

1948  
The Companies Act, 1948



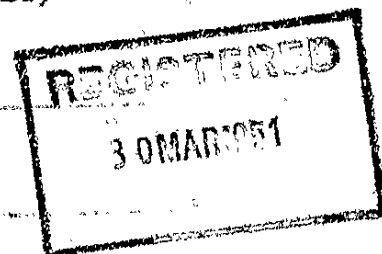
A 5/-  
Companies  
Registration  
Fee Stamp  
to be  
impressed  
here.

# Declaration of Compliance

1948  
the requirements of the Companies Act, 1948, on application for  
Registration of a Company, pursuant to Section 15 (2).

(See page 2 of this Form.)

of G.F. SLEIGHT JNR. (ENGINEERS GRIMSBY) LIMITED  
ny}



SHAW & SONS  
LIMITED,

Companies' Publishers, Printers, and Stationers,  
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by

WALTER WEST  
100 GLEETHORPE ROAD  
BRIMBURY



COMPANY DIRECTOR

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent") "engaged in the formation"; or "A person named in the Articles of Association as a Director or Secretary."

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

G.F. SLEIGHT JNR. (ENGINEERS GRIMSBY)

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 Grimsby in the County of Lincoln

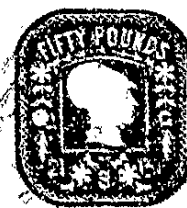
the 16<sup>th</sup> day of May One thousand nine hundred and fifty one before me,

*Handwritten signature of Notary Public*

A Commissioner for Oaths (b)

(b) or Notary Public or Justice of the Peace,

*George Frederick Sleight junior*

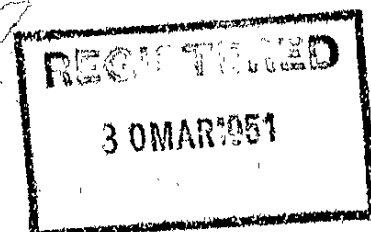


G.F. SLEIGHT JNR (ENGINEERS GRIMSBY)

LIMITED

# Statement of the Nominal Capital

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



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

**SHAW & SONS LTD.,**

Companies' Publishers, Printers, and Stationers,

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

*Presented for registration by***WALTER WEST,  
108, GLEETHORPE ROAD  
BRIMLEY**

# Nominal Share Capital

of the G.F. SLEIGHT JNR (ENGINEERS GRIMSBY)

LIMITED,

is £10,000, divided into 10,000 shares of £1  
each.

Signature B. Royall

Description Secretary

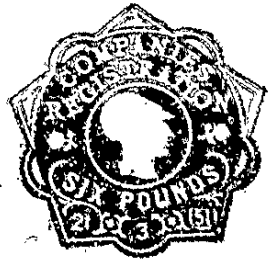
Date 15th March 1951.

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

493477

THE COMPANIES ACT 1948.

COMPANY LIMITED BY SHARES.



## Memorandum of Association

OF

G. F. SLEIGHT JNR (ENGINEERS GRIMSBY) LIMITED  
**FORBES & FISH, LIMITED.**

G. F. SLEIGHT JNR (ENGINEERS GRIMSBY) LIMITED

1. The name of the Company is "FORBES &amp; FISH, 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 general engineers, constructional engineers, mechanical engineers, agricultural engineers, motor engineers, marine engineers, ship builders and repairers, electrical engineers, ironworkers, metal workers generally, gear cutters, wood and timber merchants, joiners, woodworkers, galvanizers, electric and gas welders, machinery and metal merchants, warehousemen, proprietors of garages, contractors generally, ship owners, and ship riggers.

(b) To carry on in the United Kingdom and elsewhere all or any of the above-mentioned businesses, and also all or any of the businesses of merchants, manufacturers and importers of and agents for any articles, things or materials required or capable of being used or employed in connection with or incidental to any of the said businesses.

(c) To carry on any other businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(d) To enter into or purchase the benefits of any contracts for the purchase sale or manufacture by some other person of any of the things which this Company has power to manufacture and deal in and also to purchase the benefit of any Contract to supply any person with any such things.

(e) To establish and support or to aid in the establishment or support of associations, institutions or conveniences calculated to benefit or assist the Company and to make payment towards insurance and to subscribe or guarantee money for any exhibition or for any public general or useful object.

(f) To acquire and undertake the whole or any part of the businesses, property, plant and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.

(g) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of the Company.

(h) To purchase or otherwise acquire rolling-stock, machinery, and plant for the purposes of the Company.

(i) To lay out land for building purposes, and to build on, improve, let on building leases, advance money to persons building, or otherwise develop the same in such manner as may seem expedient to advance the Company's interests.



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- (f) To otherwise acquire in any manner any patents, brevets d'invention, concessions, and the like conferring any exclusive or non-exclusive right to use any secret or other information as to any invention which may be used for any of the purposes of the Company or the acquisition of which may be calculated directly or indirectly to benefit this Company, and to exercise, develop or grant licences in respect thereof, or otherwise turn to account the property, rights or information so acquired.
- (h) To pay for any business or property acquired either in cash, shares, debentures, or partly in one mode and partly the other or others, or otherwise as may be deemed expedient.
- (i) To promote or concur in promoting any Company or Companies for the purpose of acquiring all or any of the property of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (iii) To enter into partnership or into any arrangement for sharing profits, union of interests reciprocal concessions, or co-operation with any person or Company carrying on or about to carry on any business which this Company is authorized to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money, to guarantee the contracts of, or otherwise assist any such person or Company, and to take or otherwise acquire shares and securities of any such Company, and to subsidise or otherwise assist any such Company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares or securities.
- (iv) To procure or concur in the complete or partial amalgamation with the Company of any existing or future Company or Companies having objects similar to any of those of this Company, and to take, do, or concur, in all such proceedings and acts as may be necessary or deemed expedient for legally effecting such amalgamation and any arrangements connected therewith.
- (o) To enter into any arrangements with any governments or authorities supreme municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights or privileges and concessions which the Company may think it desirable to obtain, and to carry out and comply with any such arrangements, rights, privileges, and concessions.
- (p) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with the undertaking, business, property and rights of the Company or any part thereof for such consideration as the Company may think fit, and upon any sale to a Company, to accept shares, debentures, or securities of the purchasing Company in payment or part payment of the consideration.
- (q) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the Directors.
- (r) To make gifts or grant bonuses to persons in the employment of the Company and to provide for the welfare of persons in the employment of the Company or formerly in their employment, and the widows and children of such persons and others dependent upon them by granting money or pensions or otherwise as the Directors shall think fit.
- (s) To issue any shares or securities which the Company has power to issue, by way of security and indemnity to any person whom the Company has agreed to or is bound to indemnify.
- (t) To receive money on deposit at interest or otherwise and to lend money to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of Contracts by any such persons.

