 31 August 1994.

The date on which the period will now end is, therefore, 31 July 1995 but I must emphasise that late filing penalties and normal default action will apply if the accounts are not filed by this date.

Yours faithfully,



On behalf of the Secretary of State  
for Trade and Industry