

THE COMPANIES ACT, 1948.



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

Declaration of Compliance

with the requirements of the Companies Act, 1948,
on application for registration of a Company.

Pursuant to Section 15 (2).

Name of Company :

ATKINSON, FISHER & CO.

LIMITED.

H. A. JUST & CO.
Presented for filing by
15, PORTUGAL STREET,
LINCOLN'S INN, W.C.2.
Messrs. Henry Hyams & Co.,

Solicitors, 46, Park Square,
Leeds, 1.

H. A. JUST & CO.,
Company Printers and Registration Agents,
15, Portugal Street, Lincoln's Inn, W.C.2.
Telephone : HOLBORN 9781



I, HENRY HYMEN HYAMS
of 46 Park Square in the City of Leeds

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

of ATKINSON, FISHER & CO.

Limited,
and That all the requirements of the Companies Act, 1948, 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 Leeds in the County
of York

the 22nd day of September
one thousand nine hundred and forty- eight
before me.

Leoni Altman

(b) A Commissioner for Oaths.

(a) "A Solicitor of the Supreme Court" (or in Scotland "by a Solicitor")
"engaged in the formation" or "A person named in the Articles of Association
as a Director or Secretary."

(b) or Notary Public or Justice of the Peace

No. of Company

459356/2

Form No. 25



ATKINSON, FISHER & CO.

LIMITED.

REGISTERED

30 SEP 1948

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

Presented by
Messrs. Henry Hyams & Co.,
Solicitors,
46, Park Square,
Leeds, 1.

H. A. JUST & CO.,
Company Printers and Registration Agents,
15, Portugal Street, Lincoln's Inn, W.C.2.
Telephone : HOLBORN 9781



The NOMINAL CAPITAL of ATKINSON, FISHER & CO.

..... Limited,

is £ 2000, divided into 2000 shares of £1 each.

Signature Herbert Atkinson

Description Director

Date 22nd September 1948

459356



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

REGISTERED

30 SEP 1948

Memorandum of Association

— OF —

Atkinson, Fisher & Co. Limited

1. The name of the Company is "ATKINSON, FISHER & CO. 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 public works contractors and to construct, erect, equip, carry on, work, develop, manage and control railways, tramways, gasworks, electricity works, waterworks, roads, bridges, viaducts, docks, harbours, aqueducts, piers, wharves, canals, reservoirs, irrigations, improvements, sewage and drainage works, and generally any work or works of a public or semi-public character, or of public utility.
- (b) To carry on business as civil, mechanical, electrical and general engineers; as metal and alloy makers and workers, stone masons, paviors, tar spraying and asphalt contractors, cement and concrete contractors, bricklayers, pile drivers, tree fellers, land clearers, pit sinkers, woodworkers, dredging contractors, builders, painters, plasterers, decorators, wharfingers, stevedores, barge owners, lightermen, garage proprietors, builders and decorators' merchants, wood and timber merchants, ironmongers and hardware dealers, haulage contractors and contractors generally.


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- 
- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, and be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- 4
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
 - (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
 - (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
 - (s) To distribute any property of the Company in specie among the members.
 - (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £2,000 divided into 2,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

5

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.
<i>Herbert Atkinson</i> <i>Holmleigh</i> <i>Bradford Rd</i> <i>Longley</i> <i>Wakefield</i> <i>Public Works Contractor</i>	<i>one.</i>
<i>Joe Williams Fisher</i> <i>35 Ings Rd</i> <i>Wakefield</i> <i>Motor Car Dealer</i>	<i>One</i>

DATED this *22nd* day of *September* 1948.

WITNESS to the above signatures :-

Betty Jackson
Clerk to Amey Hyams & Co.,
Solicitors,
Leeds, 1.

Amey H. Hyams
Solicitor
Leeds, 1.



459356/46



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

REGISTERED

30 SEP 1948

Articles of Association

— OF —

Atkinson, Fisher & Co. Limited

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause I thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 34(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause II of Part 1 of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. 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 any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

8

DIRECTORS.

9. The number of Directors shall not be less than one nor more than four and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association of the Company.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement; where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Herbert Atkinson
Holmleigh
Bradford Rd
Lingley
Wakefield
Public Works Contractor

Joe Williams, Foster
36 Ings Rd
Wakefield

Motor Car Dealer

DATED this 22nd day of September 1948.

WITNESS to the above signatures :-
Peter Jackson,
Clerk to Henry Hyman & Co.,
Solicitors,
Leeds, 1.

Henry H. Hyman
Solicitor
Leeds, 1.

DUPLICATE FOR THE FILE

No. 459356



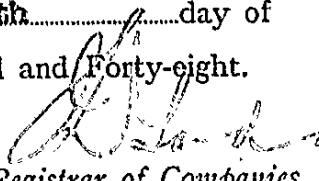
Certificate of Incorporation

I Hereby Certify, That

ATKINSON, FISHER & CO. LIMITED

is this day Incorporated under the Companies Act, 1948,
and that the Company is Limited.

Given under my hand at London this Thirtieth day of
September One Thousand Nine Hundred and Forty-eight.

For 
Registrar of Companies.

Certificate
received by

} H.A. Frost & Co. - E. Emery.

Date 30/9/48

No. of Company: 459356.

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION

of

ATKINSON, FISHER & CO. LIMITED.



