

NO. OF COMPANY **928494**

[C.F. 41]

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION.

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 a Company.**

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)



NAME OF
COMPANY.....

J. KNOWLES (HEATING) LIMITED.

CAT. No. C.F.41.

C511 JS164(J) L

**JORDAN & SONS,
LIMITED**

Company Registration Agents, Printers and Publishers

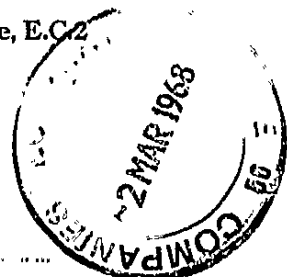
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

J. Wild & Co., Chartered Accountants,

70-76, Blackburn Street,

Radcliffe, Manchester.



I, Jack Knowles
of 13, Ash Street, Middleton, Lancashire,

DO solemnly and sincerely declare that I am (a) [~~a-Solicitor of the Supreme Court~~
~~engaged in the formation~~] [a person named in the Articles of Association as a
Director/Secretary],

of.....

J. Knowles (Heating)..... 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 Mossburn
in the County of
Lancaster
the 19th day of February
One thousand nine hundred and eighty
before me,

[Signature]
A Commissioner for Oaths (b)

Jack Knowles

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Number of
Company

928494

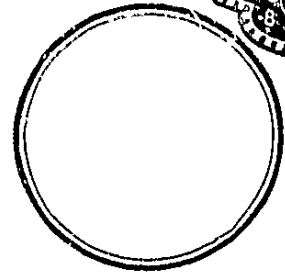
/ 2

[Form No. 25.]

THE STAMP ACT, 1891, AND THE FINANCE ACT, 1933



COMPANY LIMITED BY SHARES.



Duty at the
rate of 10/-
for every
£100 must
be impressed
here.

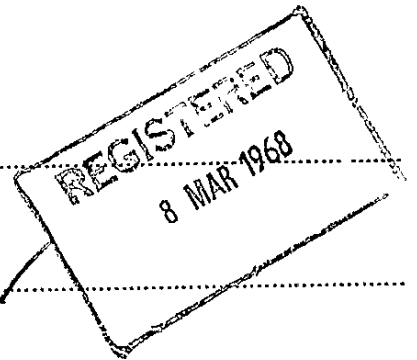
Statement of the Nominal Capital

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

NAME OF COMPANY:

J. KNOWLES (HEATING)

Limited.



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

HUTTON, HARTLEY & Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers,
Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE NO. 1
BLACKFRIARS 9801/2.
(2 LINES)
S.T.D. CODE 001

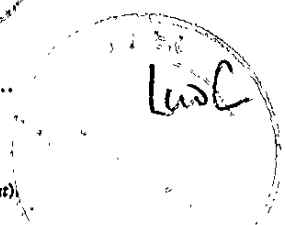
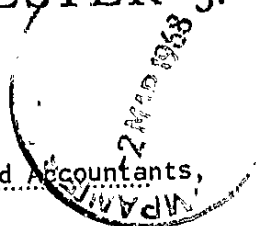
Presented by

J. Wild & Co., Chartered Accountants,

70-76, Blackburn Street.

Radcliffe, Manchester.

(Leave this space blank for rubber stamp of presenting Agent)



THE NOMINAL CAPITAL

OF

.....
..... J. KNOWLES (HEATING) LIMITED,
is ONE HUNDRED Pounds
divided into ONE HUNDRED Shares
of ONE POUND each.

Signature.....

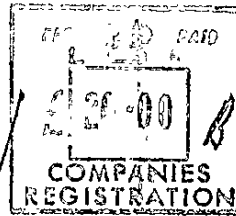
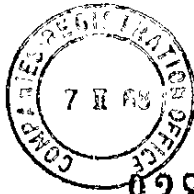
Description Director.....

