

Number of  
any

924923

20 DEC 1947

# THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

GLYNWED TUBES & STRUCTURES

Insert the  
Name of the  
Company.

LIMITED

Presented by

Document Filer's Reference 67/9683

Wragge & CO. SOLICITORS LAW  
STATIONERS SOCIETY LIMITED  
Windsor House, 3 Temple Row,  
BIRMINGHAM 2  
COMPANY DEPARTMENT

Form No. 41  
(The filing fee is 5s.)

I, DENIS BROMILOW

of Windsor House, 3 Temple Row, Birmingham 2

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Do solemnly and sincerely declare that I am (a) Solicitor of the

Supreme Court engaged in the formation of

of GLYNWED TUBES & STRUCTURES

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 Birmingham  
in the County of Warwick

the 14th day of December  
one thousand nine hundred and sixty-  
seven

D. Bromilow

Before me,  
*Kenneth James*

A Commissioner for Oaths [or Notary Public or Justice of the Peace]

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

number of  
company

924923 / 2

2. 1967

# STATEMENT OF THE NOMINAL CAPITAL

OF

GLYNWED TUBES & STRUCTURES



LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1897, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature Wragge & Co

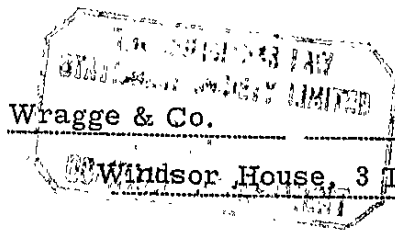
Description Solicitors to the Promoters

Dated the 14th day of December 1967

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

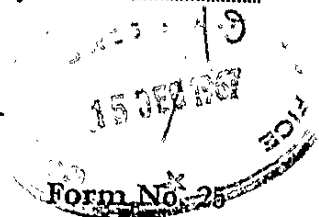
This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by



Wragge & Co.  
Windsor House, 3 Temple Row,  
Birmingham 2

Document Filer's Reference 67/9683



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

20 DEC 1967

THE COMPANIES ACTS 1948 TO 1967

924923

3

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

-of-

GLYNWED TUBES & STRUCTURES LIMITED

1. The name of the Company is "GLYNWED TUBES & STRUCTURES LIMITED"

2. The registered office of the Company will be situate in England.

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

(A) To carry on business as the Tubes and Structures Division of Glynwed Limited a company incorporated on the 5th day of July 1939 under the provisions of the Companies Act 1929

(B) To acquire and carry on as going concerns the businesses of the following subsidiary companies of the said Glynwed Limited namely:

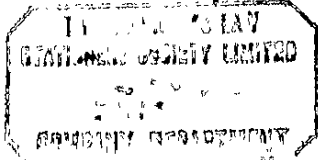
- The Wednesbury Tube Company Limited 174116
- Glynn Bros. Limited 234598
- F. A. Clark & Son Limited 517158
- Steelway Limited 277097
- Coventry Tubes Limited 847376

and all or any part of the businesses of any other subsidiary company for the time being of the said Glynwed Limited.

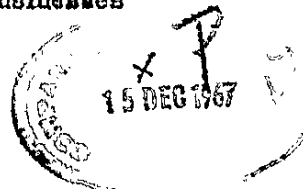
(C) To carry on business as manufacturers of and dealers in all or any of the products or commodities manufactured or dealt with in connection with the aforesaid businesses or any of them or any business for the time being carried on by the said Glynwed Limited or any of its holdings or subsidiary or associated companies for the time being.

(D) To carry on either in connection with all or any of the businesses aforesaid or as distinct and separate businesses all or any of the businesses

*H*



1.



of mechanical and general engineers and manufacturers, repairers, and letters on hire of, and wholesale and retail dealers in, copper tube and fittings, steel and stainless steel tube, and tubes and fittings of every material or description, lead sheet and pipe, stairways, floorways, guard rails, hand rails, fire escapes, staircases and Cat walks, mineral insulated cable and other cable of every description and similar articles and of and in machinery, implements, tools, accessories, hardware and engineering equipment of every kind and of tinsplate, steel and metal workers, steel makers and fabricators, ironfounders, smelters, refiners, welders, electrical, electronic, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods manufacturers, builders' merchants, builders, owners and managers of mills, furnaces, quarries, mines, ships, warehouses, docks, stores, wharves, and of manufacturers, workers, merchants and dealers of and in cake spelter, pig lead, ingot, iron, steel, zinc, lead, copper, brass, tin, metals, ores, alloys, tinsplate, gases, oils, chemicals, manures, lime, cement, rock, clay, concrete, bricks, stone, gravel, coke, minerals, by-products and substances of every description and as haulage and transport contractors and carriers, and to carry on all descriptions of trade or business connected with any of the above mentioned trades, articles or services.

