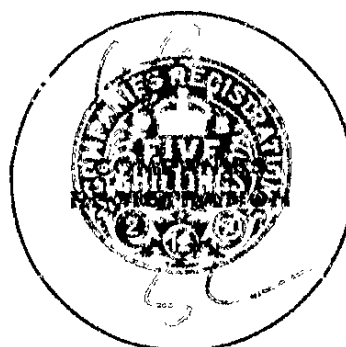
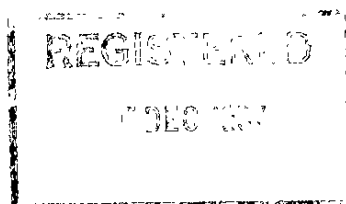


No. of  
(any)

594848

# THE COMPANIES ACT, 1948.



A 5/-  
Companies  
Registration  
Stamp  
must be  
inserted  
here.

## Declaration of Compliance with the Requirements of the Companies Act, 1948, on Application for Registration of a Company.

*Pursuant to Section 15 (2).*

Name  
of  
Company

*A. J. Middleton and Company,*

Limited.

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Printed by **THORBY HAMILTON STAGG & Co.**

7A HIGH ROAD,

CHADWELL HEATH, ESSEX.

I Alfred Joseph Middleton  
of 168, Blington Road, Alfred in the County of  
Essex Engineer's Agent

(a) "A Solicitor of  
the Supreme Court for  
the County of Essex"  
"Agent" in the form  
"Act."

(b) "A Person named in  
the Articles of Assoc-  
iation as a Director  
or Secretary."

Do solemnly and sincerely declare that I am <sup>(a)</sup> a Person

named in the Articles of Association  
as a Director

of  
A. J. Middleton and Company, 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 Essex  
in the County of Essex

the 23rd day of March  
one thousand nine hundred and 1948

Before me,

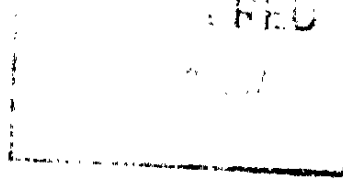
*Alfred Middleton*

\* Delete as  
necessary.

\* A Commissioner for Oaths.  
Notary Public.  
Justice of the Peace.

*Alfred Middleton*

No. of Company 594813



*A. J. M. M. M. and Company,*

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1938.)

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

PUBLISHED AND SOLD BY

WATERLOW &amp; SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMOOR STREET, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

&amp; 14, BROWN STREET, MANCHESTER, 2.

Presented by

THORBY HAMILTON STAGG &amp; Co.

7A HIGH ROAD,

CHADWELL HEATH, ESSEX.

The NOMINAL CAPITAL of \_\_\_\_\_

\_\_\_\_\_ J. Middleton and Company, Limited

is £ 2,000 divided into 2,000 shares of £ 1 each

Signature \_\_\_\_\_

J. Middleton

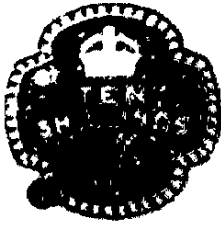
Director

State whether Director or Secretary.

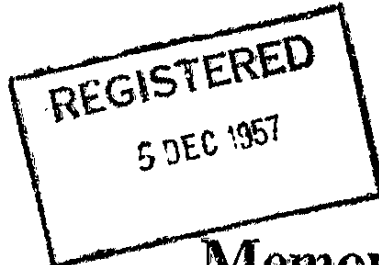
Date 22 day of November 1957

594813 <sup>13</sup>

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.



## Memorandum of Association

OF

### A. J. MIDDLETON AND COMPANY, LIMITED.

1. The name of the Company is "A. J. MIDDLETON AND COMPANY, 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 Wholesalers, Retailers and Manufacturers of Tools, Accessories and Equipment for the Engineering and Allied Trades, Machinery, Lubricating Oils, Hand Cleansers, Metal Working Chemicals, Welding Equipment, Electrical Motors and Equipment, Refrigerators and Domestic Equipment.

(B) Either in conjunction with the aforesaid business or otherwise to carry on any other business which in the opinion of the Company is necessary to enable its Goods and Products to be transported to and from its Suppliers and Customers, or which is calculated directly or indirectly to develop any branch of the Company's business.

(C) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.

- (b) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks, or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise, either in this or any other company, whether fully paid or otherwise.
- (c) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (d) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (e) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business, or 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.
- (f) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.
- (g) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (h) To make, draw, accept, indorse or negotiate bills of exchange or other negotiable instruments.
- (i) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (j) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.

- (M) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal, or realisation 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.
- (N) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (O) To procure the Company to be registered or recognised in any country or place abroad.
- (P) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (Q) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (R) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (S) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (T) To do all or any of the above things, in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (U) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the Members is limited.


5. The Share Capital of the Company is £2,000 divided into 2,000 ordinary Shares of £1 each.

WE, the several persons whose Names and Addresses and Descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and 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.
<p>Alfred Joseph Middleton - 165, Kingston Rd., Ilford - Essex Engineers agent.</p>	One
<p>Don Gertrude Middleton 168 Kingston Road Ilford. Essex</p>	One
<p>Book-keeper.</p>	

Dated this 22nd day of November, 1957.