- (u) To borrow money and the payment of money in such manner as the Company shall think proper by the issue of Debentures or Debenture Stock, perpetual or otherwise, on all or any of the Company's property, both present and future, and on its undistributed capital, and to purchase, redeem or pay off any such securities.
- (v) To remunerate any person or Company for services rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any Debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (w) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, debentures, bills of lading, and other negotiable or transferable instruments.
- (x) 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 shares debentures, mortgage debentures of any company or corporation, or by means of a mortgage or otherwise, or partly in one mode and partly in the other or others, and generally on such terms as the Directors may determine.
- (y) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (z) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (aa) To procure the Company to be registered or recognised in any foreign country or place and elsewhere abroad.
- (bb) To promote freedom of contract, and to resist, insure against, counteract, and discourage interference therewith and to subscribe to any association or fund for any such purposes.
- (cc) To accumulate funds and to admit any person or persons to participate in the profit or assets of the Company.
- (dd) To distribute among the members in specie by way of dividend or bonus or upon a return of capital 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.
- (ee) To assign to any member or class of member any preferential, special or qualified rights or privileges over or as compared with any other members as regards participation in profits or assets, and as regards voting, and as regards winding-up, or otherwise howsoever.
- (ff) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (gg) To do all such other things as are incidental or conducive to the attainment of the above objects.

#### 4. The Liability of the members is limited.

5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each. The Company takes power to increase or reduce its Capital from time to time and to issue any of its Shares for the time being either at par or at a premium. Any of the Shares in the Capital original or increased, may be issued with such preferential, deferred, restricted, or special rights, privileges and conditions as may be determined by the Company in General Meeting, and the same may from time to time be varied in like manner, but so that any special or preferential rights and privileges attached to or belonging to any class of shares shall not be in any way modified or interfered with otherwise than pursuant to the provisions contained in the accompanying Articles of Association.

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for several persons whose names, addresses and descriptions are subscribed are  
 formed into a Company in pursuance of this Memorandum of Association,  
 they agree to take the number of Shares in the Capital of the Company set  
 opposite names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p style="text-align: center;"><i>SECRET</i></p> <p>George Frederick Sleight Junior.          "Hillside"          Brigely, in the County of Lincoln.          Company Director.</p>	<p>One.</p>
<p>Hanay Lillian Sleight. SLEIGHT          "Hillside"          Brigely, in the County of Lincoln.          Housewife.</p>	<p>One.</p>

Dated this 15<sup>th</sup> day of March 1954.

Witness to the above Signatures:—

John West WEST.  
 Solicitor  
 Linsby



493477

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.



## Articles of Association

OF

G. F. SLEIGHT JNR (ENGINEERS GRIMSBY) LIMITED  
~~FORBES & FISH, LIMITED.~~

REGISTERED

30 MAR 1951

### 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 referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 71, 75, 77, 88, 89, 90, 92, 94, 96, 97 and 136 of Part I of Table A (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, which are incorporated in Table A, Part II, subject to the modifications hereinafter expressed, together with regulations 2 to 6 inclusive of Table A, Part II, shall constitute the regulations of the Company.

### SHARES.

3. The shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) 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 nevertheless to regulation 2 of Table A, Part II, and to the provisions of the agreement referred to in Article 3 as to the shares to be allotted in pursuance thereof, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Whenever any Member other than a Director of the Company, who is employed by the Company, ceases to be so employed the Directors may, at any time within three months afterwards resolve that such a member do retire from this Company. After the passing of any resolution that a member do retire, pursuant to any of these Articles, notice thereof shall be given to such member in the manner hereafter provided with respect to notices, and such member shall, within three calendar months from the giving of such notice, sell or dispose of and transfer his shares to the Directors at par, and the Directors may, if they think fit absolutely sell and dispose of such shares and pay the net proceeds, subject to any lien by the Company, to such member, and upon such sale may register such shares in the name of the purchaser who shall not be affected by any irregularity in the proceedings with respect of such sale or the resolution and other proceedings preceding the same, whether he shall have notices thereof or not, and shall not be bound to see to the application of the purchase money.

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

## LIEN.

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

## TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

## NOTICE OF GENERAL MEETINGS.

8. The words and figures " regulation 134 of these regulations " shall be substituted for the words " the regulations of the Company " in regulation 50 of Table A, Part I.

## PROCEEDINGS AT GENERAL MEETINGS.

9. The words " the appointment of, and " shall be omitted in regulation 52 of Table A, Part I.

10. The words " twenty-four " shall be substituted for the word " thirty " in regulation 57 of Table A, Part I.

11. The words " or not carried by a particular majority " shall be inserted after the words " or lost " in regulation 58 of Table A, Part I.

## 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.

13. The qualification of a Director shall be the holding of one share of the Company. A Director may act before acquiring his qualification.

14. The Directors shall be entitled to receive for their remuneration in each and every year such sum of money as the Directors may from time to time determine, and the money so allowed shall be divided among the Directors in such a manner and in such proportions as they shall determine among themselves. Should any Director be called upon to perform extra services the Directors may arrange with such Director for such special remuneration either by way of salary, commission, or the payment of a stated sum of money as they may think fit, and such remuneration may be either in addition to, or in substitution for, his or her share in the remuneration above provided.

15. The first Directors of the Company shall be ~~James William Fish, senior and Harold Salsbury, Nancy Lillian Sleight~~ **George Frederick Sleight junior and**

**George Frederick Sleight junior**  
16. The said ~~James William Fish Senior~~ shall be permanent Managing Director of the Company and shall hold that office for life or until he in writing resigns or becomes disqualified under the provisions of Article number 22 hereof, ~~excepting Clause (4) thereof.~~ Whilst holding such office he may exercise the whole of the powers which Table A and these Articles confer on Directors generally, save such powers as he may delegate to others. He may from time to time appoint any other person to be a Director of the Company, and may define, limit, and restrict such appointee's powers and may fix and determine his duties and remuneration. Such appointments must be made in writing and the person so appointed may in like manner be removed from office at any time.

17. The said permanent Managing Director shall have paramount powers in the management of the business of the Company and its affairs, and in the event of any dispute arising in connection therewith his decision shall be final and conclusive.