- (E) To carry on any other trade or business which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
- (G) To erect, construct, lay down, enlarge, alter

and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (K) To guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premiums interest and dividends on any securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948, or another subsidiary (as defined by that said Section) of the Company's holding company or otherwise associated with the Company in business.

- (L) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined
- (P) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation,

or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (R) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (S) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (T) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.


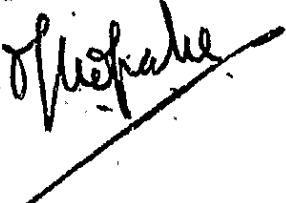
(W) To do all such other things as are incidental or conducive to the above objects or any of them

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each subscriber
354715 GLYNWED LIMITED, Oxford Street, Bilston, Staffordshire, by WILLIAM GEORGE AINGE RUSSELL, Chairman, duly authorised 	Ninety-nine <i>lively nine</i>
174113 THE WEDNESBURY TUBE COMPANY LIMITED, Oxford Street Bilston, Staffordshire, by DENIS EDWARD DRAKE, a Director, duly authorised 	One <i>One</i>

Dated this *fourteenth* day of *December* 1967

Witness to the above Signatures:

*G.H. Higgins, certified Secretary*  
*Spinster*  
*Oxford Street, Bilston*

924923 / 4

THE COMPANIES ACTS 1948 TO 1967

-----  
COMPANY LIMITED BY SHARES  
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ARTICLES OF ASSOCIATION

-of-

GLYNWED TUBES & STRUCTURES LIMITED

20 DEC 1967

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PRELIMINARY

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

SHARES

2. The share capital of the Company at the date of adoption of these presents is £100 divided into 100 Shares of £1 each.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

GENERAL MEETINGS

4. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the

Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

5. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

## DIRECTORS

6. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply.

7. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

8. The Directors may exercise all the powers of the Company to borrow or raise 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 (including its holding company). Regulation 79 of Table A shall not apply.

9. The Board may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person. Regulation 87 of Table A shall not apply.

10. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A

shall not apply.

11. The Board may from time to time appoint one or more of its body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as it shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement the appointment of any Director as aforesaid shall be ipso facto determined if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.

12. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise, howsoever, whether similar to the foregoing or not) as the Board may determine. Regulation 108 of Table A shall not apply.

13. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person or Company to be a Director.

14. The Directors shall have power at any time and from time to time to appoint any person or Company to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to the last preceding Article.

15. Regulations 89 to 97 (inclusive) of Table A shall not apply.

16. Each Director shall have power by writing under his hand to nominate any person approved for that purpose by the other Directors, to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director, shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional

vote for each Director for whom he acts as alternate.  
An alternate Director shall ipso facto cease to be an  
alternate Director if his appointor ceases for any  
reason to be a Director.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF  
SUBSCRIBERS

---

GLYNWED LIMITED, Oxford Street, Bilston,  
Staffordshire, by WILLIAM GEORGE AINGE  
RUSSELL, Chairman, duly authorised

*William George Ainge Russell*

THE WEDNESBURY TUBE COMPANY LIMITED,  
Oxford Street, Bilston, Staffordshire, by DENIS  
EDWARD DRAKE, a Director, duly authorised

*Denis Edward Drake*

---

Dated this *fourteenth* day of *December* 1967

Witness to the above signatures:

*G. L. Higgins* Certified Secretary  
*Spinster*  
*Oxford Street, Bilston*



## CERTIFICATE OF INCORPORATION

No. 924923

I hereby certify that

**GLYNWED TUBES & STRUCTURES LIMITED**

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

Given under my hand at London the

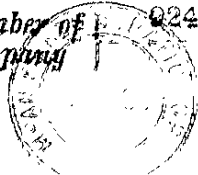
20TH DECEMBER, 1967.

A handwritten signature in cursive script, appearing to read 'R. J. Jones'.

