

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

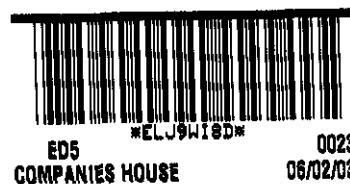
**OF**

**TENON ENGINEERING LIMITED**

**(AS AMENDED UP TO 6 DECEMBER 2002)**

**COMPANY NUMBER 986944**

**INCORPORATED ON 14 AUGUST 1970**



## THE COMPANIES ACTS 1948 TO 1967

### COMPANY LIMITED BY SHARES

#### MEMORANDUM OF ASSOCIATION OF TENON ENGINEERING LIMITED

1. The name of the company is "TENON ENGINEERING LIMITED."
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:
  - (a)
    - (1) To carry on business as mechanical engineers, ironfounders, ironworkers, steelmakers, blast furnace proprietors, brassfounders and metal makers, refiners and workers generally, shipbuilders and shipwrights, dock and wharf proprietors, colliery proprietors, ore importers and workers, sand-blast workers, motor engineers, electrical engineers, oil fuel engineers, constructional engineers, marine engineers, civil engineers, consulting engineers, millwrights, wheelwrights, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, manufacturing chemists, quarry owners, brick and tile manufacturers, galvanizers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors, and oil merchants, and contractors generally.
    - (2) To carry on business as manufacturers and repairers of, and dealers in, forgings, castings, guns, projectiles, plates, boilers, engines, stoves, screws, nails, sewing machines, machinery, presses, implements, gears, tools, motor cars, motor lorries, omnibuses, coaches, tramcars, locomotives, railway carriages and trucks and other vehicles, aeroplanes, seaplanes, airships and other aircraft, ironmongery and hardware, and wireless goods.
    - (3) To act as engineers, agents and merchants and generally to undertake and execute agencies and commissions of any kind.
    - (4) To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale, and resell any goods.
    - (5) To act generally as factors and brokers for the sale or purchase of goods, and to advance and borrow money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements in respect of any property or assets.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the company be carried on conveniently or advantageously in connection with the business of the company.
- (c) To acquire and undertake upon such terms as the company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the company, or any of whose property is suitable for the purposes of the company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account, any property or assets of the company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for any person or company, where the so doing may seem advantageous or desirable in the interests of the company.
- (k) To invest, lend or otherwise deal with unemployed moneys, in such manner and upon such terms, as may be thought fit and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.

- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this company, or for any other purpose which may seem desirable in the interests of this company, and to subscribe, acquire, underwrite, or place or assist in so doing, the whole or part of the shares or securities of such company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the company and others out of or in proportion to the returns or profits of the company or otherwise as the company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the company by the issue of fully or partly paid shares of the company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub- contractors, and to perform the duties of any office undertaken by the company.
- (u) To sell or otherwise dispose of the undertaking and assets of the company, or any part thereof, for any consideration thought fit, and in particular for shares, debentures or other securities of other companies.
- (v) To procure the company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the members any assets of the company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the company, and none of such sub- clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the company.

4. The liability of the members is limited.
5. The share capital of the company is £3,000, divided into 3,000 shares of one pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the company for the time being unissued and any new shares from time to time created may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of regulation 4 of part I of Table A in the first schedule to the Companies Act 1948.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

<i>Names, addresses and descriptions of subscribers</i>	<i>Number of shares taken by each subscriber</i>
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Derek Kendall	One
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10 Millfield

Southwater

Sussex

Engineer

Anthony Ronald Laker	One
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102 Depot Road

Horsham

Sussex

Company secretary

Thomas Stonestreet	One
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75 Newer Road

Dorking

Surrey

Engineer

Roy Stewart Wilson	One
--------------------	-----

25 Mount Street

Dorking

Surrey

Engineer

Dated the 24th day of July 1970

Witness to the above signatures:

D G Fovargue

'Sunrise'

Kingsfield

Nr. Horsham

Sussex

Manager

## **THE COMPANIES ACTS 1948 TO 1967**

### **COMPANY LIMITED BY SHARES**

#### **ARTICLES OF ASSOCIATION**

#### **OF**

#### **TENON ENGINEERING LIMITED**

##### **PRELIMINARY**

1. Subject as hereinafter provided the regulations in Table A (part 1) in the first schedule to the Companies Act 1948 shall apply to the company, and such table is hereinafter referred to as Table A.
2. The company is registered as a private company within the meaning of section 28 of the Companies Act 1948, which is hereinafter referred to as 'the Act,' and accordingly:
  - (a) The right to transfer shares is restricted in manner hereinafter provided.
  - (b) The number of the members of the company (not including persons who are in the employment of the company and persons who, having been formerly in the employment of the company, were while in such employment and have continued after the determination of their employment to be, members of the company) is limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly, they shall, for the purpose of this article, be treated as a single person.
  - (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
  - (d) The company shall not have power to issue share warrants to bearer.