18. In the event of the retirement by resignation or otherwise or death of the permanent Managing Director such person may succeed him as he shall either by writing under his hand made prior to his retirement or by his Will or codicil thereto appoint, and such person may be endowed by his appointor and the terms of his appointment with all or any of the powers exercisable by such appointor at the time of his making such appointments or at his death.

+ f. H. A. f. v.

+ f. H. A. f. v.

+ f. H. A. f. v.

d. h. d. j.  
d. h. d. j.  
d. h. d. j.

19. The word "Meeting" shall be inserted after the words "unless the Company" in regulation 84 of Table A, Part I.

20. The proviso to regulation 84 of Table A, Part I, shall be omitted.

#### POWERS AND DUTIES OF DIRECTORS.

21. Paragraph (4) of regulation 84 of Table A, Part I, shall be omitted.

#### DISQUALIFICATION OF DIRECTORS.

22. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.

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

#### CAPITALISATION OF PROFITS.

24. All the words in regulation 129 of Table A, Part I, after the words "providing for the allotment to them respectively, credited as fully paid up" shall be deleted, and the following words shall be substituted therefor: "of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members."

#### NOTICES.

25. All the words in regulation 131 of Table A, Part I, after the words "the letter containing the same is posted" shall be omitted therefrom.

#### WINDING UP.

26. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

#### INDEMNITY.

27. 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 which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

Names, Addresses and Descriptions of Subscribers.

Frederick Leigh: Junior.

Residing in the County of Lincoln.  
Company Director.

Nancy William Leigh.

"Willide"  
Residing in the County of Lincoln.  
Housewife.

Dated this 15<sup>th</sup> day of March 1954.

Witness to the above Signatures:—

John West  
Solicitor  
Lincoln

W. F. L.  
+ F. L.  
+ F. L.

(COPY).

No.



## Certificate of Incorporation.

---

I hereby Certify, that ~~G. F. SLEIGHT JNR (ENGINEERS~~  
~~FORBES & FISH,~~  
GRIMSBY) LIMITED  
LIMITED, is this day Incorporated under The Companies Act, 1948.  
and that the Company is Limited.

Given under my hand at London this                      day  
of                      , One Thousand Nine Hundred and Fifty.

Registrar of Companies



FOR THE FILE

493477



## Certificate of Incorporation

I Hereby Certify, That

G. F. FLEIGHT JNR (ENGINEERS GEMSBY) LIMITED

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

given under my hand at London this Thirtieth day of  
March.....One Thousand Nine Hundred and Fifty-one.

*W. J. B. B. B.*  
Registrar of Companies.

Certificate  
received by *Post.*

Date **30 MAR 1951**

492477/14.  
No. of Certificate: 478950

"The Companies Act, 1948"

*Ques*  
*Frank*  
COMPANY LIMITED BY SHARES



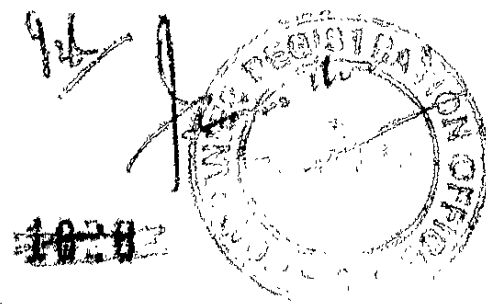
*1000*  
SPECIAL RESOLUTION 30 JAN 1957  
(Pursuant to the Companies Act, 1948, Section 143)

OF

G. F. SLEIGHT, JNR. (ENGINEERS GRIMSBY) LIMITED

Passed 7th January, 1957.

That the Articles of Association dated the Fifteenth day of March, 1951, shall no longer apply to this company, and that in lieu thereof the articles of association already prepared, a copy whereof has been initialed by Mr. H. P. Clarke for the purpose of identification, be adopted by the Company, and that the Secretary be directed forthwith to register them with the Registrar of Companies.



10954

COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

# Articles of Association

OF

## G. F. SLEIGHT JNR. (ENGINEERS GRIMSBY) LIMITED

### PRELIMINARY.

1. Subject as hereinafter provided the Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table 'A'") shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles of Association.

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

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

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

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





## SHARE CAPITAL AND SHARES.

The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. The Directors may refuse to register a transfer of shares (whether fully paid or not) to any person of whom they do not approve as a transferee and shall not be bound to assign any reason or ground for so withholding their approval, and may also decline to register any transfer of shares on which the Company has a lien. Clause 24 of Table "A" shall be modified accordingly.

7. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

8. If by the terms of the issue of any shares or otherwise any amount is payable in respect of any share by instalments at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 11 of Table "A" shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

## GENERAL MEETINGS.

10. A resolution in writing signed by all the Members of the Company, or their duly authorised attorneys, shall (except where a meeting is required by statute) be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members (signature in the case of a body corporate which is a Member being sufficient if made by two of its Directors or other governing body) or by their duly authorised attorneys.

11. The quorum at a General Meeting shall be two.

12. Subject as provided by Article 14, no person shall be appointed a proxy who is not a member of the Company and qualified to vote; and Clause 68 of Table "A" shall be modified accordingly.

## DIRECTORS.

13. The number of Directors shall be not less than two.

14. A Director shall not be required to hold any shares to qualify for office, but may nevertheless attend and take part in meetings of shareholders and act as proxy for any member thereof.

15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Company in General Meeting may also vote extra remuneration to the Board or any Member of the Board for one year or any longer or shorter period. The Directors may also pay to any Director all such reasonable expenses as he may incur in attending meetings of the Board, or of Committees of the Board, or General Meetings, or which he may otherwise incur in or about the business of the Company.

#### POWERS AND DUTIES OF DIRECTORS.

16. Clause 79 of Table "A" shall not apply. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the company and may secure the same in any manner authorised by the Memorandum of Association.

#### THE SEAL.

17. (A) The Seal of the Company shall not be affixed to any instrument except by authority of the resolution of the Board and shall be so affixed in the presence of two Directors or of one Director and the Secretary or some other person approved by the Board, and such witnessing Director, Secretary, or other person shall sign the instrument to which the seal is so affixed.

(B) The Company may exercise the powers conferred by statute in regard to having an official seal for use abroad, and such power shall be vested in the Directors.

#### DISQUALIFICATION OF DIRECTORS.

18. Clause 88 of Table "A" shall not apply. The office of a Director shall be vacated :—

- (A) If (not being a Managing Director holding office as such for a fixed term) he resign his office by writing under his hand left at the Office.
- (B) If he becomes bankrupt or compounds with his creditors.
- (C) If he is found lunatic or becomes of unsound mind.
- (D) If he is removed by an Extraordinary Resolution of the Company in General Meeting or by a resolution in writing signed by all the Members of the Company or their duly authorised attorneys.

