

1  
Number of any } 664027

Form No. 41

# THE COMPANIES ACT, 1948



A 5s. 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).

Insert the Name of the Company.

FREEMAN ELECTRICAL COMPANY (LONDON)  
LIMITED

R7.

acted by

Ralph Freeson & Co.

223 Regent Street

London, W.1.

15 JUN 1962

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, RALPH FREEMAN

of 223 Regent Street W.I. in the County of  
London.

(a) Here insert:  
"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 Solicitor  
of the Supreme Court engaged in the formation

of          Co.  
FREEMAN ELECTRICAL COMPANY (LONDON)  
         Limited,

400 ✓

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 60 Pall Mall  
in the County of London  
the 15th day of June  
one thousand nine hundred and  
sixty

Ralph Freeman

Before me,

William Jones

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.

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of the Nominal Capital

OF

FREEMAN ELECTRICAL COMPANY (LONDON)

27.  
adp.

LIMITED

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

*NOTE.—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.

Presented by

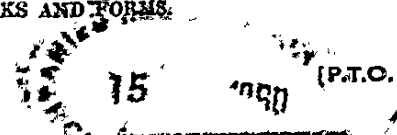
Ralph Freeman & Co.

223 Piccadilly Street,  
London, W.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 22-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



# THE NOMINAL CAPITAL

OF

~~FREEMAN ELECTRICAL COY (LONDON)~~

<sup>R7.</sup>  
FREEMAN ELECTRICAL COMPANY (LONDON) Limited

is £ 5,000. 0.0. , divided into:

5,000 Shares of £1. 0. 0. each

Shares of \_\_\_\_\_ each

\*Signature

Description

Dated the 14th day of June 1960 19\_\_

*\*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.*

**DAMAGED DOCUMENT**



664021  
12/5

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

## Memorandum of Association

— OF —

# FREEMAN ELECTRICAL CO. (LONDON) LIMITED

1 JUN 1960

1. The name of the Company is FREEMAN ELECTRICAL CO. (LONDON) LIMITED. ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:—
  - (a) To carry on business as Electrical Engineers and Contractors, Electricians, Mechanical Engineers and Manufacturers, Distributors and Dealers in electrical equipment, apparatus and goods, and the manufacture, sale or hire of equipment, apparatus or goods to which the application of electricity or any like power or any power that can be used is substitute therefor is or may be useful, convenient or ornamental, and to undertake the construction, maintenance and repair of all electrical equipment, apparatus and goods, and render any services in relation to the use of electricity. ✓
  - (b) To produce generally, distribute and accumulate electricity and electro-motive force or other similar power agency, and to supply the same for production transmission for any use of any light or heating, motion or other power as may be thought advisable and to make experiments in and public exhibitions of electric force and light and electrical machinery and appliances and to buy, sell and let out on hire and hire purchase any electrical equipment, apparatus and goods or any of the property of the company (whether real or personal).
  - (c) To establish and carry on all or any of the trades of general merchants, shippers, transport and commission agents, wharfingers, manufacturers of and dealers in any goods, commodities, substances or articles of any other kind, and to carry on and transact every kind of general and agency business, and to carry on any other business which may in the opinion of the Directors be convenient; carried on by this Company.

671197  
15 JUN 1960  
X

- (d) To manage, lease, grant licences or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property.
- (e) To alter, improve, extend, add to, rebuild, replace or repair any buildings or other property of the Company.
- (f) To erect, construct, lay down, enlarge, alter and maintain any roads, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (g) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (h) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (i) To receive money on deposit or loan upon such terms as the Company may approve.
- (j) To grant pensions, allowances, gratuities and bonuses and make loans to officers and ex-officers of the Company and to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies,

whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.

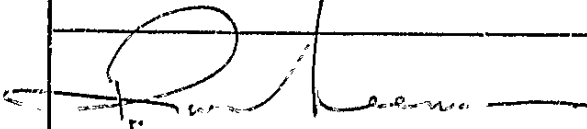
- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (m) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either by cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (o) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (p) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (s) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The Share Capital of the Company is £5,000 divided into 5,000 shares of £1 each, with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege, or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

WE, the several persons whose names and 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 to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber. (In words)
 [Benard Freeman] 5, Edge Hill Avenue, London, N. 2 Electrical Engineer	One
Hope Freeman, 5, Edge Hill Avenue, N 3. Housewife	One.

R.

