

No. of Company 259295

G.A. 23. [No. 41.]

The Companies Act, 1929.



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

Declaration of Compliance

*with the requirements of the Companies Act, 1929, on application for
Registration of a Company, pursuant to Section 15 (2).*

(See page 2 of this Form.)

Name of Company } **A. W. SINCLAIR & SONS LIMITED.**

**SHAW & SONS
LIMITED,**

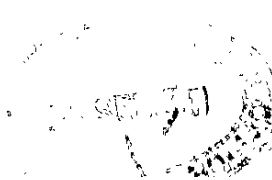
Companies' Publishers, Printers, and Stationers,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by

**REGISTERED
30 SEP 1931**

SHAW & SONS, LTD.
25 SEP 1931
FETTER LANE, LONDON, E.C.4.

29



J. Eric Hill

of Messrs Watts Kitching & Donner,

38 Queen Street,

Scarborough in the County of York.

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent") "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 A. W. Sinclair & Sons.

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

LIMITED, And that all the requirements of the Companies Act, 1929, 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 Scarborough in the

County of York

the 24th day of September

One thousand nine hundred and thirty one

before me,

Russell Richardson
A Commissioner for Oaths (b)

Eric Hill

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

No. of Company

259295
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Form G.A. 24.



A. W. Sinclair & Sons

LIMITED.

Statement of the Nominal Capital

*made pursuant to Sec. 112 of 54 and 55 Vict. ch. 39 (Stamp Act, 1891),
as amended by Sec. 7 of 62 and 63 Vict. ch. 9 (Finance Act, 1899),
and Sec. 39 (Finance Act, 1920). (NOTE.—The Stamp Duty on the
Nominal Capital is One Pound for every £100 or fraction of £100).*

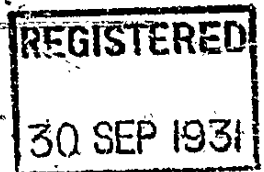
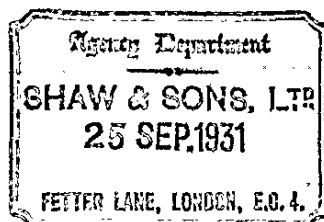
This Statement is to be filed with the Memorandum of Association when the Company is registered.

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for registration by



The Nominal Share Capital

of the A. W. Sinclair & Sons

LIMITED,

is £ 5,000, divided into 5,000 shares of £ 1

each.

Signature A Sinclair

Description Director

Date 24th September 1931.

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

259295

1.

REGISTERED

30 SEP 1931

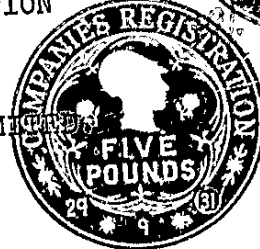
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

A.W.SINCLAIR & SONS LIMITED



1. The name of the Company is "A.W.SINCLAIR & SONS 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 and carry on in particular the business of Builders and Contractors heretofore carried on by Andrew Sinclair and George Alexander Sinclair under the style or firm of "A.W.Sinclair & Sons" at Scarborough in the County of York, and for that purpose enter into an agreement with the said Andrew Sinclair and George Alexander Sinclair in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.

(b) To carry on the business of builders and contractors, government or public works contractors, engineers, general contractors, builders' merchants, property repairers and jobbers, sanitary, gas and hot water engineers, electricians, metal workers, timber merchants, saw mill proprietors and sawyers, carpenters, joiners and wood workers, furniture manufacturers, shop fitters, shop front constructors, painters and decorators, plumbers, whitesmiths, french polishers, wood paving and flooring manufacturers, designers and layers of marble, mosaic and Terazzo paving, manufacturers of artificial stone and reinforced concrete, erectors of fireproof constructions and general concrete workers, paviors, brick and tile manufacturers, cement merchants, manufacturers of and wholesale and retail dealers in building requisites of all kinds, and in sanitary ware, earthenware, fireplaces, chimney pieces, grates, stoves and domestic ironmongery and hardware of every description, manufacturers of, agents for and dealers in wood working and other plant and machinery, merchants and dealers in coal, coke and every kind of natural or artificial fuel, house, land and estate agents, surveyors, auctioneers, valuers, carters, carmen, carriers, haulage contractors, general merchants, traders, warehousemen and agents; and to manufacture, buy, sell, repair and deal in plant, tools, machinery and implements of all kinds necessary or useful for the carrying on of any of the businesses of the Company or likely to be required by any of the customers thereof.

