

NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause



No. OF COMPANY... 604621

(C.F. 41)

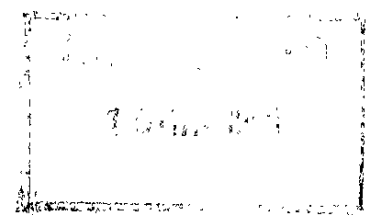
THE COMPANIES ACT, 1948.



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 a Company.

Pursuant to Section 15 (2)
(SEE FOOTNOTE OVERLEAF.)



NAME OF
COMPANY.....SIMPSON & GREGG.....
.....LIMITED.

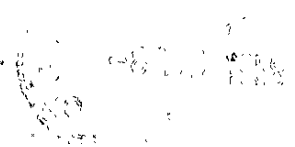
CAT. No. C.F.41.

C311 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



I, THOMAS ALFRED BERTRAM FORSTER

of LLOYDS BANK CHAMBERS, COLLINGWOOD STREET

NEWCASTLE UPON TYNE

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 SIMPSON & GREGG

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 the City and County of Newcastle upon Tyne

the 7th day of Jan

One thousand nine hundred and fifty eight
before me,

[Signature]
A Commissioner for Oaths (b)

[Signature]

This margin to be reserved for binding.

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
Certificate)

604621

[Form No. 25

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933

COMPANY LIMITED BY SHARES

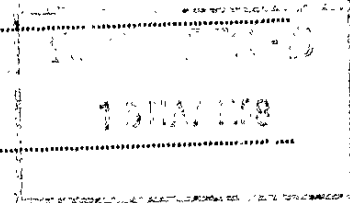


Duty at the rate of 10s. for every £100 must be impressed here.

Statement of the Nominal Capital

OF

SIMPSON & GREGG



LIMITED

Pursuant to Section 112 of The Stamp Act, 1891; as amended by Section 41 of The Finance Act, 1933

The Statement is to be lodged with the Memorandum of Association and other Documents when the Registration of the Company is applied for

11G-E90240

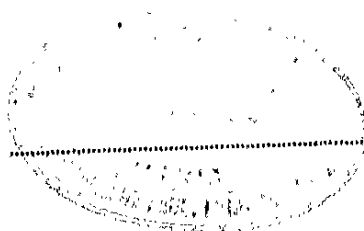
Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by



19 MAY 1938

THE NOMINAL CAPITAL

OF

..... SIMPSON & GREGG

..... LIMITED,

is..... TWO THOUSAND Pounds,

divided into..... TWO THOUSAND Shares

of..... ONE POUND each.

Signature..... *Thos Simpson*

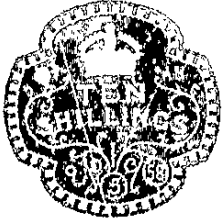
Description..... DIRECTOR

Dated the..... Fifth day

of..... May 19 58

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

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



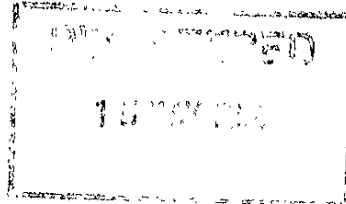
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THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

SIMPSON & GREGG LIMITED

1.—The name of the Company is SIMPSON & GREGG 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 the business of Plumbers and Electricians Heating and Ventilating and Sanitary Engineers and Hardware Merchants in all their respective branches and to carry on the business of Merchants and dealers.

To manufacture buy sell and deal in all kinds of plant and machinery apparatus utensils and commodities articles and things necessary or useful for carrying on any of the said businesses or usually dealt with by persons engaged therein.