Passed the 1st day of September 1950.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened pursuant to the provisions of the Companies Act, 1948, and held at 46 Park Square in the City of Leeds on the 1st day of September 1950, the following SPECIAL RESOLUTION was duly passed :-

"That the name of the Company be changed by deletion of the words "Fisher & Co." and the substitution ~~addition~~ of the word "Cawthraw" and that the Company be hereafter known as "Atkinson, Cawthraw Limited".

J. W. Fisher
CHAIRMAN.

WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the first day of July, 1948.

J. W. Fisher
Chairman.
L. Cawthraw
Secretary.

A 1336



No. C.172.

DUPLICATE FOR THE FILE

No. 459356



Certificate of Change of Name

I Hereby Certify that.....

.....~~ATKINSON, FISHER & CO. LIMITED~~.....

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

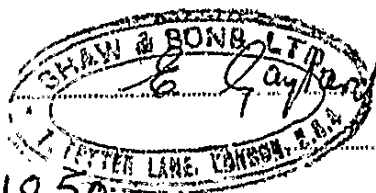
.....~~ATKINSON, CAWTHRAW LIMITED~~.....

and I have entered such new name on the Register accordingly.

Given under my hand at London, this.....~~twentyeighth~~.....day of
.....~~September~~..... One thousand nine hundred and fifty.


Registrar of Companies.

Certificate received by.....



Date.....

2 Oct 1950.

Company Number.....459356.....

28 SEP 1950



B

Reference: C.R. 98/1426/50

BOARD OF TRADE,

COMPANIES ACT, 1948

.....ATKINSON, FISHER & CO. Limited

..... pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act,
the Board of Trade hereby approve of the name of the above-named Company
changed to ATKINSON, CAWTHRAW LIMITED

Signed on behalf of the Board of Trade

This day of ~~19~~ 1950
twentyeighth September

A. I. Ruby
Authorised in that behalf by the
President of the Board of Trade.



A1725

No. C. 69
(E1180) Wt. 36397-4875. 5m. 1/49. P. & N., Ltd. G813.

INDISTINCT ORIGINAL

THE COMPANIES ACT, 1948.

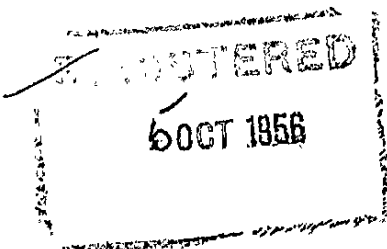
Special Resolution

Pursuant to Section 141 (2).

OF

ATKINSON, CAWTHRAW LIMITED.

Passed 12th September 19 56.

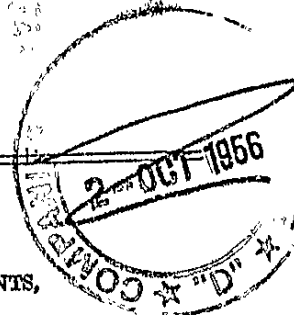
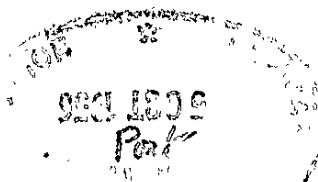


At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Registered Office, 128, Westgate Wakefield.

on the 12th day of September 19 56 the following Special Resolution was duly passed:—

"That the name of the Company be changed to Cawthraw & Co. Limited."

CHAIRMAN....H...Cawthraw



PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;

--- NEW 1. 107 PARK LANE. MARBLE ARCH. W.1:

562
8/57
23
Company Number 459356

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Reference: C.R. 98/2041/56

COMPANIES ACT, 1948

BOARD OF TRADE
REGISTERED

10 OCT 1956

ATKINSON, CAWTHRAW

Limited

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

Signed on behalf of the Board of Trade

this tenth day of October 1956 .



A. J. Mann

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

46
No. C. 60.

No. C.172.

DUPLICATE FOR THE FILE.

No. 459356



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that

.....**ATKINSON, CAWTHRAW LIMITED**.....

.....
having, with the sanction of a Special Resolution of the said Company and
with the approval of the BOARD OF TRADE, changed its name, is now called

.....**CAWTHRAW & CO. LIMITED**.....

..... I have entered such new name on the Register accordingly.

Given under my hand at London, this.....**tenth**.....day of
October..... One thousand nine hundred and fifty.....**six**.....

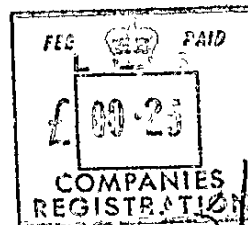
L. R. (and for)
Registrar of Companies.

Certificate received by *Porter* **10 OCT 1956**

Date.....

5363

No. of Company 459356



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution

- of -

CAWTHRAW & COMPANY LIMITED

Passed on the 12th day of March, 1963.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held on the 12th day of March, 1963 the following ORDINARY RESOLUTION was duly passed :-

IT WAS RESOLVED that the Share Capital of the Company be increased to £3000 divided into Ordinary Shares of £1 each by the creation of 1000 new Ordinary Shares of £1 each to rank pari passu as regards dividend and in all other respects with the Ordinary Shares of the original capital of the Company and that such new shares be offered in the first instance to the Members of the Company in proportion, as nearly as may be, to their holdings of Ordinary Shares, on such terms as the Directors may determine and that the Directors be authorised to dispose of all such new shares as may not be taken up by the Members of the Company, as aforesaid to such persons and upon such terms as they may deem expedient in the interest of the Company.