*Assistant Registrar of Companies*

C.173

Number of Company 024923



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

GLYNWED TUBES & STRUCTURES

inks in  
may be  
writing.

LIMITED

Passed 29th December, 1967.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Oxford Street Bilston, Staffordshire

on the 29th day of December, 1967, the subjoined Special Resolution was duly passed, viz. :-

RESOLUTION

That the name of the Company be changed to

"The Wednesbury Tube Company Limited"

Special Resolu-  
tion must be  
printed in this space,  
and be signed to or  
by the Director, except  
in the case of an  
unlimited private  
company, when it  
may be signed. See  
the Statute and Note  
overleaf.

*2*

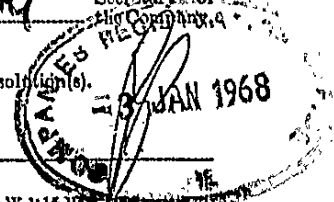
Signature

*[Handwritten Signature]*

Director Secretary

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

Note: To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.



Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him ;

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

\* \* \* \* \*

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

\* \* \* \* \*

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed top copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

#### CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since\*

Dated this ..... day of ....., 196

.....  
Director.

.....  
Secretary.

\* NOTE.—Insert " 1st July, 1948 " (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. **924923**

Whereas

**GLYWED TUBES & STRUCTURES LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACTS, 1948 TO 1967,**

**20TH DECEMBER, 1967**

on the

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**THE WEDNESBURY TUBE COMPANY LIMITED**

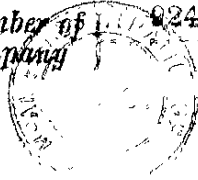
**8TH JANUARY, 1968.**

Given under my hand at London the

*Assistant Registrar of Companies*

C. 172

Number of Shares 24923  
Company



The Companies Act, 1948

COMPANY LIMITED BY SHARES

# Special Resolution

(Pursuant to s. 141 (2))

OF

GLYNWED TUBES & STRUCTURES

links in  
may be  
writing.

LIMITED

Passed 29th December, 1967,

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Oxford Street Bilston, Staffordshire

on the 29th day of December, 1967, the subjoined Special Resolution was duly passed, viz.:-

## RESOLUTION

That the name of the Company be changed to

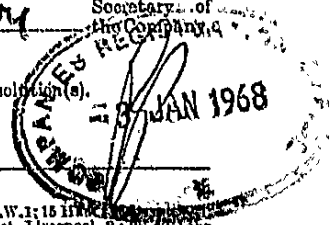
"The Wednesbury Tube Company Limited"

This Special Resolution must be passed in this space, or in the margin to or on the reverse of an account private to the company when it is passed. See section 141 and Note 10.

Signature

Director Secretary

To be signed by the Chairman, a Director, or the Secretary of the Company.



To be filed within 15 days after the passing of the Resolution(s). See section 143 (1) and (4) printed overleaf.

Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him :

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

\* \* \* \* \*

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

\* \* \* \* \*

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

#### CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since\* .....

Dated this ..... day of ....., 196

.....  
Director.

.....  
Secretary.

\* NOTE.—Insert " 1st July, 1948 " (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. **924923**

Whereas

**GLYNWED TUBES & STRUCTURES LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACTS, 1948 to 1967,**

**20TH DECEMBER, 1967**

on the

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**THE WEDNESBURY TUBE COMPANY LIMITED**

**8TH JANUARY, 1968.**

Given under my hand at London the

*Assistant Registrar of Companies*

C.172

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE WEDNESBURY TUBE COMPANY LIMITED

Passed 22nd January 1973

Pursuant to Article 4 of the Company's Articles of Association, the following Resolution is passed as a SPECIAL RESOLUTION :

RESOLUTION

THAT the Directors of the Company be and they are hereby authorised to procure the Company :-

- (a) to guarantee the repayment of the £1,027,950 7½ per cent. Debenture Stock 1989/94 to be created by the Company's holding company Glynwed Limited and the payment of the interest payable thereon;
- (b) to create a First Floating Charge on the Company's undertaking property and assets both present and future including any uncalled capital as security for the due performance of any payment under such guarantee; and
- (c) to execute a Second Supplemental Trust Deed in the form of the draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof and expressed to be made between Glynwed Limited certain subsidiary companies of that company including the Company and Commercial Union Assurance Company Limited with such modifications thereto as the Trustees may require.