Dated the Second day

of February 19 68

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

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



928494

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

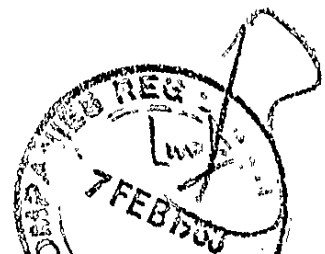
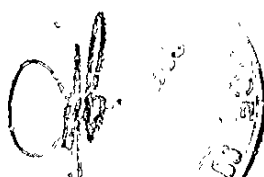
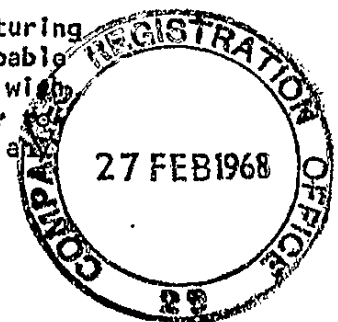
J. KNOWLES (HEATING) LIMITED



1. The name of the Company is J. Knowles (Heating) Limited.
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-

- (1) To carry on the business or businesses of heating and ventilating specialists and in particular to manufacture, purchase, sell, act as agents or factors or in any other way deal in boilers, radiators, piping and any other form of appliance or equipment connected with heating or ventilating systems and with their installation or manufacture; to conduct any other business directly or indirectly associated with heating and ventilating and in particular to act as plumbers, sanitary engineers, water supply engineers, copper-smiths, zinc workers, gas fitters, electrical engineers, glaziers, slaters, tilers, joiners, woodworkers, bricklayers, paviors, drain layers, decorators, french polishers and plasterers and general property repairers and to buy, sell and deal in all kinds of supplies, stores, tools, plant, machinery, fixtures and fittings required or likely to be required by the Company in the conduct of any of these aspects of its business.

- (2) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.



- (3) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any options, rights, privileges, or easements over or in respect of any land or property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the company.
- (4) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works, shops, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in so doing.
- (5) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or securities so received.
- (6) To apply for, purchase or by other means acquire, and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions and the like conferring any exclusive or nonexclusive rights to use any secret or information which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (7) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (8) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, transfer, grant or otherwise deal with, all or any part of the property, rights or options of the Company.
- (9) To invest and deal with any moneys of the Company not immediately required for the purpose of its business in or upon such investments or securities as may be thought expedient and in such manner as may from time to time be determined.

- (10) With or without security 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, and to make subvention payments.
- (11) To accept money on deposit whether or not upon payment of interest.
- (12) To amalgamate or enter into any partnership or any joint purse or profit-sharing arrangement in the nature of a partnership, co-operation or union of interests, for any purpose including limiting competition and useful assistance, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect, and to give to any of the officers or employees of the Company any share or interest in the profits of the Company's business or any branch thereof.
- (13) To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (14) To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (15) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (16) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions,
- (17) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (18) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

- (19) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (20) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.
- (21) To insure the life of any person who may, in the opinion of the Company, be of value to the Company and to pay the premiums on any such insurance.
- (22) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.
- (23) To promote any other Company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (24) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), stock, debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property, assets and rights of the Company.
- (25) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (26) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

- (27) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or registered in the United Kingdom or elsewhere, and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £ 100 divided into 100 shares of £1 each.

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>Jack Knowles 13. 1-6 St. Street Middleton Lancashire Master Plumber</p>	<p>One. /</p>
<p>Marjorie Knowles, 13 Ash Street, Middleton, Lancashire. Secretary.</p>	<p>One. /</p>

Dated the 2nd day of February 1968
 Witness to the above Signatures -

George Alan Riley Lomax,
 70/76 Blackburn Street,
 Radcliffe,
 Manchester
 Chartered Accountant.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
928494

J. KNOWLES (HEATING) LIMITED.

PRELIMINARY



1. Save as hereinafter provided and so far as the same are not inconsistent herewith the regulations set out in Part II of Table A in the First Schedule to the Companies Act, 1948, and the regulations of Part I incorporated therein by virtue of Regulation 1 of such Part II shall apply to the Company. Unless otherwise stated numerical references to regulations of Table A hereinafter contained shall be construed as references to Part I of Table A.

/K. MK
/K. MK

INTERPRETATION

2. Regulation 1 of Table A shall apply.

PRIVATE COMPANY

3. The Company is a private company and accordingly Regulation 2 of Part II of Table A shall apply.

/K. MK

SHARE CAPITAL AND VARIATION OF RIGHTS

4. Regulations 2 to 10 of Table A shall apply except that in Regulation 2 a special resolution shall be required instead of an ordinary resolution.

LIEN

5. Regulations 11 to 14 of Table A shall apply except that in Regulation 11 the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

CALLS ON SHARES

6. Regulations 15 to 21 of Table A shall apply..

TRANSFER AND TRANSMISSION OF SHARES

7. Regulations 22, 23 and 25 to 32 of Table A and regulation 3 of Part II of Table A shall apply.. Regulation 24 of Table A shall not apply.