- (2) To carry on the business of land house and estate agents auctioneers valuers mortgage brokers builders contractois decorators carpenters joiners gas electric light engineers merchants and dealers in stone concrete (reinforced or otherwise) steel steel sheets lime bricks timber hardware and other building requisites concrete block and slab makers brick and tile manufacturers terra cotta makers job masters mechanical transport contractors carriers by land water or air licensed victuallers and any other trade or business whatsoever which can in the opinion of the Board be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

6705

- (3) To acquire erect build or reconstruct rent or purchase or sell let exchange alienate mortgage charge or otherwise deal with or develop shops dwelling houses flats and maisonettes and any other property real or personal movable or unmovable either absolutely or conditionally and either subject or not to any mortgage ground rent or other rents or encumbrances.
- (4) To acquire by purchase sell exchange or otherwise either for an estate in fee simple or for any less estate whether immediate or reversionary and whether vested or contingent any lands tenements and hereditaments of any tenure whether subject or not to any charges or encumbrances and to hold or to sell let alienate mortgage charge or otherwise deal with or develop all or any of such lands tenements or hereditaments.
- (5) To develop and turn to account any land required by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes constructing altering pulling down decorating maintaining furnishing fitting up and improving buildings and by planting paving draining farming cultivating letting on building lease or building agreement and by advancing money to and entering into contracts and agreements for all kinds with builders tenants and others.
- (6) To purchase for investment or re-sale to traffic and deal in freehold and leasehold ground rents reversions interests annuities or life policies and to make advances upon the security of land shop or house or other property or any interest therein.
- (7) 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.
- (8) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (9) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4.—The liability of the Members is Limited.

5.—The Share Capital of the Company is Two thousand Pounds divided into two thousand Shares of One Pound 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.

NAME

Thomas

(Thomas

4

NUMBER

Joseph

(Joseph

23

NUMBER

Dated this

Witness

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>Thomas Douglas Simpson</i> (THOMAS DOUGLAS SIMPSON) 4, SELWYN AVENUE, WHITLEY BAY. NORTHUMBERLAND. PLUMBER AND HEATING ENGINEER</p>	ONE
<p><i>Joseph Henry Gregg</i> (JOSEPH HENRY GREGG) 23, QUEENS TERRACE, JESMOND. NEWCASTLE - UPON - TYNE PLUMBER AND HEATING ENGINEER</p>	ONE

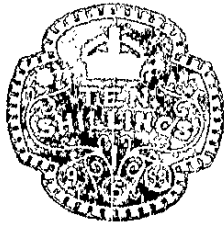
Dated the 3rd day of May, 1958.

Witness to the above Signatures:—

Sydney Moralee
 (SYDNEY MORALEE)
 34, SELWYN AVENUE,
 WHITLEY BAY,
 NORTHUMBERLAND.
 CHARTERED ACCOUNTANT

604621

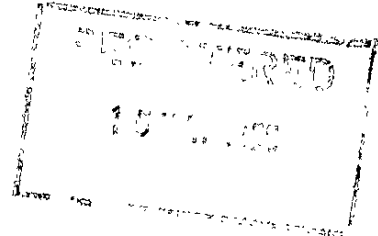
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THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES



Articles of Association

OF

SIMPSON & GREGG LIMITED

PRELIMINARY.

1.—The Company is a Private Company 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 24 53 71 75 77 88 106 107 109 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 provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

4.—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

5.—In regulation II of Table A Part I the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6.—No transfer of any share in the Capital of the Company to any person not already a member of the Company shall be made or registered without the sanction of the Directors, who may without assigning any reason decline to give such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of any Article hereof. The Directors may decline to register any transfer of shares for which the Company has a lien.

Should any dispute arise as to the valuation of any share in the capital of the Company to be transferred then the valuation of the Directors shall be final and binding.

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.—(a) 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 seven.

(b) The first Directors shall be Thomas Douglas Simpson and Joseph Henry Gregg.

(c) The said first Directors shall be permanent Directors and every such permanent Director shall subject to the provisions of Article 12 so long as he continues to be the registered holder or beneficial owner of at least one share in the Company remain a permanent Director of the Company—not subject to retirement or removal under the provisions of regulations 89 to 97 of Table A Part I—until he shall die or elect to retire.

(d) Thomas Douglas Simpson shall be the Chairman and Managing Director of the Company and shall hold office until his death or resignation whichever first shall happen. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors for such period and upon such terms as they think fit and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they think fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions and generally upon such terms as to remuneration and otherwise as they may determine.

(e) A Managing Director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors but he shall be subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he cease to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director.

(f) A Director other than the said permanent Directors need not be a Shareholder in the Company.