##### **SHARES**

3. Subject to the provisions of article 2 hereof the shares of the company shall be allotted by the directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any shares either at par or at a premium during such time and for such consideration as the directors think fit.
4. The company shall have a lien on every share, whether fully paid or not, and whether registered in the name of one or more members, and accordingly in regulation 11 of Table A the words 'not being a fully paid share' and 'other than fully paid shares' shall be omitted; and the words 'a single person' shall be deleted and the words 'any member, whether alone or jointly with other members' shall be substituted therefor.

##### **RIGHTS OF SHARES**

5.
  - (a) Voting rights. Preference shares shall not carry any right to vote, save at a separate class meeting of the preference shareholders. Ordinary shares shall carry one vote each.

- (b) Dividends. Preference shares shall carry a cumulative dividend of £1 per share per annum which shall accrue daily from the date of issue.
- (c) Conversion to equity. Preference shares shall not be convertible to ordinary shares under any circumstances.
- (d) Redemption. Preference shares are not issued on redemption terms.
- (e) Participation in a winding-up. The preference shares shall not be entitled to a return of capital. Any shareholders' funds shall be distributable equally between the ordinary shares in issue.

## **CALLS ON SHARES**

- 6. In regulation 15 of Table A, 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' shall be omitted.

## **TRANSFER AND TRANSMISSION OF SHARES**

- 7. In regulation 22 of Table A the words 'except as provided by sub-paragraph (4) of paragraph 2 of the seventh schedule to the Act' shall be omitted.
- 8. The following provision shall have effect and shall be added after regulation 23 or Table A, viz:
  - 23A. Any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a member of the company. Any share may also be transferred by the person entitled to transfer the same to the trustees of the will of a deceased member or to a new trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased member or to a beneficiary under a trust created by a deceased member.
- 9. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares, whether fully paid or not, not being a transfer to a person who is already a member of the company or to a transferee under article 7 hereof. Regulation 24 of Table A shall not apply.

## **CONVERSION OF SHARES INTO STOCK**

- 10. Regulations 40 to 43 inclusive of Table A shall not apply.

## **GENERAL MEETINGS**

- 11. In regulation 49 of Table A the words 'one member' shall be substituted for the words 'two members.'

## **PROCEEDINGS AT GENERAL MEETINGS**

- 12. Two members present in person or by proxy shall form a quorum and regulation 53 of Table A shall be modified accordingly.
- 13. One member present in person or by proxy may demand a poll and regulation 58 of Table A shall be deemed to be altered and modified accordingly.
- 14. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice or and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.



## **DIRECTORS**

15. Regulation 75 of Table A shall not apply, and the following regulation shall be substituted therefor, viz:
75. The number of directors shall not be less than two nor more than five but the company in general meeting may reduce or increase these limits. The first directors shall be Derek Kendall, Anthony Ronald Laker, Thomas Stonestreet and Roy Stewart Wilson.

## **POWERS AND DUTIES OF DIRECTORS**

16. Regulation 79 of Table A shall not apply, and the following regulation shall be substituted therefor:
79. The directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the company's business and may mortgage or charge the whole or any part of the assets and property of the company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

## **DISQUALIFICATIONS OF DIRECTORS**

17. Regulation 88 of Table A shall not apply, and the following regulation shall be substituted therefor:
88. The office of director shall be vacated if the director:
- (a) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
  - (b) Becomes bankrupt or suspends payment or compounds with his creditors.
  - (c) Becomes prohibited from being a director by reason of any order made under section 188 of the Companies Act 1948 [superseded by the Company Directors Disqualification Act 1986].
  - (d) Is found lunatic or becomes of unsound mind.
  - (e) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.
  - (f) Resigns his office by notice in writing to the company.

## **ROTATION OF DIRECTORS**

18. In regulation 89 of Table A the words 'all the directors shall retire from office' shall be deleted.

## **PROCEEDINGS OF DIRECTORS**

19. Regulation 106 of Table A shall not apply, and the following regulation shall be substituted therefor:
106. A resolution determined on without any meeting of directors and evidenced by writing signed by all the directors for the time being entitled to receive notice of a meeting of directors, or all the members of a committee shall be as valid and effectual as a

resolution duly passed at a meeting of the directors or of such committee, as the case may be.

## **INDEMNITY**

20. Every director, managing director, agent, auditor, secretary and other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities (including any such liability as is referred to in section 205 of the Companies Act, 1948 [section 310 of the Companies Act 1985 as amended]) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, 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. This article shall only have effect so far as its provisions are not avoided by the said section.

## **ACCOUNTS**

21. In regulation 126 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.'

## **AUDIT**

22. In regulation 130 of Table A the words '162 of the Act' shall be deleted and the words '161 of the Act and sections 13 and 14 of the Companies Act 1967' shall be substituted therefor.