REGISTERED

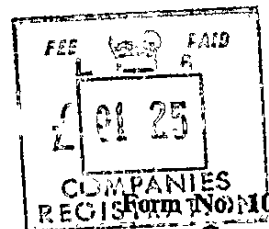
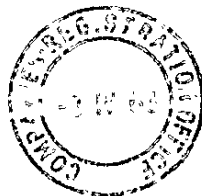
5 APR 1963

Director.

Graham E. Stuart.

No. of Company 459356

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CRF

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to Section 63

Name of Company :

CAWTHRAW & CO. LIMITED

~~LIMITED~~

REGISTERED

5 APR 1963

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

Presented by

~~Wilson Braithwaite & Co.,~~

2 Oxford Place, Leeds. 1.

H. A. JUST & CO. LTD.
Company Printers and Registration Agents

71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261

48

To THE REGISTRAR OF COMPANIES.

..... CAWTHRAW & CO. LIMITED LIMITED,
hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that
by a n.....ORDINARY.....Resolution of the Company dated the
.....12TH.....day of.....MARCH,.....19.63 the Nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 1000.....beyond the Registered Capital of £ 2000.....

The additional Capital is divided as follows :—

Number of Shares	Class of Shares	Nominal amount of each Share
1000	ORDINARY	ONE POUND

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

in the same terms as shares already issued.

To rank pari-passim with existing shares.

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

Signature.....Graham E. Shuard......

State whether Director } DIRECTOR.
or Secretary }

Dated the.....4TH.....day of.....APRIL,.....19.63.

*"Ordinary" "Extraordinary" or "Special"

**THE STAMP ACT, 1891**

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

of

CAWTHRAW & CO.

LIMITED

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

REGISTERED

5 APR 1963

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

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

Presented by

Wilson Braithwaite & Co.,

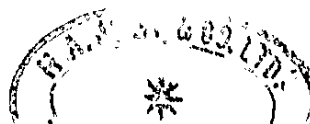
2 Oxford Place, London E.C.1.

H. A. JUST & CO. LTD.

Company Printers and Registration Agents

71 NEW OXFORD STREET, LONDON, W.C.1

Telephone : TEMPLE BAR 2261



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THE NOMINAL CAPITAL

OF

CAWTHRAW & CO.

Limited

has by a Resolution of the Company dated 12th March, 1963. been

increased by the addition thereto of the sum of £1000.

divided into ORDINARY Shares of £1 each,

beyond the registered Capital of £2000

*Signature

Graham E. Sheard.

Officer DIRECTOR.

Dated the 4th day of APRIL, 1963.

**This Statement should be signed by a Director or Secretary of the Company.*

No. of Company: 459356 *46*

THE COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY SHARES

Special Resolution

and

Ordinary Resolution

of

CAWTHRAW & CO. LIMITED

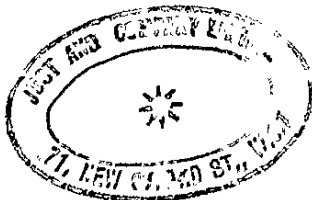
Passed the Fourth day o March 1970 *B*

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Cesar's Hotel Wakefield Yorkshire on Wednesday the fourth day of March 1970, the following Resolutions were duly passed as a Special Resolution and an Ordinary Resolution respectively namely:-

SPECIAL RESOLUTION

"That the Articles of Association of the Company be altered in the following manner:

- (i) By deleting regulation numbered 60 of Part I of Table A from the Company's Articles of Association and the words "In the case of an equality of votes the Chairman shall have a second or casting vote" from regulation numbered 98 of Part I of Table "A" and the words "and in the case of an equality of votes the Chairman shall have a second or casting vote" from regulation numbered 104 of Part I of Table "A".
- (ii) By deleting regulations numbered 6 and 7 from the Company's Articles of Association so that regulation numbered 3 of Part II of Table "A" shall apply to the Company
- (iii) By deleting regulation numbered 4 from the Company's Articles of Association and substituting therefore the following:-



[Handwritten signature]

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"4. The shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any offer shall be open for acceptance by them for such period as the Directors shall resolve but not in any event to be less than four weeks from the date of dispatch of the offer. Subject to the foregoing, the Directors may allot or otherwise dispose of the shares in the Company to such persons, for such consideration and upon such terms and conditions as they may determine but so that except as provided by the Act and the Companies Act 1967 and any amendment thereof no share shall be issued at a discount."

(iv) By renumbering regulations 8, 9, 10, 11, 12, 13 and 14 of the Company's Articles of Association as numbers 6, 7, 8, 9, 10, 11 and 12 respectively."