19. (A) Any Director may occupy any place of profit under the Company or be retained in any professional capacity for the Company otherwise than as Auditor, and may enter into or be interested in any contract or arrangement with the Company as effectively as if he were not a Director, and (if he has declared the nature of his interest in manner prescribed by law) may vote in respect thereof and retain for his own absolute benefit all profits and advantages accruing to him therefrom : and it shall be no objection to any contracts or

arrangements entered into by the Company whether at or after its incorporation the Directors, or some of them, were interested as vendors, promoters, or otherwise or do not constitute an independent Board, or have any conflicting interests, including any contracts or arrangements the effect of which is to give to any Director or other person a security or indemnity in respect of money lent to or obligations undertaken for the benefit of the Company by such Director or other person under guarantee or security given by such Director or other person.

(B) Without prejudice to the generality of the foregoing provision, any Director may be or become a director or officer of any company promoted by the Company or in which it may be interested as shareholder or otherwise, and shall not be accountable for any remuneration or benefits received by him in that capacity. The Directors may cause to be exercised as they think fit the voting power conferred by such shareholding (including the exercise thereof in favour of any resolution for the appointment of themselves or any of them as, and for the remuneration of, directors or officers of such other company), and any Director may vote in favour of the exercise of such voting power notwithstanding that he is or may become personally interested in the result thereof.

#### ROTATION OF DIRECTORS.

20. Clause 89 of Table "A" shall not apply. At the Ordinary Meeting in the year 1957 and at the Ordinary Meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the Meeting.

#### PROCEEDINGS OF DIRECTORS.

21. At Meetings of Directors, unless otherwise determined by the Board, two Directors shall form a quorum. Provided that a resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of such Directors. Meetings of Directors may be held at such places, whether within or outside the United Kingdom, as the Directors may from time to time determine.

#### ALTERNATE DIRECTORS.

22. A Director may at any time appoint (a) another Director or (b) any person approved by the Board to be an alternate Director of the Company, and may at any time revoke such appointment. An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all

meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if a Director retires by rotation, but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be affected in writing under the hand of the Director making or revoking such appointment and shall be deposited at the Registered Office of the Company. Where a Director is appointed alternate Director his powers and duties as a Director in his own right shall not be in any way affected by such appointment or by the termination thereof.

#### NOTICES.

23. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

#### WINDING-UP.

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

*W/C*

47 7/24

Certified a true copy of the original

Secretary

No. of Certificate: 493477

493477

"The Companies Act, 1948"

COMPANY LIMITED BY SHARES



CAR/3097/61

(Copy)

SPECIAL RESOLUTION

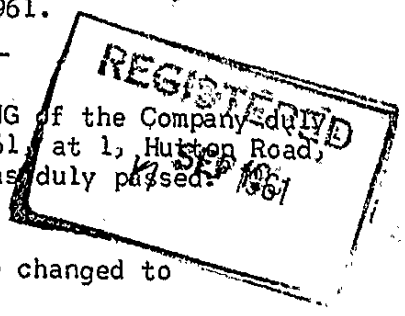
(Pursuant to the Companies Act, 1948, Section 18)

of

G.F. SLEIGHT JNR, (ENGINEERS GRIMSBY) LIMITED

Passed 14th September, 1961.

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 14th September, 1961, at 1, Hutton Road, Grimsby, the following SPECIAL RESOLUTION was duly passed: 1961



"That the name of the Company be changed to

ROSS GROUP ENGINEERS LIMITED"

J. CARL ROSS

Certified processed by off-set lithography per pro. Richardsons & Coppin Ltd.

Chairman.

*[Signature]*

Secretary.

4480

DUPLICATE FOR THE FILE.

No. 3477/25



# Certificate of Incorporation on Change of Name

Whereas

**G.F. SLEIGHT JNR (ENGINEERS GRIMSBY) LIMITED**

was incorporated as a limited company under the

**Companies Act, 1948.**

on the ~~thirtieth~~ day of **March, 1951**

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

**ROSS GROUP ENGINEERS LIMITED**

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

**September** One thousand nine hundred and sixty ~~one~~.

Certificate received by

*Post.*

*A. J. Mann*  
Assistant Registrar of Companies.

Date.....

**21 SEP 1951**

**10**

847  
Company Number.....493477.....

**B**

Reference: C.R. 98/3097/61

COMPANIES ACT, 1948



G.F. SLEIGHT JNR. (ENGINEERS GRIMSBY)

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

ROSS GROUP ENGINEERS LIMITED

Signed on behalf of the Board of Trade

this twenty-seventh

day of September 19 61



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

No. C. 60.

Wt. 45382/2698, 3M. 11/60, D.L. & Co. Ltd. Gp. 891.

COMPANY LIMITED BY SHARES

## Resolutions

OF

**ROSS GROUP ENGINEERS LIMITED**

**REGISTERED**

5 APR 1965

At an EXTRAORDINARY GENERAL MEETING of the above-named  
Company duly convened and held on the 8th day of March, 1965, the  
following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

## RESOLUTIONS

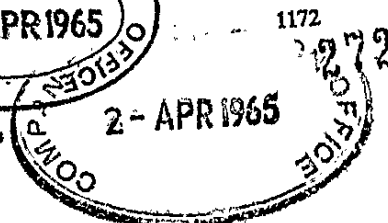
1. THAT the Memorandum of Association with respect to the objects of the Company be amended by deleting the existing Clause 3 and substituting therefor the Clause 3 contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof.
2. THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

R. P. CLARKE,

**Secretary.**



55-67, CROWN STREET, E.C.2.





THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES

---

## **Resolutions**

OF

## **ROSS GROUP ENGINEERS LIMITED**

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 8th day of March, 1965, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

### RESOLUTIONS

1. THAT the Memorandum of Association with respect to the objects of the Company be amended by deleting the existing Clause 3 and substituting therefor the Clause 3 contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof.

2. THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

R. P. CLARKE,

*Secretary.*

COMPANY LIMITED BY SHARES

**Memorandum of Association**

OF

**ROSS GROUP ENGINEERS LIMITED**

*(As altered by Special Resolution passed on 8th March, 1965.)*

1. The name of the Company is "G. F. SLEIGHT JNR. (ENGINEERS GRIMSBY) LIMITED".

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

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

- (1) To carry on business as steam trawler and general fishing vessel owners and managers, and to undertake, perform carry on any work, alterations, transactions, or dealings whatsoever in connection with the fishing industry, deep sea or otherwise, and accordingly to purchase, charter, hire or otherwise acquire, let-out-on-hire, sell, exchange or otherwise deal in trawlers, drifters, smacks, and other fishing vessels and craft of any description by whatever power propelled, to manufacture and deal in any of the customary gear or other gear, stores, equipment, accessories and furniture of any such ships or craft and to manage, maintain and employ the same in connection with the Company's businesses or for the conveyance of fish, ice, salt, stores, oil, coal and other fuel, live and dead stock, meat, fruit, and vegetables and other produce, passengers, minerals and merchandise of all kinds between such ports and places as may be necessary or seem expedient in the conduct of the Company's business and in rendering diving, salvage, towing and other like services

Note: By Special Resolution the name of the Company was changed to ROSS GROUP ENGINEERS LIMITED on 27.9.1961.

or otherwise; also to sell, purchase and deal in and export or import cattle and live or dead stock, oil, coal, grain, timber and other goods.

- (2) To carry on business as wholesale and retail fish, ice and shell-fish merchants, fish exporters and importers, fish salesmen, manufacturers and purveyors of fish products of every description and to store, freeze, cure, salt, dry and otherwise prepare for market and consumption all or any description of fish, shell-fish, fish or shell-fish pastes, and other products and foods in which fish can be utilised whether tinned, potted, bottled, canned or otherwise and to sell, export, import and otherwise deal in the same by wholesale and retail.
- (3) To carry on the business of shipbuilders, ship repairers, ship owners, proprietors of shipyards, dry docks, wharves, warehouses and stores, shipwrights, wharfingers, warehousemen and commission agents, and the business of engineering in all its branches including manufacturing, erecting and constructing plant, machinery and equipment, melting, refining, forging, casting, pressing or otherwise treating or fabricating metals, ores, or plastic or other substances and to buy, sell, import, export or otherwise deal in any products or substances capable of being used in connection with any of the businesses aforesaid.
- (4) To carry on business as fruit, vegetable and crop growers, wholesale and retail merchants and salesmen, fruit and vegetable exporters and importers, and to store, freeze, dry and otherwise prepare for market and consumption all or any description of fruit and vegetables whether fresh, preserved, dried, tinned or otherwise and products and foods in which fruit and vegetables can be utilised and to carry on business as farmers, market gardeners and green-grocers.
- (5) To carry on business as manufacturers and distributors of and dealers in frozen foods and preserved foodstuffs of every description, refrigerators, temperature and/or pressure control and cold storage machinery, appliances and equipment of every description and packages, cans, tins, bottles, receptacles and all or any of the above business whether on ships or not, of every kind required for or applicable to the manufacturing, treating and preserving of foodstuffs or liquids.

- (6) To carry on the business of hatchers, rearers, breeders, sexers, exhibitors, merchants, exporters and importers of and dealers in all kinds of poultry, game or other birds and in the chickens and eggs of any poultry, game or other birds and suppliers to poultry houses, incubators, laying sheds, brooder houses, rearing houses, shelters, huts and other buildings for breeding and rearing purposes and to provide veterinary surgery services and facilities both for the purposes of the business of the Company and for the purposes of any customers of or persons dealing with the Company.
- (7) To undertake and provide all facilities for the storing, drying, lifting, transporting and grinding of grain, hay, grass and other crops, foodstuffs, fertilisers, manure, foods and agricultural produce of all descriptions and to manufacture, prepare, deal in and manipulate crop drying spraying and other machinery of all kinds.
- (8) To carry on the business of self service store keepers, and as retail grocers, druggists, and general store keepers and as provision merchants and producers, manufacturers and importers of and dealers in flour, fruit, vegetables, corn, sauces, spices, pickles, jams, bacon, butter, margarine, jam, preserves, cheese, sugar, eggs and as purchasers and dealers in fresh meat and processed meat, poultry, fish, oils, starches, gelatines, glucoses, sterilisers, and provisions generally and dealers in furniture, glass, china, bedding and household and fancy goods of all descriptions and to manufacture, refine, pack, grow, import, buy, sell or otherwise manipulate or deal in groceries, confectioneries and foods and provisions of all kinds for human or animal consumption.
- (9) To carry on all or any of the business of haulage, cartage and transport contractors, general carriers and transporters, by land and water of passengers, goods, wares and merchandise of and dealers in all plant, machinery, engines, tyres, apparatus, implements, tools, components, and accessories, providers to repairing and other depots, manufacturers of and dealers in motor and other vehicles, petrol, motor spirits, oils, greases and other lubricants, substances for protection against frost, and illuminants and proprietors of stores and depots for the supply thereof; shipping and general forwarding agents, plumbers and dealers in and manufacturers of any equipment usable in connection with plumbing, packing and removal con-

tractors, garage and depository proprietors, motor engineers, motor salesmen suppliers and hirers and agents for the sale supply or hire of any motor or other vehicles.

- (10) To carry on business as printers, lithographers, type foundry, type setters, stereo-typers, electro-typers, photo-lithographers, chrome-lithographers, engravers, dye sinkers, manufacturers of drawing and scientific instruments, paper makers, paper merchants, book sellers, stationers and dealers in and manufacturers of equipment suitable for use in offices.
- (11) To act as distributors and factors for any person, firm or company of any agricultural, horticultural, chemical and other products and to act as managers for or advisers to any person, firm or company engaged in agricultural, horticultural or similar businesses, to undertake the carrying out of any agricultural, horticultural or other processes or tasks for any person, firm or company and to deal in, own, hire, lease or otherwise use any aircraft, helicopter, machine or appliance for agricultural, horticultural or other purposes whether for the Company or for any other person.
- (12) To carry on all or any of the businesses of hirers, renters, repairers, distributors, agents and dealers and financiers for the preparation for the sale for cash or on credit or on the instalment system or by hire purchase, hire agreement, easy payment or otherwise of any of the products, machines, motor or other vehicles and all appliances, in which the company is authorised to own or deal.
- (13) To carry on all or any of the businesses of restaurateurs, hotel and motel proprietors, innkeepers, licensed victuallers, proprietors of clubs, vendors of alcoholic and non-alcoholic beverages and liquors, cigars, cigarettes and tobacco and provisions and refreshment contractors generally and to manufacture, buy, sell and deal in brewers', licensed victuallers, restaurateurs' and hotel and motel proprietors' requirements of every description.
- (14) To carry on all or any of the businesses of inventors, designers, manufacturers, installers, cleaners and disinfectors, merchants, exporters and importers of and dealers in irrigation and pumping plant and equipment and all machinery and appliances required in connection with the boring and sinking of wells and other operations relating to the supply of water for any purpose and to drainage,

itary and sewage appliances, and borers or sinkers of  
asian and other wells.

