

1004518/1 number of company
form No. 41
no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of
**compliance with the requirements
of the Companies Act 1948
on application for
registration of a company**
pursuant to section 15 (2) of the Companies Act 1948

i. STEPHEN EDWIN BROWN

of Bank Buildings Skipton in the County of York

*Delete that which
does not apply

DO SOLEMNLY & SINCERELY DECLARE that I am :—

*a Solicitor of the Supreme Court engaged in the formation

*~~a person NAMED IN THE ARTICLES of Association as a Director/Secretary~~

of Brooksbank Valves

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 Skipton in
the County of York
the 1st day of March 19 71

before me

A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Jordan & Sons Limited

Company Registration Agents, Printers & Publishers
City Office: Wilec House 82 City Road London EC1
Telephone: 01-253 6214 Telex No. 261010

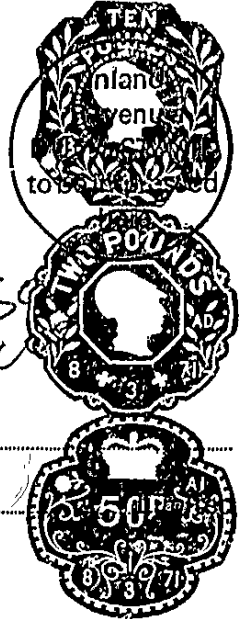
Presented by Charlesworth Wood & Brown
G.P.O. Box 2, Bank Buildings
Skipton, Yorkshire. BD23 4DU
Presenter's Reference J/C/25306



1004518

2

number of company
form No. 25



COMPANY HAVING A SHARE CAPITAL

name of company

BROOKSBANK VALVES

statement of the nominal capital⁽¹⁾

made pursuant to section 112 of the Stamp Act 1891

NOTE—The stamp duty on the Nominal Capital is 10s. (50p) for every £100
or fraction of £100—Section 41, Finance Act 1933

the nominal capital

of the above-named company is £ 2,500.

Signature⁽²⁾

W.R. Brooksbank

Dated

15th March

1971

Description

Director

NOTES: (1) This Statement MUST be filed with the Memorandum, or other document
when the Company is registered
and

(2) It 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 of the company

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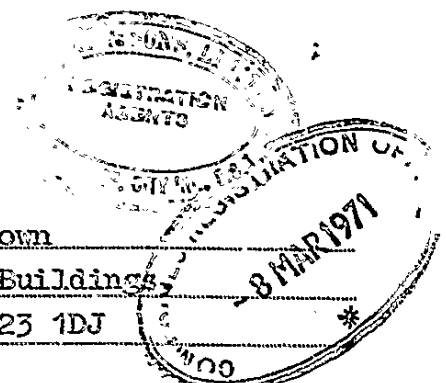
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Skipton, Yorkshire, YO23 1DJ

Presenter's Reference

J/C/2530



W5210

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THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES MAR-8-03 0929 • 021.00

Memorandum of Association

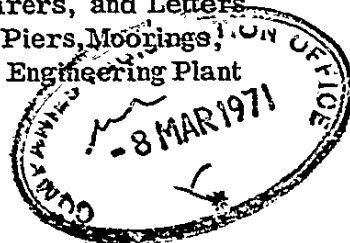
OF

1004518/3
BROOKSBANK VALVES LIMITED.

1. The Name of the Company is "BROOKSBANK VALVES 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 acquire and take over as a going concern and carry on the business heretofore carried on at Sackville Works, Sackville Street, Skipton in the County of York, and elsewhere and known as the Metal Products Division of "J. Brooksbank" (an Unlimited Company whose Registered Office is situate at Embsay Tannery, Skipton aforesaid) together with all or any of the real and personal property and assets of "J. Brooksbank" used exclusively in connection with the said Metal Products Division or belonging thereto and with a view thereto to enter into and carry into effect (either with or without modification) a Deed which has already been prepared and engrossed and is expressed to be made between "J. Brooksbank" of the first part, Wallace Ronald Brooksbank of the second part, Wallace Brooksbank of the third part and the Company of the fourth part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.
 - (B) To carry on all or any of the businesses of Naval Architects and Engineers, General Engineers, Marine Consultants, Dockyard Managers and Surveyors, Designers, Overseers, Fitters, Charterers, Owners, Hirers, Letters on Hire, Servicers and Repairers of, Dealers in and Agents for the Running or Delivery of Ships, Yachts, Boats, Dinghies, Cruisers, Sailing Boats, and Sea and River Craft and Engineering Plant and Equipment of every description, and Engines, Equipment, Plant, Machinery, Stores, Accessories, Components, Parts, Furnishings and Fittings required in connection therewith; Owners, Hirers, and Letters on Hire of Boat Houses, Berths, Landing Stages, Piers, Moorings, Slipways and Foreshore Rights, and General Engineering Plant