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FOR AND ON BEHALF OF Glynwed Limited



FOR AND ON BEHALF OF Glynwed Limited (S. H. HARRISON) Director of Glynwed Steels Limited

COMPANY NO. 924923

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THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE WEDNESBURY TUBE COMPANY  
LIMITED

At the Annual General Meeting duly convened and held at Headland House, New Coventry Road, Sheldon, Birmingham on 26 May 1983 and being a Meeting at which copies of the Company's accounts prepared under Section 1 of the Companies Act 1976 in respect of the Company's accounting reference period ended 31 December 1982 were laid before the Company, the following Resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

That in accordance with Section 12 (2) of the Companies Act 1981 auditors be not appointed.

*Edman*  
.....  
Chairman of the Meeting



COMPANY NO. 924923

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE WEDNESBURY TUBE COMPANY

LIMITED

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

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

SPECIAL RESOLUTION

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

.....  
Chairman of the Meeting



Company No 924923

THE COMPANIES ACTS 1948 - 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE WEDNESBURY TUBE COMPANY

LIMITED

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

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called Table A) shall apply to the company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the company.
2. The following shall have effect as an additional regulation:-  
  
The shares in the initial and any increased capital shall be under the control of the Directors who may classify, allot or dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.
3. The lien conferred by Regulation 11 in Table A shall attach also to fully paid-up shares and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Regulation 11 in Table A shall be modified accordingly.



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

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

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

The number of Directors shall be not less than two.
8. The proviso to Regulation 79 of Table A shall not apply.
9. Regulation 84 (2) of Table A shall not apply, and the following shall be substituted therefor:-
  - (2) A Director may vote, and may be counted in the quorum present, at the relevant meeting of the Directors in respect of any contract or arrangement in which he is interested, provided that he shall previously have disclosed the nature of that interest in accordance with Regulation 84 (1) of Table A and that the other Directors present at such meeting shall not have resolved to the contrary.
10. Regulation 86 of Table A from "and every director present" to the end shall not apply.
11. Regulation 87 of Table A shall not apply. The following regulation shall apply in its place:-

The Directors may pay and agree to pay gratuities, pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such person.
12. Regulation 88 in Table A shall be read and construed as if the words 'becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs' were substituted for the words 'becomes of unsound mind'.

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

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

The following regulation shall apply in their place:-

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

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

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

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

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

A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.

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

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

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

The Company may destroy:-

- (a) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;

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


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

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

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

Save and except so far as the provisions of this Article shall be avoided by any provisions of the Companies Acts, every Director, Manager, officer and auditor of the Company shall be indemnified by the Company against all actions, liabilities, costs, charges, losses, damages and expenses incurred by them in the execution of their duties or supposed duties in their respective offices.

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

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DORMANT COMPANIES

924923

ORIGINAL DOC FILED WITH ACCOUNTS FOR 978827

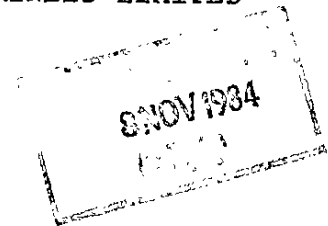
The following companies were dormant throughout the financial year ending 31st December, 1983 and no auditors' report was required in accordance with the provisions of Section 12 of the Companies Act 1981.

Part of doc 44

<u>No.</u>	<u>Company</u>
978827	Arlington Plastics Development Limited
517158	F.A. Clark & Son Limited
847376	Coventry Tubes Limited
533963	C.H. Doley Limited
286141	J.S. & F. Folkard Limited
234598	Glynn Bros. Limited
387260 ✓	Hipkiss Bros. Limited
1003052	Trevor Jones (Metals) Limited
1230695	Meadborough Limited
314288 ✓	Nortons of Aldridge Limited
884142	Permatube Limited
446546 ✓	Pioneer Castings (Willenhall) Limited
98959 ✓	Walter Slingsby & Co. Limited
640762 ✓	Southern Appliances (Bridport) Limited
1032841	Townsend Rubber Products Limited
508817	Vulcathene Limited
924923	The Wednesbury Tube Company Limited

..... *E. Hume* ..... *for* GLYNWED TUBES & FITTINGS LIMITED  
 Director

..... *A. J. Pugh* ..... *for* GLYNWED NOMINEES LIMITED  
 Director



Company No. 924923

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

OF

THE WEDNESBURY TUBE COMPANY LIMITED

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

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

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