27 SEP 1931

COMPANIES REGISTRATION



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- (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.

4.

- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, 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 grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) 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 £5000, divided into 5000 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.

Andrew Sinclair

74 Sealy Road

Scarborough

in the County of York.

Builder & Contractor

One

George Alexander Sinclair

5 Stepney Drive

Scarborough.

in the County of York

Builder & Contractor

One.

Dated this Twenty fourth day of September 1931

Witness to the above Signatures:-

Eric Hill,
Solicitor

with Messrs. Watts Kitching & Donner,
38 Queen Street,
Scarborough.

259295

6.



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

A.W.SINCLAIR & SONS LIMITED.



REGISTERED
30 SEP 1931

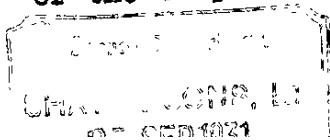
PRELIMINARY.

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

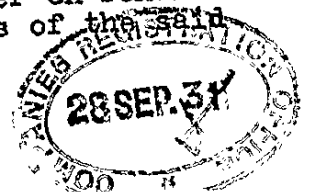
2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:-

- (a) The Company restricts the right to transfer its Shares, both present and future.
- (b) The Company limits the number of its Members (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 that employment, and have continued after determination of that employment, to be Members of the Company), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

3. The Directors of the Company shall at their first Board Meeting after the incorporation of the Company, take into consideration the draft Agreement referred to in the Memorandum of Association, a copy of which has been signed for identification by two of the subscribers of the Company's Memorandum of Association, and shall, if they approve the terms of such Agreement, enter on behalf of the Company into an Agreement in the terms of the said



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draft, but with such modifications (if any) as the Directors may deem necessary or desirable for giving the Company the full benefit of such Agreement. No Member of the Company (either present or future) shall make any objection to the said Agreement, and all Members of the Company, present and future, shall be deemed to have assented to all the terms thereof. No promoter or Director shall be liable to account to the Company for any profit or benefit derived by him under the said Agreement.

INTERPRETATION OF ARTICLES.

4. In these Articles, unless the context otherwise requires:-

"Articles" means Articles of Association of the Company as originally framed or as altered by Special Resolution.

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing and lithography.

Words importing the singular number include the plural, and vice versa.

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

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 required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or 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. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

COMMISSION

7. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

LIEN ON SHARES.

8. Articles 7, 8, 9 and 10 of Table A shall apply, except that in Article 7 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.

CALLS ON SHARES.

9. Articles 11 to 16, inclusive, of Table A shall apply.

TRANSFER AND TRANSMISSION OF SHARES.

10. (a) No Shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with sub-clause (b) hereof.
- (b) If any Member desires to sell or transfer his Shares or any of them, he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The said transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz:- The sum so estimated by the selling Member shall, if approved by the Directors be the fair value, but in the absence of such approval in order to prevent disputes arising, the fair value shall be the Auditors valuation of the current worth of the Company's Shares to be made by him in writing at the request of the Directors.
- (c) When the fair value of the said Shares has been fixed under the provisions of Sub-clause (b) hereof the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he

is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given notice to purchase the same, and as 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 maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

- (d) If the Directors shall be unable within three months after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.
- (e) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.
- (f) Where under sub-clause (b) hereof the Auditor shall be an interested party to the valuation of the current worth of the Company's Shares the fair value thereof shall at the request of the Directors or the Auditor be ascertained by an independent person agreed upon by the Directors and the Auditor.

FORM AND EFFECT OF TRANSFER.

11. Articles 17 to 22, inclusive, of Table A shall apply, except that in Article 19 of Table A the words "not being fully paid Shares" shall be omitted.

12. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

FORFEITURE OF SHARES.

13. Articles 23 to 29, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

14. Articles 34 to 38, inclusive, of Table A shall apply.

GENERAL MEETINGS.

15. Articles 39, 40 and 41 of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

16. Articles 42 and 43 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETING.

17. 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 in Article 46 of Table A is otherwise provided two Members personally present and holding or representing by proxy not less than one-twentieth of the issued Share Capital of the Company, shall be a quorum.