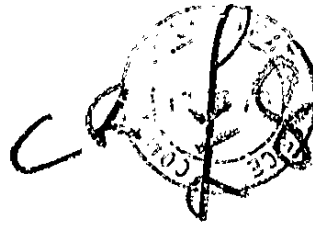
ORDINARY RESOLUTION

1. "That the capital of the Company be increased to £30,000 by the creation of 27,000 shares of £1 each to rank pari passu in all respects with the existing shares of the Company.
 2. "That it is desirable that the sum of £27,000 being part of the amount at present standing to the credit of the profit and loss account of the Company be capitalised and accordingly that the sum of £27,000 be set free for distribution amongst the members of the Company who at the time of the passing of this Resolution are the holders of the 3,000 issued shares of £1 each of the Company in the proportions in which they would have been entitled thereto if the said sum had been distributed by way of dividend on the said 3,000 Shares of £1 each and that the said sum of £27,000 be applied by the Directors in paying up in full at par 27,000 unissued Shares of £1 each of the Company on behalf of such members and that such 27,000 shares be allotted and distributed credited as fully paid up to and amongst such members (or as they may direct) by the Directors and in the proportion aforesaid or as nearly as may be thereto without involving fractions of Shares and that the said allotment and distribution of such 27,000 Shares be accepted by such members in full satisfaction of their shares and interests in the said capitalised sum and be treated for all purposes as an increase in the Issued Share Capital of the Company and not as a distribution of income."
- B

CHAIRMAN (initials)

L. CAWTHRAW.

No. of Company.....459356.....
47.



Form NO. 10 COMPANIES
REGISTRATION

THE COMPANIES ACTS, 1948 to 1967

8-5-0
C.R.

Notice of Increase in Nominal Capital

Pursuant to section 63 of the Companies Act 1948

Name of Company :

CAWTHRAW & CO.

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 Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967).

Presented by



JUST AND COMPANY LTD.
Company Printers and Registration Agents.
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261

✓
To THE REGISTRAR OF COMPANIES.

.....~~CANTERBURY~~ & CO. LIMITED,
hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that
by aⁿ Ordinary Resolution of the Company dated the
..... 4th day of March 19 70 the Nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 27,000 beyond the Registered Capital of £ 3,000

The additional Capital is divided as follows :—

Number of Shares	Class of Shares	Nominal amount of each Share
27,000	Ordinary	£1

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

pari passu in all respects with the
existing shares

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

Signature Robert E. Sheard

State whether Director } Director
or Secretary }

Dated the 4th day of March 19 70

*"Ordinary" "Extraordinary" or "Special"

No. of Company.....459356/48

Form N

THE STAMP ACT, 1891
(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital
of

CAWTHRAW & CO.

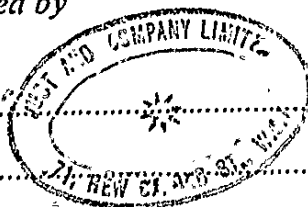
LIMITED

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

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

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

Presented by



JUST AND COMPANY LTD.
Company Printers and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261

THE NOMINAL CAPITAL

OF

..... Monraw & Co., Limited

has by a Resolution of the Company dated 4th March 1970 been

increased by the addition thereto of the sum of £ 27,000

divided into 27,000 Shares of £1 each,

beyond the registered Capital of £3,000

*Signature.....

Graham E. Shand.

Officer..... Director.....

Dated the 4th day of March 19 70

**This Statement should be signed by a Director or Secretary of the Company.*

COMPANY LIMITED BY GUARANTEE

Special Resolutions

OF

Cawthraw & Co. Limited.

Passed the 19th day of May 1970

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 13 Station Street Huddersfield in the County of York on Tuesday the 19th day of May 1970, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

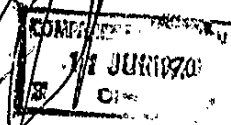
RESOLUTIONS

1. That the 15,000 Ordinary Shares of £1 each in the capital of the Company at present registered in the names of Graham Ezra Sheard and Rita Sheard respectively be classified as "A" Ordinary Shares the consents in writing of the said Graham Ezra Sheard and Rita Sheard having been obtained.
2. That the 15,000 Ordinary Shares of £1 each in the capital of the Company at present registered in the names of Douglas Buckley and Madeline Buckley respectively be classified as "B" Ordinary Shares the consents in writing of the said Douglas Buckley and Madeline Buckley having been obtained.
3. That the regulations contained in the document submitted to this Meeting and for the purpose of identification subscribed by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

Graham E. Sheard.

Graham E. Sheard,

Chairman.



IT IS HEREBY CERTIFIED that this is the print of the
Articles of Association of the Company referred to in the
Special Resolution passed on the 19th day
of May 1970.

William E. Sheard. X

2

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Cawthraw & Co. Limited.

(Adopted by Special Resolution passed on the 19th day of May, 1970)

PRELIMINARY

1. Subject as hereinafter provided and in addition to the further regulations herein contained the regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act 1948 (hereinafter referred to as "the Act") shall so far as the same are not inconsistent herewith apply to the Company, and are hereby adopted by the Company as its regulations. The words "Table A" as herein used refer to Part I only of the said Table.

SHARES

2. The Share Capital of the Company at the time of the adoption of these Articles is £30,000 divided into 15,000 "A" Ordinary Shares of £1 each and 15,000 "B" Ordinary Shares of £1 each.

3. Subject to the provisions of Section 58 of the Act any Preference Shares may with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company, are liable to be redeemed. Clause 3 of Table "A" shall not apply.