- (15) To carry on all or any of the businesses of dealers in and manufacturers of hemp, fibre, cork, wire and ropes and all or any material or thing used for or in connection with the manufacture of rope by any process and any articles that may conveniently be made, associated or sold auxiliary to any of such businesses as aforesaid.
- (16) To carry on any other business whatsoever which may seem to be advantageous to the company whether or not such business may be connected with or ancillary to any of the businesses referred to in the preceding provisions of this clause.
- (17) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (18) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (19) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (20) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the

uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (21) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business.
- (22) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (23) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (24) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (25) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (26) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as

may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

- (27) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (28) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (29) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (30) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (31) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.



4. The Liability of the members is limited.

The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each. The Company takes power to increase or reduce its Capital from time to time and to issue any of its Shares for the time being either at par or at a premium. Any of the Shares in the Capital original or increased, may be issued with such preferential, deferred, restricted, or special rights, privileges and conditions as may be determined by the Company in General Meeting, and the same may from time to time be varied in like manner, but so that any special or preferential rights and privileges attached to or belonging to any class of shares shall not be in any way modified or interfered with otherwise than pursuant to the provisions contained in the accompanying Articles of Association.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
GEORGE FREDERICK SLEIGHT, Junior, "Hillside", Brigsley, in the County of Lincoln. <i>Company Director.</i>	One
NANCY LILLIAN SLEIGHT, "Hillside", Brigsley, in the County of Lincoln. <i>Housewife.</i>	One

DATED this 15th day of March, 1951.

WITNESS to the above Signatures:—

JOHN WEST,  
                     Grimsby.  
*Solicitor.*

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

NEW

**Articles of Association**

OF

**ROSS GROUP ENGINEERS LIMITED**

*(Adopted by Special Resolution passed 9th March, 1965.)*

PRELIMINARY.

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

PRIVATE COMPANY.

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

SHARES.

3. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

## TRANSFER OF SHARES.

4. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

5. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

## PROCEEDINGS AT GENERAL MEETINGS.

6. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

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

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

## DIRECTORS.

9. Unless and until otherwise resolved in accordance with regulation 64 of Table A the Directors shall not be less than two in number. Regulation 75 of Table A shall not apply.

10. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at any General Meeting.

The Directors may repay to any Director all such reasonable expenses which he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply to the Company.

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

13. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company, on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

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

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

- (A) If he shall become prohibited by law from acting as a Director.
- (B) If (not being a Managing Director holding office as such for a fixed term) he shall resign by writing under his hand left at the Registered Office or if (being such a Director) he shall tender his resignation and the Directors shall resolve to accept the same.
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If he shall become of unsound mind.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

Regulation 88 of Table A shall not apply to the Company.

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

17. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 of Table A shall not apply.

18. Regulations 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS.

19. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by resolution of the Directors, shall have effect only upon and subject to the same being approved by resolution of the Directors.

(B) The appointment of an alternate Director shall *ipso facto* determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine *ipso facto* if his appointor ceases for any reason to be a Director.

(c) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and if his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid by the Company expenses as might properly be repaid to him if he were a Director shall be entitled to receive from the Company such proportion of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

#### INDEMNITY.

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

#### OVER-RIDING PROVISIONS.

21. Whenever Ross Group Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the Ordinary Shares of the Company for the time being issued the following provisions shall apply and in the event of any inconsistency shall have over-riding effect as against all other provisions of these Articles:—

(A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director holding office as such for a fixed term his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his office.

(B) No unissued shares shall be issued without the consent of the Parent Company.

(C) Any or all powers of the Directors (other than their powers to refuse to register transfers of shares to persons other than existing members) shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

- (d) The Directors shall exercise all voting and other rights and powers of control exercisable by the Company in relation to each of its subsidiary companies for the time being so as to secure (so far as by such exercise they can secure) that the provisions of this Article shall *mutatis mutandis* have effect in relation to each such subsidiary and the Directors thereof as in relation to the Company and its Directors.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

COMPANIES  
REGISTRATION

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

REGISTERED

3 MAY 1965

## Memorandum of Association

OF

### ROSS GROUP ENGINEERS LIMITED

(As altered by Special Resolution passed on 8th March, 1965.)

1. The name of the Company is "G. F. SLEIGHT JNR. (ENGINEERS GRIMSBY) LIMITED".

Note: By Special Resolution the name of the Company was changed to ROSS GROUP ENGINEERS LIMITED on 27.9.1961.

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

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

- (1) To carry on business as steam trawler and general fishing vessel owners and managers, and to undertake, perform carry on any work, alterations, transactions, or dealings whatsoever in connection with the fishing industry, deep sea or otherwise, and accordingly to purchase, charter, hire or otherwise acquire, let-out-on-hire, sell, exchange or otherwise deal in trawlers, drifters, smacks, and other fishing vessels and craft of any description by whatever power propelled, to manufacture and deal in any of the customary gear or other gear, stores, equipment, accessories and furniture of any such ships or craft and to manage, maintain and employ the same in connection with the Company's businesses or for the conveyance of fish, ice, salt, stores, oil, coal and other fuel, live and dead stock, meat, fruit, and vegetables and other produce, passengers, minerals and merchandise of all kinds between such ports and places as may be necessary or seem expedient in the conduct of the Company's business and in rendering diving, salvage, towing and other like services

1172





or otherwise; also to sell, purchase and deal in and export or import cattle and live or dead stock, oil, coal, grain, timber and other goods.