/K. MK

8. (a) A person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter referred to as a "transfer notice") to the Company that he desires to transfer such share. The transfer notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any person (hereinafter called "the purchaser") who is willing to purchase the share at the price so fixed, or, at the option of the proposing transferor or the purchaser, at the fair value to be fixed by the Auditor in accordance with paragraph (c) of this Article. A transfer notice may include several shares, and in such case shall operate as if it were a separate transfer notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.

(b) If the Company shall, within the space of twenty-eight days after being served with a transfer notice, find a purchaser who is a person selected by the directors as one whom it is desirable in the interests of the Company to admit to membership, and shall give notice in writing thereof to the proposing transferor, he shall be bound, upon payment of the fair value as fixed in accordance with paragraph (a) or paragraph (c) of this Article, to transfer the share or shares to the purchaser.

(c) In case any difference shall arise between the proposing transferor and the purchaser as to the fair value of a share the Auditor of the Company shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the provisions of the Arbitration Acts for the time being in force shall not apply.

(d) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share or shares, the Company may receive the purchase money, and the proposing transferor shall be deemed to have appointed any one Director or the Secretary of the Company as his agent to execute a transfer of the share or shares to the purchaser, and upon the execution of such transfer the Company shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered on the register in purported exercise of the aforesaid power the validity of the proceedings shall not be open to question by any person.

(e) If the Company shall not within the space of twenty-eight days after being served with a transfer notice find a purchaser and give notice in manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty, subject to Regulation 3 of Part II of Table A, to sell and transfer the share (or where there are more shares than one those not placed) to any person and at any price. *th. uk*

FORFEITURE OF SHARES

9. Regulations 33 to 39 of Table A shall apply.

CONVERSION OF SHARES INTO STOCK

10. Regulations 40 to 43 of Table A shall apply.

ALTERATION OF CAPITAL

11. Regulations 44 to 46 of Table A shall apply except that in Regulation 44 the word "extraordinary" shall be substituted for the word "ordinary".

GENERAL MEETINGS - NOTICES, PROCEEDINGS, VOTES

12. Regulations 47 to 52 shall apply.

13. Regulation 53 of Table A shall not apply, but in lieu thereof Regulation 4 of Part II of Table A shall apply. *th. uk*

14. Regulations 54 to 59 of Table A shall apply except that Regulation 58 of Table A shall be modified so that a poll may be demanded by two members instead of by three members as therein provided.

15. Regulation 60 of Table A shall not apply, so that the chairman of a general meeting shall not be entitled to a second or casting vote.

16. Regulations 61 to 74 of Table A shall apply.

17. Regulation 5 of Part II of Table A shall apply. *th. uk*

18. In every notice calling a meeting the Company shall comply with the provision of section 136 of the Act as regards informing a member of his right to appoint a proxy and that a proxy need not also be a member.

DIRECTORS

19. The first directors of the Company shall be:-

JACK KNOWLES
MARJORIE KNOWLES

and accordingly Regulation 75 of Table A shall not apply.

20. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be more than four but need not be more than one. If and so long as there shall be not more than one Director the powers of the Board shall be vested in him and any reference in these regulations to the term "Directors" shall whenever appropriate be deemed to refer to such sole Director.

21. Regulations 76 and 78 of Table A shall apply.

22. A Director shall not be required to hold any shares in the Company but may nevertheless attend and speak at any general meeting of the Company. Regulation 77 of Table A shall not apply.

BORROWING POWERS

23. The Proviso to Regulation 79 of Table A shall not apply but the preceding part of such Regulation shall apply.

POWERS AND DUTIES OF DIRECTORS

24. Regulations 80 to 83 of Table A shall apply.

25. A Director may vote upon any contract or arrangement in which he is interested and be counted in the quorum accordingly and therefore paragraphs (2) and (4) of Regulation 84 of Table A shall not apply but the remaining paragraphs of such regulation, shall apply.

26. Regulations 85 and 87 of Table A shall apply.

27. Regulation 86 of Table A shall apply except that the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted.

28. The Directors shall cause to be kept a register of the Directors' holdings of shares and debentures of the Company and of its subsidiary companies or holding company (if any) as required by section 195 of the Act, and shall render the same available for inspection during the period, and by the persons prescribed and shall produce the same at every annual general meeting as required by and otherwise comply with the provisions of that section.