4. All shares which carry voting rights at general meetings whether forming part of the original share capital or subsequently created shall before issue, be offered to such persons as at the date

3

(8)

of the offer are registered as members of the Company or entitled to be so registered and in proportion, as nearly as the circumstances admit, to the amount of the existing shares carrying voting rights at General Meetings to which they are entitled. If at the date of any offer of any such shares as aforesaid the previously issued ordinary share capital of the Company be divided into "A" and "B" shares, the shares (whether ordinary, preference or of any other class) then to be offered shall be similarly divided in the same ratio as such issued ordinary share capital and in making such offer priority shall be given to holders of ordinary shares of the same division as those offered. Such offer shall be made by notice specifying the number of further shares to which the member is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined. Any shares so declined shall be re-offered in like manner to the persons aforesaid who shall not have declined the previous offer. Subject thereto and to the provisions of any agreement binding on the Company the Directors may allot or otherwise dispose of or grant options over any shares to such person or persons upon such terms and in such manner as they think most beneficial to the Company.

LIEN

5. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid shares or not) standing registered in the name of any member whether alone or jointly with other members for all moneys in which he or his estate may be indebted to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Any mortgagee or person accepting any share as security for any purpose and having notice of the Company's lien shall be postponed to that lien. Clause 11 of Table "A" shall not apply.

CALLS ON SHARES

6. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the

9.

(9)

nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

7. Subject to Article 8 hereof the Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of a share whether or not it is a fully paid share. Clause 24 of Table "A" and Clause 3 of Part II of Table "A" shall not apply.

8. A shareholder shall notwithstanding the provisions of Article 7 hereof be entitled as of right to transfer any shares he may hold in the Company to his or her spouse. The legal Personal Representatives of a deceased shareholder shall be entitled as of right to transfer the shares of such deceased shareholder or any of them to the spouse of the deceased shareholder or to the trustees for such spouse and Clauses 30 and 31 of Table "A" shall be modified accordingly.

CONVERSION OF SHARES INTO STOCK

9. Clauses 40 to 43 inclusive of Table "A" shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

10. (a) Clause 4 of Part II of Table "A" shall apply in lieu of Clause 53 of Table "A".

(b) Clause 60 of Table "A" shall not apply and the Chairman shall not be entitled to a second or casting vote.

BORROWING POWERS

11. Clause 79 of Table "A" shall be modified by omitting the proviso therefrom.

DIRECTORS

12. A Director of the Company shall not be required to hold a shareholding qualification and Clause 77 of Table "A" shall not apply.

13. Clause 75 and Clauses 88 to 97 (inclusive) of Table "A" shall not apply.

14. (1) The Directors shall be two in number. The Directors at the date hereof are Graham Ezra Sheard and Stephen Garth Kaye. Of the said Directors, the said Graham Ezra Sheard and any Director hereafter appointed in his place shall be regarded as representing the holders of the "A" Ordinary Shares and shall be called 'the "A" Director' and the said Stephen Garth Kaye and any Director hereafter appointed in his place shall be regarded as representing the holders of the "B" Ordinary Shares and shall be called 'the "B" Director'.

(2) The holders of the "A" Ordinary Shares and of the "B" Ordinary Shares respectively for the time being issued may at any time either by writing under the hands of the holders of a majority of the issued shares of the class left at the Registered Office of the Company or by resolution passed at a separate General Meeting of the holders of shares of such class remove any "A" Director or "B" Director respectively from office and may at any time by the like writing or the like resolution appoint any person to the office of an "A" Director or a "B" Director respectively in the place of any "A" Director or "B" Director respectively so removed or dying, resigning or otherwise vacating office.

(3) Save as hereinbefore provided and subject to the provisions of the statutes no Director of the Company shall be appointed or removed from office but each of the said Directors and every other Director hereafter appointed shall hold office until he is either removed in manner provided by these Articles or he dies, resigns or otherwise vacates office under the provisions hereinbefore contained.

(4) In the event of a resolution being proposed at any General Meeting of the Company for the removal from office of an "A" Director the "A" Ordinary Shares shall on a poll in respect of such resolution carry the right to three votes per share and in the event of a resolution being proposed at any General Meeting of the Company for the removal from office of any "B" Director the "B" Ordinary Shares shall on a poll in respect of such resolution carry the right to three votes per share and Regulation 62 of Table "A" shall be construed accordingly. Any motion for the removal of two or more Directors from office shall be submitted to the meeting as a separate resolution in respect of each of such Directors.

15. The Directors may at any time and from time to time appoint any of the managers or other employees of the Company to attend Meetings of Directors and to advise and assist the Directors. Any person so appointed (hereinafter called "the Assistant Director") shall not be a member of the Board and shall not require any qualification and shall not be entitled to vote at Meetings of Directors. Subject as aforesaid the Directors may define and limit the powers and duties of the Assistant Directors and may determine their remuneration which may be in addition to their remuneration as Managers or other employees of the Company and may be by way of commission or percentage of profits or otherwise.

16. The office of a Director shall be vacated if the Director:-

- (a) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (b) Is found lunatic or becomes of unsound mind or becomes bankrupt; or
- (c) Resigns his office by notice in writing to the Company; or
- (d) Engages in any trade or business of the same nature as and competing with that of the Company; or
- (e) Is removed from office pursuant to the provisions of Article 14 hereof.

17. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

18. A Director of this Company may be or become a Director of any company promoted by this Company or in which it is interested as a Vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as a Director or member of such company. Clause 78 of Table "A" shall not apply.