18. Articles 44, 46, 47, 48, 49, 51, 52 and 53, of Table A shall also apply.

RESOLUTIONS AT GENERAL MEETINGS.

19. 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, and, unless a poll is 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 of 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, that Resolution.

DEMAND OF A POLL.

20. Any one or more Members present and entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid up Capital of the Company, shall be entitled to demand a poll.

VOTES OF MEMBERS.

21. (a) Articles 54 to 62, inclusive, of Table A shall

apply, except that in Article 59 of Table A the words "A proxy need not be a Member of the Company" shall be omitted.

(b) No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he has been appointed to act at that Meeting as proxy for a Corporation.

CORPORATIONS ACTING BY REPRESENTATIVES.

22. Article 63 of Table A shall apply.

DIRECTORS.

23. (a) The number of the Directors of the Company shall not be less than 2 nor more than 4.

(b) The first Directors of the Company shall be Andrew Sinclair and George Alexander Sinclair.

(c) Subject to the provisions of Article 28 the said Andrew Sinclair so long as he continues to be the beneficial owner of 1 Share in the Company, and the said George Alexander Sinclair so long as he continues to be the beneficial owner of 1 Share in the Company, shall remain Directors of the Company - not subject to retirement or removal under the provisions of Articles 73 to 77 and Article 80 of Table A - until they shall die or elect to retire.

DIRECTORS QUALIFICATION AND REMUNERATION.

24. The qualification of a Director shall be the holding of at least one Share in the Company. A Director may act before acquiring his qualification, but it shall be his duty to acquire his said qualification within two calendar months after his appointment. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

POWERS AND DUTIES OF DIRECTORS.

25. Articles 67, 68 and 70, of Table A shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

26. 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 and 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 and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

THE SEAL.

27. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and in the presence of at least one Director and of the Secretary or such other person as the Directors may appoint for the purpose; and that Director and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATIONS OF DIRECTORS.

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

- (a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors; or
- (c) Becomes prohibited from being a Director by reason of any order made under Sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Be convicted of an indictable offence; or
- (f) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

29. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

30. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of

his interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. Save as hereinafter provided no Director so interested, concerned or participating or entitled so to participate as aforesaid shall vote in respect of any such contract or arrangement, and if he does so vote, his vote shall not be taken into account. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. Provided that the restriction in this Article as to voting shall not apply to the Agreement referred to in Article 3 nor to any agreement for indemnifying a Director against past, present or future liabilities assumed by him for the benefit of or on behalf of the Company, nor to the allotment of Shares or Debentures to a Director.

ROTATION OF DIRECTORS.

31. Articles 73 to 80, inclusive, of Table A shall apply unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

32. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

33. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

34. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

DIVIDENDS AND RESERVE.

35. Articles 89 to 96, inclusive, of Table A shall apply.

ACCOUNTS.

36. Articles 97 to 100, inclusive, of Table A shall apply.

37. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors Report shall, not less than seven days before the date of the Meeting, be kept at the Registered Office of the Company for

inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

AUDIT.

38. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

NOTICES.

39. Articles 103, 105, 106 and 107 of Table A shall apply.

40. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

41. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

WINDING UP.

42. On a winding up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding up shall be applied (1) in paying back to the Members of the Company the amount of their paid up Capital in the order (if any) prescribed by the Company's Memorandum and Articles and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the Capital held by them respectively. If the assets shall be insufficient to repay the paid up Capital in full the loss shall be borne by the Members in proportion to the nominal Capital held by them respectively.

43. If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidator with the like sanction, shall think fit. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Andrew Suelai
74 Scalby Road
Scarborough
in the County of York.
Builder Contractor.

George Alexander Suelai
5 Stepney Drive
Scarborough
in the County of York
Builder & Contractor

Dated this Twenty fourth day of September 1931

Witness to the above Signatures:-

Eric Hill,
Solicitor

with Messrs. Walter Kitching & Donner,
38 Queen Street,
Scarborough.

DUPLICATE FOR THE FILE.

No. 259295



Certificate of Incorporation

I Hereby Certify,

That

A. W. SINCLAIR & SONS LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

(Given under my hand at London this thirtieth day of September One

Thousand Nine Hundred and thirty-one.

ASSISTANT Registrar of Companies.