29. The Governing Director of the Company shall be:-

JACK KNOWLES

30. During such time as the Governing Director shall take part in the management or in the direction of the business of the Company the government and control of the Company shall be vested in him and he shall have authority to exercise all powers, authorities and discretions by these presents expressed to be vested in the Directors generally, and in the event of any difference of opinion between the other directors of the Company and himself in any matter arising at a Meeting of the Directors, his decision in such matter shall be final and the Directors and other officers and employees of the Company shall conform to his directions in regard to the Company's business, and he shall be entitled to receive by way of remuneration such sums as he shall from time

to time determining.

31. The Governing Director may fix and determine the remuneration of the other Directors of the Company.

32. If the Governing Director shall resign the office of Governing Director he shall become an Ordinary Director.

33. The Governing Director when he shall be present and willing to act, shall be Chairman of all Meetings of the Board or any Committee thereof and of the Company.

34. Subject to the provisions of Articles 31 and 32 hereof, the remuneration of the Directors shall from time to time be determined by the Company in general meeting, and such remuneration shall be divided between them in such proportions and in such manner as they shall unanimously agree or in default of such agreement equally, provided that in default or agreement any Director who shall not have served during the whole period for which the remuneration is payable shall receive only an amount apportioned to the time served by him. The Directors may also be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

DISQUALIFICATION OF DIRECTORS

35. Regulation 88 of Table A shall apply except that for sub-clause (e) thereof shall be substituted the following sub-clause :-

- (e) (not being a managing or other executive director holding office as such either for a fixed term or subject to a fixed period of notice to be given by him determining such office) resigns his office by notice in writing to the Company; or

ROTATION OF DIRECTORS

36. Jack Knowles of 13, Ash Street, Middleton, Lancashire shall hold the office of Governing Director until he dies or until he resigns the same in writing or until he ceases to be a Director and Clause 89 of Table A shall be modified accordingly. Regulations 90 to 97 of Table A shall apply.

PROCEEDINGS OF DIRECTORS

37. Regulations 98 to 106 of Table A shall apply except that Regulations 98 and 104 shall be modified so that a Chairman of a meeting of directors or of a meeting of a committee appointed by the Directors shall not be entitled to a second or casting vote.

MANAGING DIRECTOR

38. Regulations 107 to 109 of Table A shall apply.

SECRETARY

39. Regulations 110 to 112 of Table A shall apply.

THE SEAL

40. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVES

41. Regulations 114 to 122 of Table A shall apply.

ACCOUNTS, CAPITALISATION OF PROFITS AND AUDIT

42. Regulations 123 to 130 of Table A shall apply.

NOTICES

43. Regulations 131 to 134 of Table A shall apply.

WINDING UP

44. Regulation 135 of Table A shall apply.

45. If the Company shall be wound up, the surplus assets, after payment of all the company's liabilities and the expenses of winding up, shall be applied as follows:-

- (a) In the payment to the holders of Preference Shares of any arrears of fixed Cumulative Preference Dividend payable thereon whether earned or declared or not, up to the date of the commencement of the winding up.
- (b) In the repayment to the holders of Preference Shares of the amounts paid up on such shares.
- (c) In the repayment to the holders of Ordinary Shares of the amounts paid up on such shares.
- (d) The residue shall be divided amongst the holders of all the shares (other than Redeemable Preference Shares) in the Company in proportion to the amounts paid up thereon. The holders of Redeemable Preference Shares shall not be entitled to participate in the distribution of any residue remaining after the payment to them of the amounts specified in Clauses (a) and (b) of this Article.

INDEMNITY

46. Regulation 136 of Table A shall apply.

We certify that the Articles of Association
were printed by the stencil duplicating
process

J. Knowles
J. Knowles.

} Subscribers

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

John Knowles
13 Ash Street
Middleton
Lancashire
2/10/68

Marjorie Knowles,
13 Ash Street,
Middleton,
Lancashire.
Secretary.

Dated the 2nd day of February 1968
Witness to the above Signatures -

George Alan Riley Lomax
70/76 Blackburn Street,
Radclyffe,
Manchester
Chartered Accountant



CERTIFICATE OF INCORPORATION

No. 928494

I hereby certify that

J. KNOWLES (HEATING) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 8th March, 1968.


Assistant Registrar of Companies

C.173

Company No. 928494 .