19. A Director may hold any position or office of profit under the Company in addition to his Directorship except that of auditor, and the terms

and conditions of his employment may be fixed by the Board.

20. The Directors shall be entitled to receive by way of remuneration such sum per annum as shall from time to time be determined by the Company in General Meeting. Such remuneration shall be divided amongst the Directors in such proportions as they shall agree or in default of agreement in equal shares. Any sum received from the Company by a Director by way of salary or remuneration otherwise than as a Director shall not (unless all the Directors agree to the contrary) be brought into account. Clause 76 of Table "A" shall be modified accordingly.

ALTERNATE DIRECTORS

21. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may by writing appoint any person (whether a member of the Company or not) to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an Alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

22. Any Directors fees shall not be the property of the alternate Director but shall belong and be payable to the person or persons appointing him and his or their receipt alone shall be a good and sufficient discharge therefor to the Company.

PROCEEDINGS OF DIRECTORS

23. (a) The quorum necessary for the transaction of the business of the Directors shall be two. If

within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and at the adjourned meeting the quorum shall be one. Clause 99 of Table "A" shall not apply.

(b) The Chairman of any Meeting of Directors or of any Committee of Directors shall not have a second or casting vote and Clauses 98 and 104 of Table "A" shall be modified accordingly.

(c) Clause 100 of Table "A" shall not apply.

24. A Director shall be counted in the quorum at any meeting of Directors and shall be entitled to vote as a Director in respect of any contract or arrangement notwithstanding that he is interested therein and sub-clauses (2) and (4) of Clause 84 of Table "A" shall be modified accordingly.

25. In Clause 105 of Table "A" the words "or alternate Director" shall be added immediately after the word "Director" wherever it appears in that Clause.

NOTICES

26. (a) The words "or Director or alternate Director" shall be inserted in Clause 131 of Table "A" immediately after the word "member".

(b) Directors and alternate Directors shall be entitled to receive notice of every general meeting and to be present and to speak thereat notwithstanding that they may not be members or shareholders of the Company and Clause 134 of Table "A" shall be modified accordingly.

(c) Notices shall be deemed to be duly served on Members or Directors or alternate Directors who have no registered address in the United Kingdom and who have not notified an address within the United Kingdom for the giving of notices to them by depositing the same at the Company's registered office.

SALE

27. The power of sale of a liquidator shall include a power with the sanction of a Special Resolution to sell wholly or partially for the debentures, debenture stock or other obligations of another company either then already constituted or to be constituted for the purpose of carrying out the sale.

No. of Company.....459356.....⁶⁶

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Cawthraw & Co.

Insert name
of Company;
delete "Limited"
if not applicable

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a[†] Special Resolution of the Company dated the
13th day of December, 1978 the nominal capital of the
Company has been increased by the addition thereto of the sum of £30,000
beyond the registered capital of £30,000

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each share

30,000

Ordinary

£1

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

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

As set out in the New Articles of Association adopted by
Special Resolution passed at an Extraordinary General Meeting
held on 13th December, 1978.

Signature.....State whether Director }Director.....
or Secretary }

Dated the 13th day of December, 1978.

Presented by

Presentor's Reference.....PH

.....Allen & Overy.....

.....9 Cheapside.....

.....London, EC2V 6AD.....



* see notes overleaf)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

CAWTHRAW & CO. LIMITED

passed on the 13th day of December 1978

AT an Extraordinary General Meeting of the above-named Company duly convened and held at 13, Station Street, Huddersfield, West Yorkshire, on the 13th December 1978, the following Resolutions were duly passed as Special Resolutions:-

1. THAT:-

- (A) the authorised share capital of the Company be increased from £30,000 to £60,000 by the creation of 30,000 new Ordinary Shares of £1 each;
- (B) the "A" Ordinary Shares of £1 each and the "B" Ordinary Shares of £1 each in the capital of the Company be converted into Deferred Shares of £1 each bearing the rights and being subject to the restrictions set out in the proposed New Articles of Association of the Company referred to in paragraph (C) below;
- (C) the Articles of Association contained in the document produced to the Meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association and all regulations incorporated therein.

- 2. THAT (subject to and conditional upon the passing of the preceding resolution) upon the recommendation of the Directors it is desirable to capitalise the sum of £30,000 (being part of the amount standing to the credit of the Capital Reserves of the Company) and accordingly that such sum be appropriated to and amongst the holders of the issued Deferred Shares of £1 each in the capital of the Company (resulting from the passing of the preceding resolution) whose names appear on the



Register of Members immediately prior to the passing of this Resolution and to apply the same on behalf of such members in paying up in full at par 30,000 unissued Ordinary Shares of £1 each, such new Ordinary Shares to be allotted and distributed credited as fully paid up to and amongst the holders of the issued Deferred Shares in the proportion of one new Ordinary Share for every Deferred Share so held.

Graham E. Sheard.

Chairman

Graham E. Shaul.

The New Articles of Association

No. 459356

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

CAWTHRAW & CO. LIMITED

(Adopted by a Special Resolution passed on
, 1978)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall apply to the Company.
2. (A) Regulation 1 of Part II of Table A shall be deleted and the following substituted therefor:-
 - "1. Regulations 22, 24, 53, 75, 77, 87 to 94 (inclusive) and 106 of Part I of Table A shall not apply to the Company, but the remaining Regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."
- (B) Regulation 5 of Part II of Table A shall be deemed to be deleted.



