

Number of }
Company }

305275

[Form No. 41.]

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

NORMAN ISHERWOOD and

Company.

LIMITED.

REGISTERED

23 SEP 1935

(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

72292-33
TELEPHONE: HOLBORN 0484 (3 LINES).

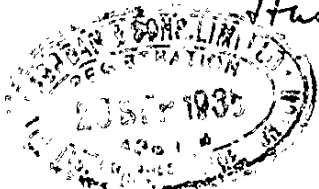
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by



Hunger Prewig &

257 Fenchurch Lane



I James Grime Sherwood
of 1st Church Lane
Whitefield
Lancashire

NOTE.—This margin is reserved for binding, and must not be written in.
*Here insert—
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am*

a person named in the
Articles of Association
as a Director of
Norman Sherwood and Company

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true, and by virtue of the provisions
of The Statutory Declarations Act, 1835.

Declared at Bolton in the County
of Lancashire

the 19th day of September

One thousand nine hundred and thirty five

before me,

James Hargreaves

A Commissioner for Oaths.†

James G. Sherwood

"The Companies Act, 1929."

DECLARATION OF COMPLIANCE

WITH THE

REQUIREMENTS

OF

THE COMPANIES ACT, 1929.

Number of
Certificate}

305275

[Form No. 25.]

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

Norman Sherwood

and Company

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

REGISTERED
23 SEP 1935

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

76740-34

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

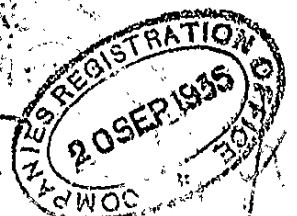
Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.



for Preliminary to
25 Haverfield Bolton



THE NOMINAL CAPITAL

OF

Norman Isherwood and Company

LIMITED,

is *Four Thousand* Pounds,

divided into *Four Thousand* Shares

of *One* each.

Signature *James G. Isherwood*

Description *Director*

Dated the *19th* day

of *Sept* 19*35*

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

*** This Statement should be signed by an Officer of the Company.

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.

STATEMENT
OF THE
NOMINAL CAPITAL
OF

Norman Sheppard

and Company

LIMITED.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

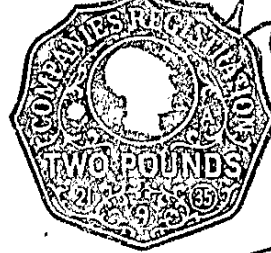
OF

Norman Isherwood & Company Limited



300275

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"THE COMPANIES ACT, 1929."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

and

Norman Isherwood & Company, Limited

1. The name of the Company is NORMAN ISHERWOOD AND COMPANY, LIMITED.

REGISTERED
23 SEP 1935

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 the business of Engineers now carried on at Salop Street, Bolton by Norman Isherwood under the style or firm of "Norman Isherwood & Company."
- (B) To carry on the business of automobile, general mechanical textile electrical and hydraulic engineers, ironfounders, steel and brass founders, boiler makers, manufacturers of machinery of all kinds, ball bearing, axles, radiators, shaftings and pulleys, tool makers, metal workers, tin plate and sheet metal workers, millwrights, mill furnishers, leather merchants, belting manufacturers, lorry builders, coach builders, upholsterers, machinists, fitters, iron and steel converters, smiths, wood workers, builders, painters, general contractors and merchants and to buy, sell, manufacture, repair, convert, alter, let, hire and deal in ball bearings, axles, radiators, shafting, pulleys, machinery, implements and hardware of all kinds.



Presented for filing by:-



- (c) 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 any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with 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.
- (d) To purchase or by 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, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, 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.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings, factories, mills, offices, 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.
- (f) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (h) To lend and advance money or give credit to such person or persons, firm or company and on such terms as may seem expedient, and to give guarantees for any person or persons, firm or company.
- (i) To borrow or raise money in such manner that 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.