131

THE COMPANIES ACTS 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

J. KNOWLES (HEATING) LIMITED

At an Extraordinary General Meeting of the above named Company held at Headland House New Coventry Road Sheldon Birmingham West Midlands on Wednesday 28th May, 1980 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the following be and hereby are adopted as new Articles of Association of the Company in place of its present Articles of Association:-

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 shall, except where the same are excluded or varied by or are inconsistent with these Articles apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.
2. The following shall have effect as additional regulations:-

The shares in the initial and any increased capital shall be under the control of the Directors who may classify, allot or dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.
3. Regulation 22 in Part I of Table A shall apply with the words "and transferee" deleted.



4. Regulation 75 in Part I of Table A shall not apply, and the following shall be substituted therefor:-

The number of Directors shall be not less than two.

5. The proviso to Regulation 79 in Part I of Table A shall not apply.

6. Regulation 84 (2) in Part I of Table A shall not apply, and the following shall be substituted therefor:-

(2) A Director may vote, and may be counted in the quorum present, at the relevant meeting of the Directors in respect of any contract or arrangement in which he is interested, provided that he shall previously have disclosed the nature of that interest in accordance with Regulation 84 (1) in Part I of Table A and that the other Directors present at such meeting shall not have resolved to the contrary.

7. Regulation 86 in Part I of Table A from "and every director present" to the end shall not apply.

8. Regulation 87 of Part I of Table A shall not apply. The following regulation shall apply in its place:-

The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person.

9. The following regulations and parts of regulations in Part I of Table A shall not apply:-

Regulations 89, 90, 91, 92, 93 and 94; Regulation 95 from "but so that" to the end; Regulation 97 "A person appointed" to the end.

The following regulation shall apply in their place:-

The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Directors so appointed, or elected in accordance with Regulation 95 or appointed under Regulation 97 in Part I of Table A, shall hold office until removed from or vacating office as provided in these regulations. Directors shall not retire from office by rotation.

10. In Regulation 97 of Part I of Table A the words "the powers of the directors under regulation 95" shall be replaced by the words "any other powers of appointment of directors under these regulations".

11. The following shall be added to the end of Regulation 99 in Part I of Table A:-

, except that one shall, if there are no other Directors present in the United Kingdom or capable of acting at the relevant time, (but without prejudice to the powers of the Directors under this regulation to fix the quorum) suffice as the quorum for a meeting of the Directors for the purpose of approving the registration of any transfer of any share.

12. In Regulation 107 of Part I of Table A the last sentence shall not apply, and the following shall be added, in substitution therefor, at the end of the preceding sentence:-

", which shall in any event be automatically determined if the managing director cease from any cause to be a director."



Chairman of Meeting
representing GLYNWED TUBES & FITTINGS LIMITED

Director

Company No. 928494

THE COMPANIES ACTS 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

J. KNOWLES (HEATING) LIMITED

(Adopted by Special Resolution of the Company passed 28th May 1980)

That the following be and hereby are adopted as new Articles of Association of the Company in place of its present Articles of Association:-

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 shall, except where the same are excluded or varied by or are inconsistent with these Articles apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

2. The following shall have effect as additional regulations:-

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

3. Regulation 22 in Part I of Table A shall apply with the words "and transferee" deleted.



4. Regulation 75 in Part I of Table A shall not apply, and the following shall be substituted therefor:-

The number of Directors shall be not less than two.

5. The proviso to Regulation 79 in Part I of Table A shall not apply.
6. Regulation 84 (2) in Part I of Table A shall not apply, and the following shall be substituted therefor:-

(2) A Director may vote, and may be counted in the quorum present, at the relevant meeting of the Directors in respect of any contract or arrangement in which he is interested, provided that he shall previously have disclosed the nature of that interest in accordance with Regulation 84 (1) in Part I of Table A and that the other Directors present at such meeting shall not have resolved to the contrary.

7. Regulation 86 in Part I of Table A from "and every director present" to the end shall not apply.
8. Regulation 87 of Part I of Table A shall not apply. The following regulation shall apply in its place:-

The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person.

9. The following regulations and parts of regulations in Part I of Table A shall not apply:-

Regulations 89, 90, 91, 92, 93 and 94; Regulation 95 from "but so that" to the end; Regulation 97 "A person appointed" to the end.