REGISTRATION
AGENTS

HOUSE, CITY



and Machinery, Spar Makers, Mast, Block, Sail and Rope Makers, Proprietors of Floats, Stores, Stations and other facilities for the supply of Petro', Oil and Spirit and Fuel of every description for use on Ships, Yachts, Boats, Motor Vehicles, Aircraft and other Craft and Vehicles, Shipping and Forwarding Agents, Auctioneers, Brokers' Agents, Insurance Agents and Brokers, Garage and Hangar Proprietors, Motor, Marine, Aeronautical, Mechanical and Electrical Engineers, Joiners, Turners, Timber Merchants, Sawmillers, Builders, Decorators, Painters, Jobmasters, Ice Merchants, Importers and Brokers of Food, Live and Dead Stock, and Colonial and Foreign Produce of every description, Agents for Railway and Shipping Companies and Carriers, Theatrical and Opera Box Office Proprietors, and General Agents, Merchants and Traders.

- (C) To manufacture, buy, sell, charter, hire, let on hire and generally deal, both as principals and agents, in machinery, plant, implements, tools, apparatus, commodities, substances, materials, articles and things of every description likely to be required in connection with the before-mentioned businesses or any of them.
- (D) To carry on any other business (whether manufacturing or otherwise) 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.
- (E) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (G) 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, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (H) 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 limiting competition, 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.
- (I) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any of the property and rights of the Company.
- (J) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (K) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (N) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board 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.

- (O) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (P) 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 this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (Q) 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.
- (R) 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 securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (S) 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, Debentures, Debenture Stock, or securities of this Company.
- (T) To support and subscribe to any charitable or public object, and 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, 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.

- (U) 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 this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (V) 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.
- (W) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (X) To procure the Company to be registered or recognised in any part of the world.
- (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause..

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £2,500, divided into 25,000 Shares of 10 new pence each.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p><i>Wallace Brooksbank of Heters Mount. Ilkley, Yorks. Tanner. /</i></p> <p><i>Wallace Ronald Brooksbank of Croft House, Hetton near Skipton Yorks. Tanner. /</i></p>	<p><i>one.</i></p> <p><i>one</i></p>
TOTAL SHARES TAKEN.	<i>two</i>

Dated this *first* day of *March* 19*71*.

Witness to the above Signatures :-

D. Beecroft.

65 Short Bank Road.

Skipton.

Private Secretary.

1004518/4

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

BROOKSBANK VALVES LIMITED.

PRELIMINARY.

1. The regulations contained in Part I 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: that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

3. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company enter into (either with or without modification) the Deed referred to in Clause 3, Sub-Clause (A), of the Memorandum of Association. The Company is formed on the basis that the said Deed shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Deed nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Deed, by reason of any Promoter or Director of the Company being a Vendor to the Company or otherwise interested in the said Deed, or by reason of the purchase consideration having been fixed by the Vendors without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Deed, including any such modification as aforesaid, and to have assented to all the terms thereof.

SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is £2,500 divided into Twenty Five Thousand Shares of 10 new pence each.

5. Subject to the provisions of the Deed referred to in Article 3 hereof, 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.

6. 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.

GENERAL MEETINGS.

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.

DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than Two nor more than Five.

9. The following persons shall be the first Directors of the Company namely:-

Wallace Brooksbank,
Wallace Ronald Brooksbank
and Harry Gallagher.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

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.

WINDING UP.

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Wallace Brookbank of
Hekes Mount. Tanner.
Ilkley. Yorks.

Wallace Ronald Brookbank of
Aoft House,
Hetton,
near Skipton,
Yorks. Tanner.

Dated this *first* day of *March* 1971.

Witness to the above Signatures:-

D. Beecroft.

65 Short Bank Road,

Skipton.

Private Secretary.



CERTIFICATE OF INCORPORATION

No. **1004518**

I hereby certify that

BROOKSBANK VALVES 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

11TH MARCH 1971.


(F. L. KNIGHT)

Assistant Registrar of Companies