DATED this 14<sup>th</sup> day of June, 1960

Witness to the above Signatures:—



Permanent House,

223/7 Regent Street,

London, W.1

Solicitor

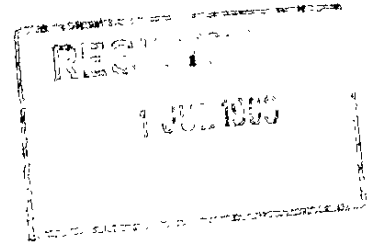
No 664027.

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



## Articles of Association

OF

# FREEMAN ELECTRICAL CO. (LONDON) LIMITED

### PRELIMINARY.

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

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:—24, 53, 58, 60, 75, 77, 79, 84 (2), 84 (4), 89, 90, 91, 92 and 99.

### PRIVATE COMPANY.

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

### SHARES.

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

### LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

### TRANSFER OF SHARES.

6. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew,

niece, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child, or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member (to whom such deceased member may have specifically bequeathed the same) and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustee for the time being of such will. Subject to the above exceptions, the Directors may decline to register any transfer of shares in their absolute and uncontrolled discretion and clause 20 of Table "A" shall be deemed to be modified accordingly.

7. Except for transfers of shares falling within Article 6 hereof every member or other person who intends to transfer shares (hereinafter called "the Vendor") shall give notice to the Board of Directors of his intention. The notice shall constitute the Board his agent for the sale of the said shares to members of the Company at a price to be agreed upon by the Vendor and the Board, or in case of difference, at the price which the Auditor of the Company for the time being shall certify by writing under his hand to be, in his opinion, the fair selling value thereof as between a willing vendor and a willing purchaser.

8. Upon the price being fixed as aforesaid, the Board shall forthwith give notice in writing to all members of the Company of the number and price of the shares to be sold, and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any and, if so, what maximum number, of the said shares.

9. At the expiration of the said twenty-one days, the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata according to the number of shares already held by them respectively; provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made, the Vendor shall be bound, on payment of the said price, to transfer the shares to the purchaser or purchasers, and if he make default in so doing, the Board may receive and give a good discharge for the purchase money on behalf of the Vendor, and enter the name of the purchaser in the register of members as holder by transfer of the said shares purchased by him.

10. In the event of the whole of the said shares not being sold under the foregoing provisions of this Article, the vendor may at any time within six calendar months after the expiration of the said twenty-one days transfer the shares not so sold to any person (subject to Clause 3 of Part II of Table "A").

11. The preceding clauses numbered 7, 8, 9 and 10 may be waived by an Extraordinary Resolution of the shareholders.

### PROCEEDINGS AT GENERAL MEETINGS.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company, the quorum shall be two members personally present and in the aggregate holding or representing by proxy not less than one-tenth of the capital of the Company for the time being issued. Clause 4 Part II of Table "A" shall not apply.

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

### DIRECTORS.

14. The number of Directors may be one and shall not be more than seven.

15. A Director shall not be required to hold a share qualification.

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

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

### PROCEEDINGS OF DIRECTORS.

18. One Director shall constitute the quorum necessary for the transaction of the business of the Directors.

### BORROWING POWERS OF DIRECTORS.

19. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether out-

right or as security for any debt liability or obligations of the Company or of any third party.

#### ALTERNATE DIRECTOR.

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

21. The Directors may in their discretion pay out of the funds of the Company any travelling or other expenses of any Director or Directors including Alternate Directors whilst engaged on the business of the Company or in attending Meetings of Directors or Committee Meetings or other meetings of the Company.

#### INDEMNITY.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*R. Freeman*

[RONALD FREEMAN]

5, Edge Hill Avenue, London, N.3. *21*

Electrical Engineer.

*Hope Freeman*

5, Edge Hill Avenue, N.3.

Housewife

*R.F.* DATED this *16<sup>th</sup>* day of *June* 1960

Witness to the above Signatures:—

*Roger Freeman*

Permanent House,

223/7 Regent Street,

London, W.1

Solicitor

DUPLICATE FOR THE FILE

No. 664027



# Certificate of Incorporation

I Hereby Certify, that

**FREEMAN ELECTRICAL CO. (LONDON) 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 **July** One Thousand Nine Hundred and **Sixty**.

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

Certificate received by

*A. J. Mann*

BUSINESS ECONOMY PRODUCTS LTD.  
COMPANY REGISTRATION SPECIALISTS  
156, STRAND, LONDON, W.C.2.  
TELEPHONE 377-8378