- (J) 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.
- (K) To subscribe for, take, purchase or otherwise acquire and hold, Shares or other interest 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 conducted so as directly or indirectly to benefit this Company.
- (L) 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.
- (M) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (N) 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.
- (O) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £4,000 divided into 4000 Shares of one pound 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.
James Brine Sherwood 14 Church Lane Whitefield near Manchester Engineer	one
Norman Sherwood 83 Harpers Lane Smithills. Bolton Engineer.	one

DATED this 19th day of September 1935.

WITNESS to the above signatures,

James S. Yates,
25, Presfield,
Bolton
Accountants Clerk.

305273



"THE COMPANIES ACT, 1929."

COMPANY LIMITED BY SHARES.

Articles of Association

OF

and

Norman Isherwood & Company, Limited

PRELIMINARY.

REGISTERED
23 SEP 1935

1. The Regulations contained in Table "A" in the 1st schedule of the Companies Act 1929 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, the clauses of Table A numbered 39, 40, 45, 54, 64, 69, 72, 101 and 104 shall not apply to this Company, but in lieu thereof, and in addition to the remaining clauses of Table A the following shall be the regulations of the Company.

2. The Company shall be a private Company, and, accordingly, the following provisions shall have effect.

- (a) The Company shall not offer any Shares or Debentures to the public for subscription.
- (b) The number of the members of the Company (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company, were, while in such employment and have continued after the determination of such employment, to be members of the Company) shall not at any time exceed fifty.

3. In clause 2 of Table "A" the words "Extraordinary Resolution" shall be substituted for the words "Special Resolution."

SHARE CAPITAL.

4. The original share Capital of the Company is £4,000 divided into 4,000 shares of one pound each, whereof 2,000 shares are Preference Shares and 2,000 shares are Ordinary Shares. The said preference and ordinary shares shall confer on the holders thereof the rights and privileges herein after declared, and such rights and privileges shall be subject to variation or modification in the manner provided by clause 3 of Table A and not otherwise.

5. The said Preference Shares shall confer the right to a fixed Cumulative Preferential dividend at the rate of five per centum per annum, and the right in a winding-up to repayment of Capital and all arrears of dividend (if any) thereon in priority to the Ordinary Shares, but they shall not confer a right to any further participation in Profits or Assets. Subject to the provisions of Section 46 of the Companies Act, 1929, the issued Preference Shares may, at the option of the Company, be redeemed in whole or in part at par at any time after the 30th day of September, 1935, upon three calendar months' notice in writing being given by the Company to the registered holders of the Shares to be redeemed, provided that on redemption of any of the said Shares there shall be paid by the Company to the registered holders thereof, in addition to the par value of the Shares, the arrears of dividend (if any) thereon, and interest at the rate of Five per centum per annum from the close of the last preceeding financial year to the date of the redemption as aforesaid.

TRANSFER OF SHARES.

6. No Shares shall be sold or transferred by a Shareholder or trustee in Bankruptcy or personal representative of any deceased Shareholder until the rights of pre-emption hereinafter conferred shall have been exhausted.

7. Every Shareholder, personal representative of a deceased Shareholder, or trustee in Bankruptcy, who may desire to sell or transfer any Shares, being property of himself or of any deceased or Bankrupt Shareholder, as the case may be, shall give notice in writing to the Directors that he desires to make such a sale or transfer. Such notice shall constitute the Board his agent for the sale of such Shares to any member or members of the Company at a fair value which shall be determined as hereinafter provided.

8. The Board shall forthwith give notice to each of the Shareholders (other than the Shareholder desiring to sell or transfer the said Shares) stating the number and price of such Shares, and inviting the person to whom the notice is sent to state in writing within twenty-one days from the date of such notice whether he is willing to purchase any, and if so, what maximum number of such Shares. At the expiration of such twenty-one days the Board shall apportion such Shares amongst the Shareholders (if more than one) who shall have expressed their desire to purchase the same, and so far as may be *pro-rata* according to the number of Shares already held by them respectively, or, if there shall be only one such Shareholder, the whole of such Shares shall be sold to him, provided that no Shareholder

shall be obliged to take more than the maximum number of such Shares stated in his answer to the said notice. Upon such apportionment being made, or such one Shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such Shares shall be bound upon payment of the said price to transfer the Shares to the respective Shareholders or to the single Shareholder who shall have agreed to purchase the same.