Certificate received by

*W. H. Keane for A. W. Sinclair & Sons Ltd
4 Fetter Lane*

Date

30/9/31

Number of Company 259295/32.

Form No. 16. (Copyright)

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



(COPY)

Special Resolution

(Pursuant to The Companies Act, 1948, Section 141 [and any other Section of the Act under which the Special Resolution is passed*])

OF

A.W. SINCLAIR & SONS.

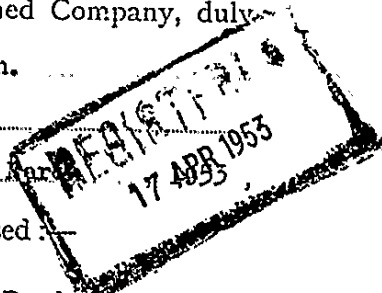
LIMITED

Passed the Twentyeighth day of March, 1953.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Nine Alma Square, Scarborough.

in the County of York, on the 28th day of March

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



[Here set out the exact words of the Special Resolution or Resolutions as passed.]

That the Articles of Association be altered by substituting the following for Article 21 and the heading thereto:-

DIRECTORS REMUNERATION

That the remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.



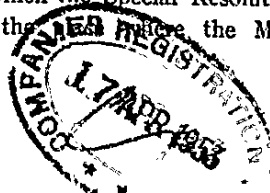
A. W. SINCLAIR & SONS, LTD.

Chas. Bentley DIRECTOR

[P.T.O.]

* Where this Form is returned to JORDAN & SONS, LIMITED, to be printed, they will fill in the correct references to the Sections under which the Special Resolution was passed.

† Here insert the full address of the place where the Meeting was held at which the Resolution was passed.



2721

Number of Company } 252295 / 38

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



(COPY)

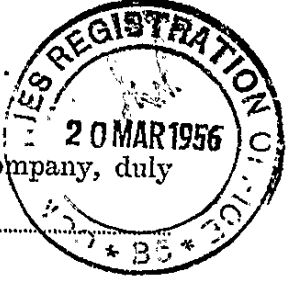
Special Resolution

(Pursuant to The Companies Act, 1948, Section 141 (and any other Section of the Act under which the Special Resolution is passed*)) OF

A.J. SINCLAIR AND SONS LIMITED



Passed the 15th day of March, 1956



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 80, Commercial Street, Scarborough

in the County of York, on the 15th day of March, 1956, the following SPECIAL RESOLUTION(S) was duly passed:—

[Here set out the exact words of the Special Resolution or Resolutions as passed.]

That the Articles of Association be altered by substituting the following for Article 28 (a).

The number of the Directors of the Company shall not be less than 2 nor more than 7.

(Signature)

Chas. Bunting

Director and Secretary.

246

* Where this Form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Special Resolution was passed.

† Here insert the full address of the place where the Meeting was held at which the Resolution was passed.

1299 / 59



THE COMPANIES ACT, 1948

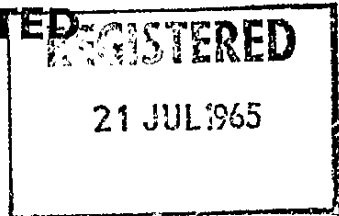


COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

A. W. SINCLAIR & SONS LIMITED



Passed on the 31st day of March, 1965

At the Extraordinary General Meeting of the above-named Company duly convened and held at 9 Alma Square, Scarborough, Yorkshire on Wednesday the 31st March, 1965 the following Special Resolutions were duly passed:—

RESOLUTIONS

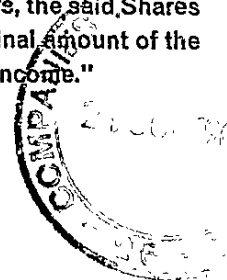
1. That the following new Article be added to the Company's Articles of Association:—

CAPITALISATION OF PROFITS

- 44. Clauses 128 and 129 in Part 1 of Table "A" of the Companies Act, 1948 shall apply to the Company.
- 2. That the nominal capital of the Company be increased to £24,000 by the creation of 19,000 additional Ordinary Shares of £1 each.
- 3. That the sum of £20,000 part of the amount standing to the credit of the Profit and Loss Account of the Company be capitalised and applied in paying up in full 20,000 Ordinary Shares of £1 each of the Company which shares shall be allotted and distributed credited as fully paid up to and amongst the persons who were on the 1st March, 1965 the holders of the Ordinary Shares of the Company (or their nominees) pro rata according to the number of Ordinary Shares then held by such holders, the said Shares so credited being treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such Shareholders and not as income."

