

881669
NO. OF COMPANY



[C.F. 41]

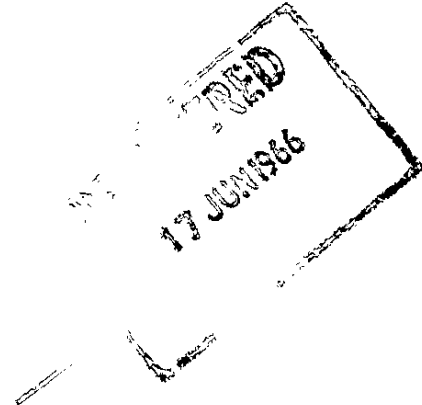
THE COMPANIES ACT, 1948.



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 FOOTING OVERLEAF.)



NAME OF
COMPANY

WILLIAM BOULTON,

LIMITED.

CAT. No. C.F.41.

P133. 53104(19)

SHAW & SONS
LIMITED

Local Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

Heaton Moreton and Ryder,
33/35 Price Street,

23 MAY 1966

I, JOHN JAMES RYDER
of 33/35 Price Street, Burslem in the City of Stoke-on-Trent

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~~]

L JJK

of WILLIAM BOULTON,

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 Burslem in the County of Stafford

the 15th day of May
One thousand nine hundred and sixty-six
before me,

J. J. Ryder

R. J. P. J.
A Commissioner for Oaths (B)

Note.

Section 15 of The Companies Act, 1948.

(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 authorized 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.

(3) Delete words not required.

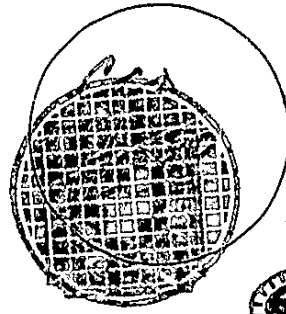
(4) or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

881669 / 2

NO. OF COMPANY.....

COMPANY HAVING A SHARE CAPITAL.
SS FA/469/66
Adjn 710 69/66



Inland Revenue Duty Stamp to be impressed here.



Reduce
ccd to 10/-
14 OCT 1966

NAME OF COMPANY..... WILLIAM BOULTON,

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891.

(Note.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

PAID
17 OCT 1966

The Nominal Capital of the above-named Company is £100,000

Signature D. Jaley

Date 16th May 1966

Description Director Subscriber to the Memorandum and Articles of Association

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

CAT. NO. C.A.23.

W203511 (23)

SHAW & SONS
LIMITED

Lanc Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented for registration by

Heaten Moreton and Ryder,

33/35 Price Street,

Burslem, Stoke-on-Trent.

23 MAY 1966

THIS COPY IS TO BE KEPT BY THE REGISTRAR FOR THE PURPOSES OF THE COMPANIES ACT 1947

GD
10/1 P



Vol 29

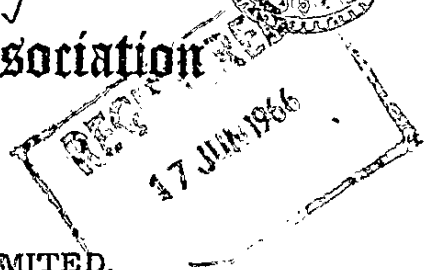
COMPANY LIMITED BY SHARES

881669 / 3

Memorandum of Association

OF

WILLIAM BOULTON, LIMITED.



1. The name of the Company is "WILLIAM BOULTON, LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To acquire the engineering undertaking and business of William Boulton (Holdings) Limited, and the property and liabilities thereof, and to pay for the same in shares.
 - (b) To carry on business as general engineers, precision engineers, mechanical engineers, motor engineers, aeronautical engineers, electrical engineers, constructional engineers, ironmasters, ironfounders, ironworkers, steel makers, blast furnace proprietors, brassfounders, metal makers, refiners and workers, sheet metal workers, metal stampers, metal piercers, die casters, die sinkers, turners, coppersmiths, tinsmiths, ore importers and workers, millwrights, wheelwrights, galvanizers, machinists, oxy-acetylene, electric and spot welders, japanners, annealers, enamellers, cellulose sprayers, electro and chromium platers, polishers, metal finishers, panel heaters, joiners, woodworkers, plastic moulders and workers, ironmongers, hardware dealers, warehousemen, storage contractors, carriers and haulage contractors.
 - (c) To carry on business as manufacturers and repairers of, and dealers in machines and machinery generally, machine parts, machine and other tools, jigs, gears, gauges, moulds, dies, presses, implements, scientific and other instruments, forgings, castings, plates, nails, screws, boilers, engines, motor cars, motor lorries, trucks and other vehicles, motor car bodies, aeroplanes and other aircraft, and accessories and spare parts therefor; engineering equipment, requisites and supplies, ironmongery, hardware, household appliances, fittings, equipment and utensils, wireless goods, plastic goods, and metal goods of every description.
 - (d) To buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery and implements of all kinds.

