

DUPLICATE FOR THE FILE.

No. 821606



## Certificate of Incorporation

I **Hereby Certify** that

**R.W. McCLAGHLIN (TUBERABS) LIMITED**

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

Given under my hand at London this **first** day of **October**  
**One Thousand Nine Hundred and Sixty Four.**

*L.S. Whitfield.*  
Assistant Registrar of Companies.

Certificate  
received by

} *L. Newbury*

Date

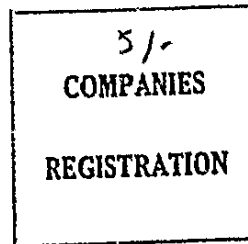
*1/10/64*

417169

No. of Company



## THE COMPANIES ACT, 1948.



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

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of company.

Pursuant to Section 15 (2) of the Companies Act 1948.

Name  
of  
Company

R. W. McCARUGHAN (TUBEFABS) Limited

*Presented by*

WILDMAN & BATTELL LTD  
13 WELL COURT,  
BOW LANE,  
LONDON, E.C.4.  
TEL. CITY 2545

WILDMAN & BATTELL LTD.  
COMPANY & GENERAL LAW AGENTS & TRANSLATORS  
13, Well Court, Bow Lane, London, E.C.4.

Telephone: CITY 2545



I, Howard Denis Vincent  
of "Lincoln" Hollyhouse Lane,  
Walsall Staffs

(a) I am not  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"

or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Do solemnly and sincerely declare that I am (a) a person named in  
the Articles of Association as a

Director / Secretary H.D.V.

Art 20

of R.W. McLaughlin (TUBE FABRS) 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 49, Charlemont Road  
Walsall

H.D.Vincent

the 16th day of September  
~~one thousand nine hundred and sixty~~  
1964.

Before me,

Dr Baylis Justice of the Peace  
Borough of Walsall.

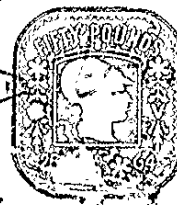
A Commissioner for Oaths [or Notary Public or  
Justice of the Peace]

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

Number of  
Company

821666

Form 25.



# Statement of the Nominal Capital

Pursuant to Section 112 of the Stamp Act, 1891

Name of  
Company

R. W. McCLELLAN (TUBEFABS) LTD.

LIMITED

£ H

THE NOMINAL CAPITAL of the above named Company is £ 10,000

Signature

Description

Dated the 16<sup>TH</sup> day of SEPTEMBER 1964.

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

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821606

COMPANIES  
REGISTRATION

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

R.W. McCLAUGHLIN (TUBEFABS)  
LIMITED

1. The name of the Company is "R.W. McCLAUGHLIN (TUBEFABS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (i) To acquire and take over as a going concern the business of Tube Fabrication carried on by R.W. McClaughlin at Ablewell Street, Walsall, Staffs., and all or any of the assets and liabilities thereof.
  - (ii) To cut, bend, fix, manufacture, sell, hire and deal in steel for concrete reinforcement used in building operations, and materials of every description used in relation thereto including metal, bars, flats, rolled sections, meshes and rails; to carry on business as iron foundries, mechanical engineers, scaffold makers and erectors, wire drawers, galvanizers, die-sinkers, steel makers, copper, iron, brass, bronze and other metal workers, builders, civil engineers, concretors, founders, fitters, machine and engine tool makers, chemists and chemical manufacturers, and also to carry on any other trade or business of a character similar or analagous to the above mentioned business or any of them.
  - (iii) To undertake or execute any contracts for works involving the supply of machinery and/or materials employed in the above functions or any of them and to carry out any ancillary or other works comprised in such contracts.

WILDMAN & BATTELL LTD  
13 WELL COURT,  
BOW LANE,  
LONDON, E.C.4.  
TEL. CITY 2545



- (b) To carry on any other business which, in the opinion of this Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of this Company and is calculated to enhance the value of this Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of this Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of this Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of this Company.
- (f) To invest and deal with the monies of this Company in such shares or upon such securities and in such manner as may from time to time be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of this Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of this Company, may be carried on so as directly or indirectly to benefit this Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of this Company for any consideration, shares or debentures as this Company may think fit.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.

- (k) To borrow or raise money in such manner as this Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to this Company in the promotion of this Company or the placing and issue of shares, debentures, debenture stock or other securities of this Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of this Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit this Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising this Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit this Company.
- (q) To distribute in specie any of the shares, debentures or securities of this Company between the members of this Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of this Company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £10,000 divided into 400,000 shares of 6d. each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p style="text-align: center;"><i>MCC LAUGHLIN</i></p> <p><i>Reginald W. McCaughlin.</i> <i>101, Grosvenor Road.</i> <i>S. Staff</i> <i>Take of shares</i> <i>Howard Denis Vincent</i> <i>"Vincott"</i> <i>Lollyhouse Lane.</i> <i>Walsall, Staffs.</i> <i>Office Manager.</i></p>	<p><i>Four Hundred</i> <i>Four Hundred</i>  <i>FORTY.</i> <i>Forty</i></p>

DATED this 16<sup>TH</sup>. day of SEPTEMBER 1964.

WITNESS to the above signatures:-

*Harmond*

*Clive William Hammond,*  
*1, Grosvenor Road,*  
*Ettingshall Park,*  
*Wolverhampton.*



The Companies Act, 1948.

821606



COMPANY LIMITED BY SHARES

Articles of Association

OF

R.W. McCLAUGHLIN (TUBEFABS)  
LIMITED

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 "Part II of Table A") shall apply to the Company.

2. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £10,000 divided into 400,000 shares of 6d. each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

### TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors may, in their absolute discretion and without assigning any reason therefor decline to register the transfer of any share whether or not it is a fully paid share. ✓

7. The proviso to Regulation 32 of Part I of Table A shall not apply to this Company.

### VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

### DIRECTORS

9. Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84 (1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under this Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for this Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor of this Company.

13. This Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

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

- (1) If by notice in writing to this 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 insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

#### BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to this Company.

#### MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. If at any time there shall be no secretary or for any reason no secretary capable of acting, the Directors may appoint an assistant or deputy secretary.

### NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

### FIRST DIRECTORS

20. The number of Directors shall not be less than two or more than seven and the first Directors of the Company shall be:-

REGINALD WILLIAM McCLAUGHLIN

HOWARD DENIS VINCENT

and

CLIVE WILLIAM HAMMOND.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Reginald D. McCaughey.  
101 Broadway, Woball.  
Staff  
Tuberculosis  
Howard Denis Vincent  
"Vincatt"  
Tollyhouse Lane.  
Woball, Staffs  
Office Manager.

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DATED this 16<sup>TH</sup> day of SEPTEMBER 1964.

WITNESS to the above signatures

Clive William Hammond,  
1, Grosvenor Road,  
Ettingshall Park Estate,  
Wolverhampton.  
Staffs.