(g) If and so long as there is a sole Director he shall have the right and authority to exercise all the powers authorities and discretions expressed by these Articles to be vested in or exercisable by the Directors and these Articles shall be read as modified accordingly.

13.—The words "the Directors of" shall be inserted before the words "the Company" in regulation 78 of Table A Part I.

14.—The proviso to regulation 79 of Table A Part I shall be omitted.

PROCEEDINGS OF DIRECTORS.

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

DISQUALIFICATIONS OF DIRECTORS .

16.—The office of a Director shall be vacated :—

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

17.—Any person may be appointed or elected as a Director whatsoever 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.

ROTATION OF DIRECTORS

18.—The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A Part I.

19.—Without prejudice to the provisions of regulations 96 and 97 of Table A Part I the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

CAPITALISATION OF PROFITS.

20.—All the words in regulation 129 of Table A Part I after the words "providing for the allotment of 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.

21.—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.

22.—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

23.—Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities 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 judgement is given in his favour or in which he is acquitted or in connection with any 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.

Thomas Douglas Simpson

(THOMAS DOUGLAS SIMPSON)

4, SELWYN AVENUE,
WHITNEY BAY.

NORTHUMBERLAND.

PLUMBER AND HEATING ENGINEER.

Joseph Henry Gregg

(JOSEPH HENRY GREGG)

23, QUEENS TERRACE,
JESMOND.

NEWCASTLE-UPON-TYNE

PLUMBER AND HEATING ENGINEER

Dated the 3rd day of May, 1958.

Witness to the above Signatures:—

Sydney Morawek

(SYDNEY MORAWEK)

34, SELWYN AVENUE,
WHITNEY BAY.

NORTHUMBERLAND

CHARTERED ACCOUNTANT

Number of Company ... 604621

Form No. CA 50

THE COMPANIES ACTS 1948 TO 1981

[COPY]

special resolution(s)

156

of

SIMPSON & GREGG

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 22 NORTH RIDGE, WHITLEY BAY,

on the

FIFTH

day of

SEPTEMBER

1985

the following SPECIAL RESOLUTION(S) was/were duly passed:-

"That Clause 3 of the Memorandum of Association of the Company be amended by inserting immediately before sub-clause 3(7) the following new sub-clause:-

"(6A) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature 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, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other person firm or company of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

(6B) To guarantee the obligations of any other person firm or company."



10th October, 1985.

[Signature]
DIRECTOR

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose



Number of Company 604621

Form No. CA 50

THE COMPANIES ACTS 1948 TO 1981

157

[COPY]

special resolution(s)

of SIMPSON & GREGG Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 22 NORTH RIDGE, WHITLEY BAY,

on the FIFTH day of SEPTEMBER 19 85

the following SPECIAL RESOLUTION(S) was/were duly passed:-

"That the Articles of Association be amended by

- (I) deleting from Article 2 the figure "88" and substituting therefor the figures "84(2), 84(3), 84(4), 84(5), 89, 90, 91, 92, 93 and 94"
- (II) deleting from article 12(e) the words "shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of directors but he"
- (III) deleting from Article 19 the last sentence thereof
- (IV) deleting Article 12(b) and substituting therefor the following:
"(b) The directors at the date of adoption of this Article are Joseph Henry Gregg, Mary Gregg, Alan Forster and Peter Gregg".
- (V) deleting from Article 12(c) the words "The said first directors shall be permanent directors and every such permanent Director" and substituting therefor the words "The said Joseph Henry Gregg"
- (VI) deleting Articles 18 and 19 and the preceding words "ROTATION OF DIRECTORS"
- (VII) inserting after Article 15 the following two new Articles
"16(a) The Directors shall not retire by rotation
(b) The Company may from time to time by ordinary resolution increase or reduce the number of directors.

17 A director may vote as a director in regard to any contract arrangement or other proposal whatsoever, in which he is interested or upon any matter arising therefrom, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract arrangement or proposal is under consideration".

(VIII) renumbering Articles 16 and 17 as 18 and 19 respectively.

10th October, 1985.

[Signature]
DIRECTOR

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd for that purpose.



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Jordan & Sons Limited Company Formation and Information Services Ltd. Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE Telephone 01-2533030 Telex 261010