- (C) These Articles of Association and those regulations in Table A incorporated herein shall take effect subject to the requirements of the Companies Act, 1976 (as modified or re-enacted from time to time) and of every other Act for the time being in force concerning joint stock companies and affecting the Company.

3. In these Articles, where the context so permits, words importing the singular number only shall include the plural number; and vice versa; words importing the masculine gender only shall include the feminine gender; words importing persons shall include corporations and the expression "paid up" includes credited as paid up.

SHARE CAPITAL

4. The share capital of the Company at the date of the adoption of these Articles is £60,000, divided into 30,000 Ordinary Shares of £1 each (hereinafter called "Ordinary Shares") and 30,000 Deferred Shares of £1 each. The rights attaching to the said respective classes of shares shall be as follows:-
- (A) As regards income. The profits which the Company may determine to distribute in respect of any financial year shall be applied:-
- (i) first in paying to the holders of the Ordinary Shares out of the profits which it is decided to distribute a dividend at the annual rate of £1,000 on each of the Ordinary Shares held by them respectively;
 - (ii) next and subject thereto in paying to the holders of the Deferred Shares a dividend at the annual rate of £1 on each of the Deferred Shares held by them respectively; and
 - (iii) subject thereto the balance of the said profits shall be distributed amongst the holders of the Ordinary Shares and the Deferred Shares (pari passu as if the same constituted one class of shares) in proportion to the amounts paid up on the Ordinary Shares and the Deferred Shares held by them respectively.
- (B) As regards capital. On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:-
- (i) first in paying to the holders of the Ordinary Shares the sum of £10,000 on each of the Ordinary Shares held by them respectively;

- (ii) next and subject thereto in paying to the holders of the Deferred Shares the sum of £1 on each of the Deferred Shares held by them respectively;
 - (iii) subject thereto the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares and the Deferred Shares (pari passu as if the same constituted one class of shares) in proportion to the amounts paid up on the Ordinary Shares and the Deferred Shares held by them respectively.
- (C) As regards voting. The Deferred Shares shall not confer on the holders thereof any right to speak or vote at General Meetings of the Company.
5. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deemed to be deleted.
6. Save as provided by contract or these Articles to the contrary, all unissued shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of Section 57 of the Act.

TRANSFER OF SHARES

7. The instrument of transfer of a share shall be signed by the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. In the case of a partly paid share the instrument of transfer must also be signed by the transferee.

GENERAL MEETINGS

8. A Resolution in writing signed by all the members of the Company entitled to receive notice of and attend and vote at a meeting of the Company or of any class of members of the Company (which Resolution may consist of several documents in the like form each signed by one or more of the said members) or a Resolution to which every such member has signified his approval in writing or by cable, telegram or telex shall be as valid and effectual as if it had been passed at a meeting of the Company or of such class of members of the Company (as the case may be) duly called and constituted.

DIRECTORS

9. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two.

10. The holder(s) for the time being of a majority of the shares of the Company giving the right to attend and vote at General Meetings of the Company may at any time and from time to time:-

- (a) appoint a person as an additional Director or to fill a casual vacancy; or
- (b) remove any Director from office and, if thought fit, appoint another person in his stead.

Any such appointment or removal shall be effected by notice in writing to the Company under the hand(s) of such holder(s) and in the case of a body corporate it shall be sufficient if the notice is signed on its behalf by any one of the directors or officers of the governing body or by the secretary thereof.

11. A Director need not be a shareholder but shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.
12. No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age, nor shall special notice be required of any resolution appointing or approving the appointment of such a Director or any notice be required to state the age of the person to whom such resolution relates.
13. (a) In Regulation 95 of Part I of Table A the second sentence thereof shall be deemed to be deleted.
- (b) In Regulation 97 of Part I of Table A the second sentence thereof shall be deemed to be deleted.

BORROWING POWERS

14. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the Regulation shall be deemed to be deleted.

ALTERNATE DIRECTORS

15. Each Director shall have the power to nominate any other Director or, with the approval of a majority of the other Directors, any other person to act as alternate Director in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing

- LIMITED

"of "AS WITNESS my hand this day
 , 19 ."

17. (1) The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time Directors or other officers or in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of

the Company or of any such subsidiary company or the wives, widows, families or dependants of any such persons.

- (2) The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid, or of its members, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
 - (3) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.
18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated:-

- (a) if he is prohibited from being a Director by reason of any order made under the Act;
- (b) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (c) if he becomes a patient for the purposes of Part VIII of the Mental Health Act, 1959;
- (d) if he absents himself from attendance at meetings of Directors continuously for a space of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office;
- (e) if by notice in writing to the Company he resigns his office;
- (f) if he is removed by an Ordinary Resolution of the Company as provided by Regulation 96 of Part I of Table A;

- (g) if he is removed by an Extraordinary Resolution of the Company; or
- (h) if he is removed pursuant to Article 10.

PROCEEDINGS OF DIRECTORS

- 20. The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:-

"A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notices of such meetings."