[Handwritten signature]

[Handwritten initials]

- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.

- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in 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.
- (23) To grant bonuses, gratuities, pensions or charitable aid to employees and ex-employees (including Directors and ex-Directors) of the Company, and the wives, widows, relatives or dependants of such persons.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £100,000, divided into 100,000 Shares of £1 each. ✓

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.	No. of Shares taken by each Subscriber.
<p style="text-align: center;">(E. M. BREWER)</p> <p style="text-align: center;"><u>E. M. Brewer</u></p> <p>38 Abbeys Way Newcastle-under-Lyme, Staffordshire Company Director</p>	<p style="text-align: center;">One</p>
<p>(W. FAWCETT)</p> <p style="text-align: center;">W. Fawcett</p> <p>8 Mansford Place Newcastle-under-Lyme Staffordshire. Company Director</p> <p style="text-align: center;">TOTAL SHARES TAKEN.</p>	<p style="text-align: center;">One</p>

Dated this 11th day of May 1916

Witnesses to the above Signatures:-

J. J. Taylor
Solicitor,

Grove Lane,
Lichfield-on-Trent.

10/2

17/3

The Companies Act, 1948

COMPANY LIMITED BY SHARES



Articles of Association

OF

WILLIAM BOULTON, LIMITED.

PRELIMINARY AND INTERPRETATION.

1. The following shall be the Articles of the Company.
2. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

3. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"Table A" means Part I of Table A of the First Schedule to the Act;



"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

4. The Company is a private company within the meaning of the Act, and accordingly:-

(a) The right to transfer Shares is restricted in the manner hereinafter prescribed;

(b) The number of members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company, provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;

- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise;
- (d) The Company shall not have the power to issue Share Warrants to bearer.

ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

6. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

8. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

9. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

10. (a) The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES.

11. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

12. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

13. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS

14. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

15. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

16. (a) 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 herein otherwise provided,

two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

17. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

18. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

19. 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.

DIRECTORS.

20. Regulations 75 to 78, inclusive, of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

21. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

22. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to

furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

23. (a) A Director may vote and be counted in the quorum at any Meeting of the Directors in respect of any contract or proposed contract or arrangement with the Company whether or not such Director is directly or indirectly interested in any such contract or proposed contract.

(b) Regulations 80 to 83, inclusive, Sections (1), (3), (4) and (5) of Regulation 84, and Regulations 85 to 87, inclusive, of Table A shall apply.

24. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the wife, widow or dependants of any person in respect of services rendered by him to the Company as a Director or in any other office or employment under the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons, and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Any Director may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon any Directors notwithstanding that he is or may be or become interested therein.

DISQUALIFICATION OF DIRECTORS.

25A. The office of Director shall be vacated if the Director:-

- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
- (b) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

25B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS.

26. Regulations 89 to 97, inclusive, of Table A shall apply.

PROCEEDINGS OF DIRECTORS.

27. Regulations 98 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS.

28. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR.

29. Regulations 107 to 109, inclusive, of Table A shall apply.

SECRETARY.

30. Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL.

31. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE.

32. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

33. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

34. Regulations 128 and 129 of Table A shall apply.

AUDIT.

35. Regulation 130 of Table A shall apply.

NOTICES.

36. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

37. Regulation 135 of Table A shall apply.

INDEMNITY.

38. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Em Bunch

38 Abbots Way,
Newcastle-under-Lyme,
Staffordshire,
Company Director.

D. Faler
8 Monford Place,
Newcastle-under-Lyme,
Staffordshire
Company Director

Dated this 16th day of May 1966

Witness to the above Signatures :-

J. J. Ryder
Solicitor,
Burslem,
Stoke-on-Trent.

DUPLICATE FOR THE FILE.

No. 881669



Certificate of Incorporation

I Hereby Certify that

WILLIAM BULTON, LIMITED

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

Given under my hand at London this **Seventeenth day of June**
One Thousand Nine Hundred and Sixty Six.

Assistant Registrar of Companies.

Certificate received by }

Date