Witness to the above signatures:—

  
 W. A. J. King  
 7A, High Road.  
 Chesham Heath - Essex  
 Accountant





THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

REGISTERED

5 DEC 1957

## Articles of Association

OF

**A. J. MIDDLETON AND COMPANY,  
LIMITED.**

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table 'A' in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 6, 11, 75, 76, 77, 79, 84, 88, 99, 106 and 113 of Part I of Table 'A' shall not apply to the Company but the remaining regulations of Parts I and II of Table 'A' subject to the modifications hereinafter expressed, and the regulations hereinafter contained, shall be the Regulations of the Company.

3. The Company is registered as a "Private Company," and accordingly--

- (A) The right to transfer the shares of the Company is restricted in manner hereinafter appearing; and
- (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 such employment to be members of the Company) is limited to fifty; and
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited; and
- (D) The Company shall not have power to issue Share Warrants to Bearer.

## DIRECTORS.

4. The number of the Directors shall be not more than five. One Director personally present shall constitute a quorum. The Company in General Meeting may reduce or increase these limits.

5. The first Directors of the Company shall be Alfred Joseph Middleton and Dora Gertrude Middleton.

6. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

7. A resolution in writing signed by all the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

8. 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 repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

## DISQUALIFICATION OF DIRECTORS

9. The office of Director shall be vacated if the Director

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or
- (E) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act, 1948, Section 188.

10. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

## SHARES.

11. The Company (or the Directors on behalf of the Company) may exercise the powers of paying commission conferred by the Companies Act, 1948 Section 53, provided that the amount or rate per cent. of the commission paid or agreed to be paid shall be disclosed in the manner required by that section, and shall not exceed five per cent. of the price at which such shares are issued, or an amount equivalent thereto. The Company (or the Directors on behalf of the Company) may also, on the issue of shares, pay such brokerage as may be lawful.

12. The Company shall be entitled to treat the registered holder of any share as the absolute owner, and it shall not be bound to recognise any trust, charge, equity or equitable claim to, or partial interest in such share whether or not it shall have express or other notice thereof.

13. Subject to any direction to the contrary that may be given by the company in general meeting all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to any offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this article.

### LIEN.

14. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

### TRANSFER OF SHARES.

15. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

16. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members, of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

17. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.

18. Upon such division being made the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Board shall be entitled to enter the names of the Purchasers in the Register of Members as holders of the said shares, by transfer, and the Board shall receive and give a good discharge for the purchase money, and shall credit the account of the Vendor with the money so received.

19. In the case of all the said shares not being sold under the above provisions, the Vendor shall be entitled, subject to Regulation 3 of Part II of Table 'A' at any time within six calendar months after the expiration of the notice given by the Vendor to the Board of his intention to sell, to transfer the shares not sold to any person at any price.

20. In Regulation 24 of Table 'A,' between the words "the Directors may" and the word "decline" the words "in their absolute discretion, and without assigning any reason therefor" shall be inserted, and in the same regulation the words "not being fully paid Shares" shall be omitted.

### BORROWING POWERS.

21. The Directors may exercise all the powers of the Company to borrow money up to any amount, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and debenture stock or other securities upon any terms which they think proper whether outright or as security for any debt or obligation of the Company or of any third party.

### NOTICES.

22. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table 'A' shall be modified accordingly.

## GENERAL MEETINGS.

23. The words "one member" shall be substituted for "two members" in Regulation 49 of Part I of Table 'A'

24. Two members shall constitute a quorum, and Regulation 53 of Part I of Table 'A' shall be modified accordingly.

25. In Regulation 58 (b) of Part I of Table 'A' the word "two" shall be substituted for the word "three."

26. In Regulation 68 of Part I of Table 'A' the words "A proxy need not be a member of the Company" shall be deleted and the following words shall be substituted in their place: "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 is appointed to act at that Meeting as proxy for or representative of a Corporation, but a proxy for or representative of a Corporation, unless entitled on his own behalf to be present and vote at the Meeting, shall not act except for the Corporation which appoints him."

## SEAL.

27. The Directors may affix the Common Seal to any document provided that such document is also signed by two Directors or by one Director and the Secretary, or such other person as the Directors may appoint for the purpose.

---

### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Alfred Joseph Middleton  
168, Kingston Rd.,  
Ilford, Essex.  
Engineers Agent.

Dora Gertrude Middleton  
168 Kingston Rd.  
Ilford Essex

Book-keeper

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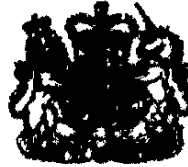
Dated this 22nd day of November 1957.

Witness to the above signatures:—

W. A. J. King  
7A. High Road,  
Ossinge Hall, Essex  
Accountant.

DUPLICATE FOR THE FILE

No. 594813



## Certificate of Incorporation

I Hereby Certify That

A. J. MIDDLETON AND COMPANY, LIMITED

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

Given under my hand at London this Fifth day of  
December One Thousand Nine Hundred and Fifty seven.

*L. R. [Signature]*  
Registrar of Companies

Certificate  
received by }

*Past*

Date 5/12/57