- 21. A Resolution in writing signed by all the Directors entitled to notice of a meeting of the Directors or by all the members of a Committee for the time being (which Resolution may consist of several documents in the like form each signed by one or more of the said Directors or the said members of such Committee) or a Resolution to which every such Director or every such member of a Committee has signified his approval in writing or by cable, telegram or telex shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee (as the case may be) duly called and constituted. For the purpose of this Article the signature or approval of an alternate Director (if any) entitled to notice of a meeting of Directors shall suffice in lieu of the signature of the Director appointing him.

MANAGING DIRECTOR

- 22. In Regulation 107 of Part I of Table A the second sentence shall be deemed to be deleted and the following substituted therefor:-

"Subject to the terms of any such agreement a Managing Director shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and shall ipso facto immediately cease to be Managing Director if he ceases to hold the office of Director from any cause."

ASSOCIATE, SPECIAL AND LOCAL DIRECTORS

- 23. The Directors may from time to time appoint one or more persons to the office of Associate, Special or Local Director as they may decide. The tenure of office, scope of duties and remuneration of an Associate, Special or Local Director shall be determined from time to time by the Directors. The Directors may also from

time to time (subject to the provisions of any agreement between any Associate, Special or Local Director and the Company) remove him from office and appoint another in his place. An Associate, Special or Local Director shall not be deemed to be a Director of the Company and no Associate, Special or Local Director shall be entitled to be present at any meeting of the Directors unless the Directors shall require his presence and he shall not accordingly be counted in the quorum therefor or be entitled to vote thereat.

NOTICES

24. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

No. of Company: 459356

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CAWTHRAW & CO. LIMITED

FORM OF CONSENT TO VARIATION OF CLASS RIGHTS

WE, the undersigned, being the holders of all the
"A" Ordinary Shares of £1 each and of all the "B" Ordinary
Shares of £1 each in the capital of the Company,
HEREBY CONSENT to the variation of the rights attaching
to such shares inherent in the Special Resolutions
proposed to be passed at an Extraordinary General Meeting
of the Company convened for this day.

Dated this 13th day of December 1978

Graham E. Sheard
G. E. Sheard

..... Rita Sheard
(Mrs) R. Sheard

S. S. Kaye
.....
(Mrs) M. Buckley by
Stephen Garth Kaye her
Attorney under a Power
dated 16th March 1978

S. S. Kaye
.....
Exors. of the Will of
Douglas Buckley deceased.



459356/84

CAWTHRAW & CO. LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Westgate Wakefield West Yorkshire on Wednesday the 10th day of March 1982 the following Resolutions were passed as Special Resolutions:-

RESOLUTIONS

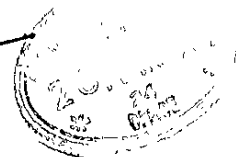
1. That the 30,000 Deferred Ordinary Shares of £1 each issued and fully paid up at the date hereof be converted into Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares of £1 each in the Capital of the Company
2. That the authorised share capital of the Company be increased to £500,000 by the creation of an additional 440,000 Ordinary Shares of £1 each
3. That it is desirable that the sum of £190,000 being part of the amount at present standing to the credit of Revenue Reserve of the Company be capitalised and accordingly that such sum of £190,000 be set free for distribution amongst the members of the Company on the register of members at the close of business on the day preceding the date of this Resolution in the proportions in which they would have been entitled thereto if the said sum had been distributed by way of dividend on condition that the same be not paid in cash but be applied by the Directors in paying up in full at par 190,000 Ordinary Shares of £1 each of the Company on behalf of such members to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid.

Chairman



6.

A.G. Rudolph



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

85

459356

Name of Company

CAWTHRAW & CO

Limited*

*delete if
inappropriate†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionhereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~extraordinary~~ ^{ordinary} resolution of the company dated 10th March 1982

the nominal capital of the company has been increased by the addition thereto of the sum of £ 440,000 beyond the registered capital of £ 60,000

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
440,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:Ranking pari passu with the existing ordinary shares of £1
each in the capital of the companyPlease tick here if
continued overleaf†delete as
appropriate

Signed

T. Hahnel[Director] ^{and} [Secretary] ‡ Date 10th March 1982Presenter's name, address and
reference (if any):Booth & Co (MCC)
Phoenix House
South Parade
Leeds LS1 1HQ.For official use
General section

Post room



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

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

To the Registrar of Companies

21

For official use

[7][7][7][2]

Company number

459356

Name of company

* CAWTHRAW & CO LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

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

Day Month

3 1 1 2

† delete as appropriate

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

Day Month Year

3 1 1 2 1 9 8 6

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 _____

_____, company number _____

the accounting reference date of which is _____

Signed

John B. Roberts

[Director][Secretary]† Date

19/11/86

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

TILBURY GROUP PLC
TILBURY HOUSE
RUSPER ROAD
HORSHAM. RH12 4BB
WEST SUSSEX

For official Use
General Section

Post room

15 DEC 1986

Company Number 459356

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

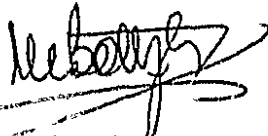
CAWTHRAW & COMPANY LIMITED

Passed 8th June 1988

At a GENERAL MEETING of the Members of the above-named Company, duly convened and held at The Butchers' Hall, Bartholomew Close, London EC1A 7EB, on 8th June 1988, the following SPECIAL RESOLUTION was duly passed:-

"THAT, in accordance with the provisions contained in Section 252 Companies Act 1985, Auditors be not appointed."




M C Bottjer
CHAIRMAN