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5
The following regulation shall apply in their place:-

The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Directors so appointed, or elected in accordance with Regulation 95 or appointed under Regulation 97 in Part I of Table A, shall hold office until removed from or vacating office as provided in these regulations. Directors shall not retire from office by rotation.

10. In Regulation 97 of Part I of Table A the words "the powers of the directors under regulation 95" shall be replaced by the words "any other powers of appointment of directors under these regulations".

11. The following shall be added to the end of Regulation 99 in Part I of Table A:-

, except that one shall, if there are no other Directors present in the United Kingdom or capable of acting at the relevant time, (but without prejudice to the powers of the Directors under this regulation to fix the quorum) suffice as the quorum for a meeting of the Directors for the purpose of approving the registration of any transfer of any share.

12. In Regulation 107 of Part I of Table A the last sentence shall not apply, and the following shall be added, in substitution therefor, at the end of the preceding sentence:-

", which shall in any event be automatically determined if the managing director cease from any cause to be a director."

Company No. 928494 ✓

1.42



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

J. KNOWLES (HEATING) LIMITED

At an Extraordinary General Meeting convened and held at Headland House New Coventry Road Sheldon Birmingham on 21st June 1982 the following Resolutions were duly passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

Resolution No. 1

That the name of the Company be changed to:

GLYNWED TRUSTEES (1970) LIMITED



Resolution No. 2

That the regulations contained in the printed document submitted to the meeting and for the purposes of identification signed by the Chairman hereof, be approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum.

Resolution No. 3

That the regulations contained in the printed document submitted to the meeting and for the purposes of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

Resolution No. 4

That the Directors be empowered under Section 14 of the Companies Act 1980 to allot one Ordinary Share of £1 nominal value in the company to Glynwed International Public Limited Company within one month of the date of the passing of this resolution and that the Directors are empowered, during such period, pursuant to Section 18 of the Companies Act 1980 to allot such share as if Section 17(1) of the Companies Act 1980 did not apply to such allotment.

Chairman of the Meeting..... *C. B. Smith*



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

GLYNWED TRUSTEES (1970) LIMITED

(As adopted by Special Resolution dated 21st June 1982)

1. The name of the Company is Glynwed Trustees (1970) 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 act as agent, nominee, or trustee solely or jointly for any person or persons, firm, company, corporation, public body or authority.
 - (2) To acquire and hold either for itself or as agent nominee or trustee of any person or persons, firm, company corporation, public body or authority and generally to sell, exchange or otherwise, dispose of, manage, develop deal with, and turn to account, real and personal property of all kinds whatsoever and any interest therein, and in particular (without prejudice to the generality of the foregoing) shares, stocks, debentures, securities, policies, choses in action, land, mortgages, charges and annuities.

* By Special Resolution dated 21st June 1982 the name of the company was changed to Glynwed Trustees (1970) Limited from J. Knowles (Heating) Limited



- (3) To act as executor or administrator and as trustee and to undertake and execute trusts of all kinds, whether public or private, including religious or charitable trusts and either gratuitously or for reward and generally to carry on what is usually known as trustee and executor business and to undertake any trusts the undertaking whereof may seem desirable.
- (4) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value or or render more profitable any of the Company's business or property.
- (5) To acquire for any estate or interest and to take options over, construct and develop any property real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company.
- (6) To sell, exchange, mortgage, let on rent, 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.

- J
- (7) To act as secretaries, managers, registrars or transfer agents for any other company.
 - (8) To do all or any of the things or 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.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraph of this clause shall not except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
--	---

Jack Knowles,
13 Ash Street,
Middleton,
Lancashire.

Master Plumber

One

Marjorie Knowles,
13 Ash Street,
Middleton,
Lancashire.

Secretary

One

Dated the 2nd day of February 1968

Witness to the above signatures:-

George Alan Riley Lomax,
70/76 Blackburn Street,
Radcliffe,
Manchester.

Chartered Accountant

Chairman of the Meeting..... *C. Sumner* G.D.

Signed for identification as the document referred to in Resolution No. 2 passed at the Extraordinary General Meeting of the Company held on 21st June, 1982.