J. H. SINCLAIR,

Director



I certify that the above resolutions were duly passed on 31 March 1965 A. W. Sinclair

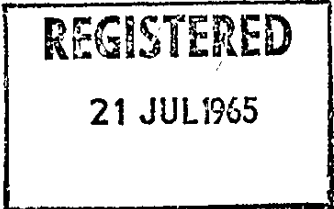
NO. OF COMPANY 259295 / 60

[G.F. 10]

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.



NAME OF COMPANY A. W. Sinclair and Sons

LIMITED.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. G.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registrar's Agents.

S373 (6) 5

Presented by

Jackson Vayns & Co.
Nine Alma Square,
Scarborough



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

A. W. Sinclair and Sons
..... LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) Special Resolution of the Company dated the
31st day of March 1965, the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 19,000 beyond the registered Capital of £ 5,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
19,000	Ordinary	£ 1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.),
subject to which the new Shares have been, or are to be, issued, are as follows:—

To rank pari-passu with the already existing shares

None of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature) A. W. Sinclair

(State whether Director, or Secretary) Director

Dated the 29th day of April 1965.

- (a) "Ordinary," "Extraordinary" or "Special"
(b) Delete as appropriate.

NO. OF COMPANY 259295 / 61

COMPANY HAVING A SHARE CAPITAL.

NAME OF

COMPANY A. W. Sinclair and Sons

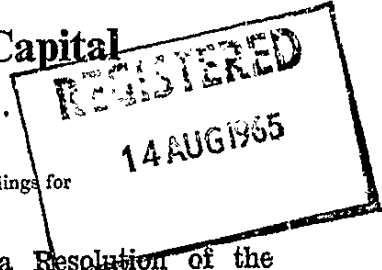
Inland Revenue Duty Stamp to be impressed here.



Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

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



The Nominal Capital of the above-named Company has by a Resolution of the Company dated 31st March 1965 been increased by the addition thereto of the sum of £ 19,000 beyond the Registered Capital of £ 5,000

Signature.....

[Handwritten Signature]

Date 29th April 1965

Description Director



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1945, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.25.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

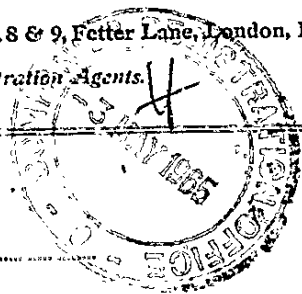
S2601 (n)

Presented for registration by

Jackson Vayns & Co.

Nine Alma Square,

Scarborough



2421

No. of Company: 259295 / 88

form No. C.A. 51

THE COMPANIES ACTS 1948 TO 1967

(COPY)

SPECIAL

resolution (1)

pursuant to section 141 of the Companies Act 1948

of
A. W. SINCLAIR & SONS Limited

Passed the day of 19... ..

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 32, Stepney Grove, Scarborough

on the 13th day of April 19.76..

the following (1) SPECIAL RESOLUTION was duly passed:-

(2)

That the Articles of Association of the Company be and the same are hereby altered as follows:-

(i) By deleting the figure "7" in Article 23 and substituting therefore the figure "10".

(ii) By deleting the first two sentences of Article 24 and substituting therefore the following new sentences:-

24. "The Directors of the Company shall not be required to hold Share qualification but shall nevertheless be entitled to attend and speak at any Meeting of the Company."

(iii) By deleting Sub-Clause (a) of Article 28 and renumbering the remaining Sub-Clauses as Sub-Clauses (a) to (e).

J. H. Sinclair
J. H. SINCLAIR
CHAIRMAN



NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.

Number of Company: 259295

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THE COMPANIES ACTS 1948 to 1967

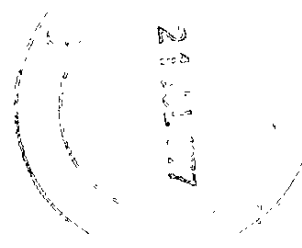
Company Limited by Shares

(COPY)

SPECIAL RESOLUTION

of

A.W. Sinclair & Sons Ltd.