- (2) To carry on business as wholesale and retail fish, ice and shell-fish merchants, fish exporters and importers, fish salesmen, manufacturers and purveyors of fish products of every description and to store, freeze, cure, salt, dry and otherwise prepare for market and consumption all or any description of fish, shell-fish, fish or shell-fish pastes, and other products and foods in which fish can be utilised whether tinned, potted, bottled, canned or otherwise and to sell, export, import and otherwise deal in the same by wholesale and retail.
- (3) To carry on the business of shipbuilders, ship repairers, ship owners, proprietors of shipyards, dry docks, wharves, warehouses and stores, shipwrights, wharfingers, warehousemen and commission agents, and the business of engineering in all its branches including manufacturing, erecting and constructing plant, machinery and equipment, smelting, refining, forging, casting, pressing or otherwise treating or fabricating metals, ores, or plastic or other substances and to buy, sell, import, export or otherwise deal in any products or substances capable of being used in connection with any of the businesses aforesaid.
- (4) To carry on business as fruit, vegetable and crop growers, wholesale and retail merchants and salesmen, fruit and vegetable exporters and importers, and to store, freeze, dry and otherwise prepare for market and consumption all or any description of fruit and vegetables whether fresh, preserved, dried, tinned or otherwise and products and foods in which fruit and vegetables can be utilised and to carry on business as farmers, market gardeners and green-grocers.
- (5) To carry on business as manufacturers and distributors of and dealers in frozen foods and preserved foodstuffs of every description, refrigerators, temperature and/or pressure control and cold storage machinery, appliances and equipment of every description and packages, cans, tins, bottles, receptacles and all or any of the above business whether on ships or not, of every kind required for or applicable to the manufacturing, treating and preserving of foodstuffs or liquids.

To carry on the business of hatchers, rearers, breeders, fowling, exhibitors, merchants, exporters and importers of and dealers in all kinds of poultry, game or other birds and in the chickens and eggs of any poultry, game or other birds and suppliers to poultry houses, incubators, laying sheds, brooder houses, rearing houses, shelters, huts and other buildings for breeding and rearing purposes and to provide veterinary surgery services and facilities both for the purposes of the business of the Company and for the purposes of any customers of or persons dealing with the Company.

- (7) To undertake and provide all facilities for the storing, drying, lifting, transporting and grinding of grain, hay, grass and other crops, foodstuffs, fertilisers, manure, foods and agricultural produce of all descriptions and to manufacture, prepare, deal in and manipulate crop drying spraying and other machinery of all kinds.
- (8) To carry on the business of self service store keepers, and as retail grocers, druggists, and general store keepers and as provision merchants and producers, manufacturers and importers of and dealers in flour, fruit, vegetables, corn, sauces, spices, pickles, jams, bacon, butter, margarine, jam, preserves, cheese, sugar, eggs and as purchasers and dealers in fresh meat and processed meat, poultry, fish, oils, starches, gelatines, glucoses, sterilisers, and provisions generally and dealers in furniture, glass, china, bedding and household and fancy goods of all descriptions and to manufacture, refine, pack, grow, import, buy, sell or otherwise manipulate or deal in groceries, confectioneries and foods and provisions of all kinds for human or animal consumption.
- (9) To carry on all or any of the business of haulage, cartage and transport contractors, general carriers and transporters, by land and water of passengers, goods, wares and merchandise of and dealers in all plant, machinery, engines, tyres, apparatus, implements, tools, components, and accessories, providers to repairing and other depots, manufacturers of and dealers in motor and other vehicles, petrol, motor spirits, oils, greases and other lubricants, substances for protection against frost, and illuminants and proprietors of stores and depots for the supply thereof; shipping and general forwarding agents, plumbers and dealers in and manufacturers of any equipment usable in connection with plumbing, packing and removal con-

tractors, garage and depository proprietors, motor engineers, motor salesmen suppliers and hirers and agents for the sale supply or hire of any motor or other vehicles.

- (10) To carry on business as printers, lithographers, type foundry, type setters, stereo-typers, electro-typers, photo-lithographers, chrome-lithographers, engravers, dye sinkers, manufacturers of drawing and scientific instruments, paper makers, paper merchants, book sellers, stationers and dealers in and manufacturers of equipment suitable for use in offices.
- (11) To act as distributors and factors for any person, firm or company of any agricultural, horticultural, chemical and other products and to act as managers for or advisers to any person, firm or company engaged in agricultural, horticultural or similar businesses, to undertake the carrying out of any agricultural, horticultural or other processes or tasks for any person, firm or company and to deal in, own, hire, lease or otherwise use any aircraft, helicopter, machine or appliance for agricultural, horticultural or other purposes whether for the Company or for any other person.
- (12) To carry on all or any of the businesses of hirers, renters, repairers, distributors, agents and dealers and financiers for the preparation for the sale for cash or on credit or on the instalment system or by hire purchase, hire agreement, easy payment or otherwise of any of the products, machines, motor or other vehicles and all appliances, in which the company is authorised to own or deal.
- (13) To carry on all or any of the businesses of restaurateurs, hotel and motel proprietors, innkeepers, licensed victuallers, proprietors of clubs, vendors of alcoholic and non-alcoholic beverages and liquors, cigars, cigarettes and tobacco and provisions and refreshment contractors generally and to manufacture, buy, sell and deal in brewers', licensed victuallers, restaurateurs' and hotel and motel proprietors' requirements of every description.
- (14) To carry on all or any of the businesses of inventors, designers, manufacturers, installers, cleaners and disinfectors, merchants, exporters and importers of and dealers in irrigation and pumping plant and equipment and all machinery and appliances required in connection with the boring and sinking of wells and other operations relating to the supply of water for any purpose and to drainage,

and sewage appliances, and borers or sinkers of artesian and other wells.

- (15) To carry on all or any of the businesses of dealers in and manufacturers of hemp, fibre, cork, wire and ropes and all or any material or thing used for or in connection with the manufacture of rope by any process and any articles that may conveniently be made, associated or sold auxiliary to any of such businesses as aforesaid.
- (16) To carry on any other business whatsoever which may seem to be advantageous to the company whether or not such business may be connected with or ancillary to any of the businesses referred to in the preceding provisions of this clause.
- (17) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (18) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (19) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (20) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the

uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (21) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business.
- (22) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (23) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (24) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (25) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (26) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as

may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

- (27) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (28) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (29) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (30) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (31) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The Liability of the members is limited.

5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each. The Company takes power to increase or reduce its Capital from time to time and to issue any of its Shares for the time being either at par or at a premium. Any of the Shares in the Capital original or increased, may be issued with such preferential, deferred, restricted, or special rights, privileges and conditions as may be determined by the Company in General Meeting, and the same may from time to time be varied in like manner, but so that any special or preferential rights and privileges attached to or belonging to any class of shares shall not be in any way modified or interfered with otherwise than pursuant to the provisions contained in the accompanying Articles of Association.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>GEORGE FREDERICK SLEIGHT, Junior,  "Hillside",  Brigsley, in the County of Lincoln.  <i>Company Director.</i></p>	<p>One</p>
<p>NANCY LILLIAN SLEIGHT,  "Hillside",  Brigsley, in the County of Lincoln.  <i>Housewife.</i></p>	<p>One</p>

DATED this 15th day of March, 1951.