THE COMPANIES ACTS 1948-1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

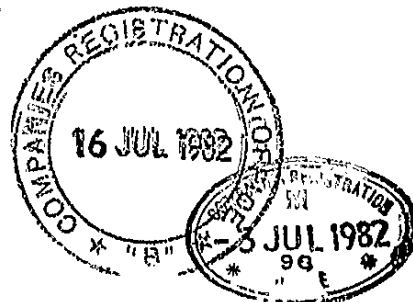
GLYNWED TRUSTEES (1970) LIMITED
(As adopted by Special Resolution dated 21st June 1982)

TABLE "A"

1. The Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (hereinafter called "the Act"), as amended by statute prior to the date of adoption of these Articles of Association, shall except where the same are excluded or varied by or inconsistent with these Articles of Association apply to the Company.
2. Regulation 22 in Part I of Table A shall apply with the words "and transferee" deleted.
3. The following shall have effect as an additional regulation:-

The shares in the initial and any increased capital shall be under the control of the Directors who may classify, allot or dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.
4. Regulation 24 in Part I of Table A shall not apply, and the following shall be substituted therefor:-

The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
5. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.



6. Regulation 75 in Part I of Table A shall not apply, and the following shall be substituted therefor:-

The number of Directors shall be not less than two.

7. The proviso to Regulation 79 in Part I of Table A shall not apply.

8. Regulation 84 (2) in Part I of Table A shall not apply, and the following shall be substituted therefor:-

- (2) A Director may vote, and may be counted in the quorum present, at the relevant meeting of the Directors in respect of any contract or arrangement in which he is interested, provided that he shall previously have disclosed the nature of that interest in accordance with Regulation 84 (1) in Part I of Table A and that the other Directors present at such meeting shall not have resolved to the contrary.

9. Regulation 86 in Part I of Table A from "and every director present" to the end shall not apply.

10. Regulation 87 of Part I of Table A shall not apply. The following regulation shall apply in its place.

The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person.

11. The following regulations and parts of regulations in Part I of Table A shall not apply:-

Regulations 89, 90, 91, 92, 93 and 94; Regulation 95 from "but so that" to the end; Regulation 97 "A person appointed" to the end.

The following regulation shall apply in their place:-

The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Directors so appointed, or elected in accordance with Regulation 95 or appointed under Regulation 97 in Part I of Table A, shall hold office until removed from or vacating office as provided in these regulations. Directors shall not retire from office by rotation.

12. In Regulation 97 of Part I of Table A the words "the powers of the directors under regulation 95" shall be replaced by the words "any other powers of appointment of directors under these regulations".
13. The following shall be added to the end of Regulation 99 in Part I of Table A:-

, except that one shall, if there are no other Directors present in the United Kingdom or capable of acting at the relevant time, (but without prejudice to the powers of the Directors under this regulation to fix the quorum) suffice as the quorum for a meeting of the Directors for the purpose of approving the registration of any transfer of any share.

14. In Regulation 107 of Part I of Table A the last sentence shall not apply, and the following shall be added, in substitution therefor, at the end of the preceding sentence:-

" , which shall in any event be automatically determined if the managing director cease from any cause to be a director".

15. Regulation 110 contained in Part I of Table "A" shall apply with the addition of the words "or joint secretaries" after the words "The Secretary"

16. Save and except as far as the provisions of this Article shall be avoided by any provision of the Act, the Directors, Auditors and other officers for the time being of the Company, and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and every one of them, and every one of their executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody or for the insufficiency of or any deficiency in any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, except where the same shall happen by or through their own wilful neglect or default respectively.


Chairman of the Meeting.....

Signed for identification as the document referred to in Resolution No. 3 passed at the Extraordinary General Meeting of the company held on 21st June, 1982.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 928494

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I hereby certify that

J. KNOWLES (HEATING) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

GLYNWED TRUSTEES (1970) LIMITED

Given under my hand at Cardiff the

2ND SEPTEMBER 1982

A handwritten signature in black ink, appearing to read 'A. V. Jones'.

Assistant Registrar of Companies

COMPANY NO. 928494

48
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GLYNWED TRUSTEES (1970)

LIMITED

At an Extraordinary General Meeting convened and held :
at Headland House, New Coventry Road, Sheldon, Birmingham B26 3AZ
on 6th June 1984

the following Resolution was duly passed as a Special Resolution
of the Company.

SPECIAL RESOLUTION

That the regulations set forth in the printed document produced
to this meeting, and for the purpose of identification signed by
the Chairman, hereof, be approved and adopted as the Articles of
Association of the Company, in substitution for, and to the exclusion
of, all the existing Articles thereof.