Main obj to be altered

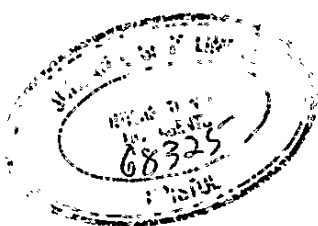
Passed the 12th day of January 1977

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 12th day of January 1977, the following SPECIAL RESOLUTIONS were duly passed:-

1. That the provisions of the Memorandum of Association with respect to its Objects be and the same are hereby altered by deleting Clause 3 of the said Memorandum and by substituting therefor the new Clause, a copy whereof has been submitted to this meeting and for the purpose of identification subscribed by the Chairman.

2. That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Regulations thereof.

A.W. Sinclair
CHAIRMAN.



13

[Handwritten signature]

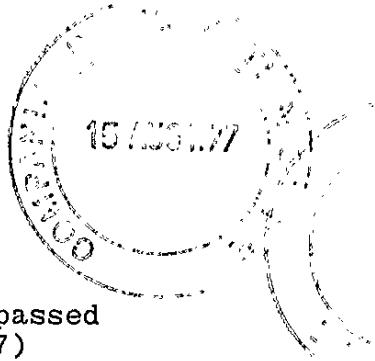
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

A.W.SINCLAIR & SONS LIMITED

(Adopted by Special Resolution passed on the 12th day of January, 1977)



24/01/77

PRELIMINARY

1. The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (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 and varied) and the Articles hereinafter contained shall be the regulations of the Company.

DIRECTORS

2. (a) Clause 75 in Part I of Table A shall not apply to the Company.

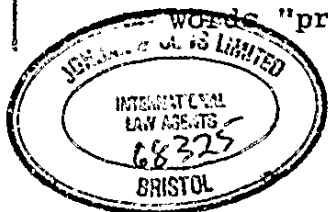
(b) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than ^{TWO} nor more than ^{TEN}. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

SHARES

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares and to all Shares 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.

5. Clause 15 in Part I of Table A shall be read and construed as if there were omitted from such Clause the words "provided that no Call shall exceed one-fourth of



the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call".

6. A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Part I of Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

9. A resolution in writing pursuant to Clause 5 in Part II of Table A may consist of two or more documents in like form each signed by one or more of the Members in such Clause referred to; and the said Clause 5 shall be modified accordingly.

DIRECTORS

10. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give the Members notice of the age of any Director or person proposed to be so re-appointed or appointed; and Sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

12. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (q) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Part I of Table A shall not apply to the Company.

13. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

14. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to: and the said Clause 106 shall be modified accordingly.

BORROWING POWERS

15. (a) The Directors may exercise all the powers of the Company to borrow money, 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 outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Clause 79 in Part I of Table A shall not apply to the Company.

ACCOUNTS

16. In Clause 126 in Part I of Table A after the words "157 of the Act" shall be added the words "and Sections 16 to 22 inclusive of the Companies Act 1967".

INDEMNITY

17. (a) 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, 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 Companies Act 1948.

(b) Clause 136 in Part I of Table A shall not apply to the Company.

TRANSFER OF SHARES

18. (a) No Share shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) The person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same, and such 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 Member of the Company at the price so fixed or, at the option of the purchaser, at the fair value to be fixed by the Auditor in accordance with Sub-Article (d) of this Article. The transfer notice may include two or more Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(c) If the Company shall within the period of twenty-eight days after being served with the transfer notice find a Member willing to purchase the Share (hereinafter called "the purchaser") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the Share to the purchaser, who shall be bound to complete the purchase within fourteen days from the service of the last-mentioned notice.

(d) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a Share the Auditor 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 Arbitration Act, 1950, shall not apply.

(e) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf and may authorise some person to execute a transfer of the Share in favour of the purchaser, who shall thereupon be registered as the holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(f) If the Company shall not within the period of twenty-eight days after being served with the transfer notice find a Member willing to purchase the Shares and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, (subject to Clause 3 in Part II of Table A), to sell and transfer the Shares, or those not placed, to any person and at any price.