WITNESS to the above Signatures:—

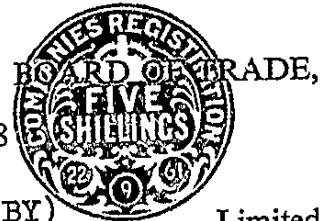
JOHN WEST,  
Grimsby.  
*Solicitor.*

847  
Company Number.....493477.....

**B**

Reference: C.R. 98/3097/61

COMPANIES ACT, 1948



G.F. SLEIGHT JNR. (ENGINEERS GRIMSBY) 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

ROSS GROUP ENGINEERS LIMITED

Signed on behalf of the Board of Trade

this twenty-seventh

day of September 19 61



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

REGISTERED  
27 SEP 1961

No. C. 60.

Wt. 45382/2698, 3M, 11/60. B.L. & Co. Ltd. Gp. 891.



149 Certified Processed by Bank Xerography.

.....*D. Howell*..... Secretary.

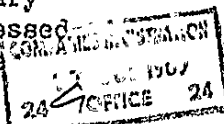
ROSS GROUP ENGINEERS LIMITED

copy  
SPECIAL

RESOLUTIONS passed on the 27th  
day of June, 1969.

1. "That the existing 10,000 Ordinary shares of £1 each in the Company be and the same are hereby converted into 10,000 1% Non-Cumulative Preference shares of £1 each carrying the rights and restrictions set out as follows :-
  - (a) The 1% Non-Cumulative Preference shares shall confer on the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's Accounts are made up a fixed Non-Cumulative dividend at the rate of 1% per annum on the capital for the time being paid up thereon and the right in a winding up to repayment of the capital paid thereon in priority to any payment to the holders of any other class of shares but shall confer no further right to participate in the profits or assets of the Company Provided always that no dividend upon such shares shall be deemed to accrue or have accrued for any period prior to the 1st day of July, 1969.
  - (b) The said 1% Non-Cumulative Preference shares shall confer on the holders thereof the right to receive notice of and to attend any General Meetings of the Company but shall not confer the right as such to vote at such General Meetings unless the meeting is convened for the purpose of passing a resolution or abrogating the special rights or privileges attached to such shares in which event the holders of the 1% Non-Cumulative Preference shall be entitled only to vote on such resolution.
2. "That the Authorised Share Capital of the Company be and the same is hereby increased to £10,100 by the creation of 100 Ordinary shares of £1 each carrying the rights and restrictions expressed to be attached thereto by the Articles of Association of the Company."

Certified as a true copy of the original.



.....*D. Howell*..... Secretary.



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 493477

57

Whereas

**ROSS GROUP ENGINEERS LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACT, 1948,**  
on the **30TH MARCH, 1951**

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

**B.U.T. ENGINEERS (GRIMSBY) LIMITED**

Given under my hand at London the

**28TH JANUARY, 1970.**

*F. L. Knight*  
(F. L. KNIGHT)

Assistant Registrar of Companies

✓

Recd

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION OF ROSS GROUP ENGINEERS LIMITED

PASSED 15 JANUARY 1970

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company held at 7, Cleveland Row, London, S.W.1. on Thursday the 15 day of January 1970, the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

"That, with the consent of the Board of Trade, the name of the Company be changed to B.U.T. Engineers (Grimsby) Limited".

Dated the 15 January 1970.

*B. B. Boxall*

BERNARD BOXALL.

CHAIRMAN.



096223

# G

COMPANY FORM No. 225(1)

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

# 225(1)

Please do not  
write in this  
margin

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

493477
--------

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

Name of company

*	B.U.T. ENGINEERS (GRIMSBY) 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

Day	Month
3	1 1 2

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

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 8

†delete as  
appropriate

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

The company is a [subsidiary] [holding company]† of  
Eastern Produce (Holdings) plc.

\_\_\_\_\_, company number 586304

the accounting reference date of which is 31 December

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

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

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

Signed

Designation:

Director

Date 30.6.88

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

Associated Fisheries Plc.  
16 Queen Anne's Gate

For official Use  
General Section

Post room

FOR OFFICIAL USE ONLY

04-116-192

DORMANT COMPANY RESOLUTION

COMPANY NO.493477

THE COMPANIES ACT 1985, SECTION 250

SPECIAL RESOLUTION OF

B.U.T. ENGINEERS (GRIMSBY) LIMITED

At a General Meeting of the above-names company held on 11th April 1991, the following Special Resolution was duly passed:-

The accounts of the company for the financial year ending 31st December, 1990, having been laid before the company at the meeting, and the company, having qualified as small throughout that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 relating to audit of accounts.

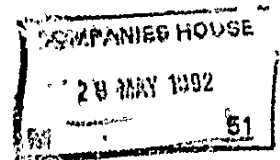
SIGNED

...*[Signature]*.....

Director/Company Secretary

DATE

...*22nd May 1992*.....



03-008194  
COMPANY NO 493477

BUT ENGINEERS (GRIMSBY) LIMITED

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

"That the regulations set forth in the document attached to  
this Resolution and for the purpose of indentification marked  
with an "A" be approved and adopted as the Articles of  
Association of the Company in substitution for and to the  
exclusion of all the existing Articles thereof."

JRIL



\*A03YL3BK\*

NO 493477

LA  
JR JL

THE COMPANIES ACTS 1985 TO 1989  
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of BUT ENGINEERS (GRIMSBY) LIMITED  
(Adopted by Special Resolution passed on 11 July 1994)

PRELIMINARY

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

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

ALLOTMENT OF SHARES

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

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

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

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

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

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

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

#### BORROWING POWERS

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



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

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

#### INDEMNITY

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

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

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

Company

3477

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

RESOLUTION

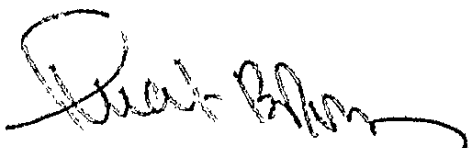
OF

BUT ENGINEERS (GRIMSBY) LIMITED

At an Extraordinary General Meeting of the above company, duly convened and held at Linton Park, Linton, Maidstone on 24 December 1994, the following resolution was duly passed as a Special Resolution:

RESOLUTION

"That each issued and each authorised but unissued 0.7% non-cumulative preference share of £1 each in the capital of the company be reclassified as Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares."



G S G Brown  
Chairman of the Meeting