.....
Chairman of the Meeting



Company No 928494

THE COMPANIES ACTS 1948 - 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GLYNWED TRUSTEES (1970)

LIMITED

(Adopted by Special Resolution of the Company passed on 6th June 1984)

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called Table A) shall apply to the company save in so far 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.
2. The following shall have effect as an additional regulation:-

The shares in the initial and any increased capital shall be under the control of the Directors who may classify, allot or dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.
3. The lien conferred by Regulation 11 in Table A shall attach also to fully paid-up shares and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the company. Regulation 11 in Table A shall be modified accordingly.



4. Regulation 22 of Table A shall apply with the words "and transferee" deleted.
5. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Regulation 24 in Table A shall not apply to the company.
6. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

Regulation 73A in Table A shall not apply to the company.

7. Regulation 75 of Table A shall not apply, and the following shall be substituted therefor:-

The number of Directors shall be not less than two.

8. The proviso to Regulation 79 of Table A shall not apply.

9. Regulation 84 (2) of Table A shall not apply, and the following shall be substituted therefor:-

(2) A Director may vote, and may be counted in the quorum present, at the relevant meeting of the Directors in respect of any contract or arrangement in which he is interested, provided that he shall previously have disclosed the nature of that interest in accordance with Regulation 84 (1) of Table A and that the other Directors present at such meeting shall not have resolved to the contrary.

10. Regulation 86 of Table A from "and every director present" to the end shall not apply.

11. Regulation 87 of Table A shall not apply. The following regulation shall apply in its place:-

The Directors may pay and agree to pay gratuities, pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person.

12. Regulation 88 in Table A shall be read and construed as if the words 'becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs' were substituted for the words 'becomes of unsound mind'.

13. The following regulations and parts of regulations of Table A shall not apply:-

Regulations 89, 90, 91, 92, 93 and 94; Regulation 95 from "but so that" to the end; Regulation 97 "A person appointed" to the end.

The following regulation shall apply in their place:-

The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Directors so appointed, or elected in accordance with Regulation 95 or appointed under Regulation 97 of Table A, shall hold office until removed from or vacating office as provided in these regulations. Directors shall not retire from office by rotation.

14. In Regulation 97 of Table A the words "the powers of the directors under regulation 95" shall be replaced by the words "any other powers of appointment of directors under these regulations".

15. The following shall be added to the end of Regulation 99 of Table A:-

, except that one shall, if there are no other Directors present in the United Kingdom or capable of acting at the relevant time (but without prejudice to the powers of the Directors under this regulation to fix the quorum) suffice as the quorum for a meeting of the Directors for the purpose of approving the registration of any transfer of any share.

16. Regulation 106 of Table A shall not apply. The following regulation shall apply in its place:-

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.

17. In Regulation 107 of Table A the last sentence shall not apply, and the following shall be added, in substitution therefor, at the end of the preceding sentence:-

", which shall in any event be automatically determined if the managing director cease from any cause to be a director".

18. Regulation 110 contained in Table A shall apply with the addition of the words "or joint secretaries" after the words "The Secretary".

19. The following shall have effect as an additional regulation:-

The Company may destroy:-

- (a) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;
- (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date such mandate variation cancellation or notification was recorded by the Company;
- (c) any instrument of transfer of shares which has been registered at any time after the expiry of six years from the date of registration; and
- (d) any other document on the basis of which any entry in the Register is made at any time after the expiry of six years from the date an entry in the Register was first made in respect of it;

and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-

- (i) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
- (ii) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled; and
- (iii) references in this Article to the destruction of any document include references to its disposal in any manner.

20. Regulation 136 of Table A shall not apply. The following regulation shall apply in its place:-

Save and except as far as the provisions of this Article shall be avoided by any provision of the Act, the Directors, Auditors and other officers for the time being of the Company, and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and every one of them, and every one of their executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none

of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody or for the insufficiency of or any deficiency in any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, except where the same shall happen by or through their own wilful neglect or default respectively.

Signed for identification as the document referred to in the Special Resolution passed at the Extraordinary General Meeting held on 6 June 1984.

Chairman of the Meeting



Company No. 928494

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

OF

GLYNWED TRUSTEES (1970) LIMITED

At a General Meeting of shareholders duly convened and held at Headland House, New Coventry Road, Sheldon, Birmingham B26 3AZ on Thursday 6th December 1990, the following Resolutions were passed as Elective Resolutions:

1. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
2. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked.
3. That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

.....*J.C. Barber*.....
Chairman of the Meeting