(g) The Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Members (other than the proposing transferor) as nearly as may be in proportion to the existing Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify to the Members that any Member who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have; and if all the Members do not claim their proportions the unclaimed Shares shall be used for satisfying the claims in excess. If any Shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

(h) Whenever any Member of the Company (other than a Director) who is employed by the Company in any capacity is dismissed from such employment or ceases to be employed by the Company, the Directors may at any time within twenty-eight days after his dismissal or his ceasing to be employed resolve that such Member do retire, and thereupon he shall be deemed to have served the Company with a transfer notice pursuant to Sub-Article (b) hereof, and to have specified therein the amount paid up on his Shares as the fair value. Notice of the passing of any such resolution shall be given to the Member affected thereby.

A. W. Sinclair

PROPOSED NEW CLAUSE 3

OF THE

MEMORANDUM OF ASSOCIATION OF

A.W. SINCLAIR & SONS LIMITED

3. The objects for which the Company is established are:-

(a) To carry on the business of builders and contractors, government or public works contractors, engineers, general contractors, builders' merchants, property repairers and jobbers, sanitary, gas and hot water engineers, electricians, metal workers, timber merchants, saw mill proprietors and sawyers, carpenters, joiners and wood workers, furniture manufacturers, shop fitters, shop front constructors, painters and decorators, plumbers, whitesmiths, French polishers, wood paving and flooring manufacturers, designers and layers of marble, mosaic and Terazzo paving, manufacturers of artificial stone and reinforced concrete, erectors of fireproof constructions and general concrete workers, paviors, brick and tile manufacturers, cement merchants, manufacturers of and wholesale and retail dealers in building requisites of all kinds, and in sanitary ware, earthenware, fireplaces, chimney pieces, grates, stoves and domestic ironmongery, and hardware of every description, manufacturers of, agents for and dealers in wood working and other plant and machinery, merchants and dealers in coal, coke and every kind of natural or artificial fuel, house, land and estate agents, surveyors, auctioneers, valuers, carters, carmen, carriers, haulage contractors, general merchants, traders, warehousemen and agents; and to manufacture, buy, sell, repair and deal in plant, tools, machinery and implements of all kinds necessary or useful for the carrying on of any of the businesses of the Company or likely to be required by any of the customers thereof.

A.W. SINCLAIR & SONS LIMITED
68325

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

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

- (n) 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.
- (o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation 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 or other securities of the Company.
- (q) To support and subscribe to any charitable or public object, and to support and subscribe to 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, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants 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 dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

G

COMPANIES FORM No. 225(2)

225(2)

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

259295

Name of company

* insert full name of company

* A W. SINGHANI & SONS LIMITED.

Note Please read notes 1 to 5 overleaf before completing this form

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 7

† delete as appropriate

The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 7 1 9 8 9

If neither of these statements can be completed, the notice cannot be given.

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a [subsidiary][holding company]† of DUIBELL & SON (HOLDINGS) LTD.

_____, company number 78400

the accounting reference date of which is 31 JULY.

If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed 

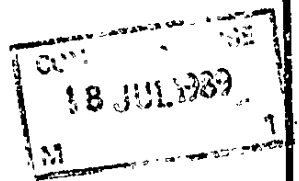
Designation‡ CHAIRMAN

Date 17.7.89.

Presenter's name address and reference (if any):

For official Use General Section

Post room



Notes

- 1 Under section 225(2) of the Companies Act 1985, a company can give notice to the Registrar of Companies specifying a date ("the new accounting reference date") on which an accounting reference period which has already ended is to be treated as coming to an end (or, alternatively, is to be treated as having come to an end) and on which subsequent accounting reference periods are also to be treated as coming, or as having come, to an end. The day and month specified in the notice must be the same for both the accounting reference date and the end of the accounting reference period.
- 2 But, unless the company is subject to an administration order, the notice can be given only by a company which is a subsidiary or holding company of another company, and the new accounting reference period specified must be the same as the accounting reference period of that other company.
- 3 Furthermore, unless the company is subject to an administration order, the notice can be given only within 10 months after the end of one of its accounting reference periods (7 months in the case of a public company).
- 4 The notice can either shorten or extend the previous accounting reference period, but, unless the company is subject to an administration order, an accounting reference period which has already ended cannot be extended to make it longer than **18 months**.
- 5 The date shown in the boxes on the form should be completed in the manner shown below.

Day Month

0	5	0	4
---	---	---	---

Day Month Year

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---