9. In the event of the whole of such Shares not being sold under the preceding Articles, the party desiring to sell or transfer shall be at liberty to transfer the Shares not so sold to persons who are not Shareholders.

10. At the Ordinary General Meeting in each year the Company shall by Resolution fix the price at which Shares of each class for the time being forming part of the Capital of the Company may be purchased in pursuance of a sale notice. The sum fixed as aforesaid at the Ordinary General Meeting last preceding the services of a sale notice shall, for the purposes of Article 7 and 8, be deemed to be the fair value of any Share comprised in such notice. If no sum shall have been so fixed, the fair value shall be fixed by the Auditors for the time being of the Company

11. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

12. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same, together with any interest or premium thereon, by mortgage or charge upon 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 Bonds, Debentures or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

13. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to inspection by the Registered Holders of such debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may impose.

The Directors may close such Register for such period or periods as they may think fit not exceeding in the aggregate thirty days in each year.

MEETINGS.

14. A General Meeting of the Company shall be held once in every calendar year, at such time (not being more than fifteen months after holding of the last preceding General Meeting) and place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings," all other General Meetings shall be called "Extraordinary General Meetings."

15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, two members personally present shall be a quorum.

VOTES OF MEMBERS.

16. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the Capital of the Company, every member shall have one vote on a show of hands and in case of a poll shall have one vote for every ordinary share, and one vote for every preference share of which he is the holder. If and so long as the Company shall not have failed to pay in full within twelve months of the due date the dividends accrued due upon the preference shares prior to the date of a meeting of the Company, the holders of the preference shares shall not be entitled to receive any notice of or to attend or vote at such meeting, either in person or by proxy, unless such meeting be convened for the purpose of altering the regulations of the Company in any manner directly affecting the rights of the preference shareholders as a separate class, or of winding up or reducing the capital of the Company. For the purposes of this provision the dividends on the preference shares shall be deemed to accrue due on the 30th day of September and the 31st day of March in every year.

DIRECTORS.

17. The number of the Directors shall be not less than Two nor more than Five.

The following persons shall be the first Directors of the Company :—

Norman Isherwood.

James G. Isherwood.

John Fielding Withnell.

18. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

19. A Resolution in writing, signed by all the Directors, shall be as valid and effective as if it had been passed at a meeting of Directors duly called and constituted.

20. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party, or in which he is interested, by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon his interest therein, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest.

MANAGING DIRECTOR.

21. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

DISQUALIFICATION OF DIRECTORS.

22 The office of Director shall be vacated :—

- (a) If he becomes bankrupt or insolvent or compound with his creditors ;
- (b) If he becomes of unsound mind or be found a lunatic ;
- (c) If he be convicted of an indictable offence not being an offence under the Road Traffic Act, 1930 or any statutory provision in lieu and modification thereof.
- (d) If he cease to hold the necessary share qualification or do not obtain the same within two months from the date of his appointment ;
- (e) If he absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (f) If he gives the Directors one calendar month's notice in writing that he resigns his office.

ACCOUNTS.

23. A copy of every Balance Sheet (including every document required by law to be annexed thereto) shall be laid before the Company in General Meeting together with a copy of the Auditor's report.

NOTICES.

24. Where a notice is sent by post it shall be deemed to have been served at the expiration of twenty-four hours after it was posted ; and Clause 103 of Table A shall be modified accordingly.

25. A member who has no registered address within the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company.

WINDING UP.

26. With the sanction of an "Extraordinary Resolution" of the members, any part of the Assets of the Company, including any Shares in, or securities of other Companies may be divided among the members of the Company in specie or may be vested in Trustees for the benefit of such members and the Liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any Shares whereon there is any liability.

Names, Addresses and Descriptions of Subscribers.

James Grime Isherwood
14 Church Lane
Whitefield
near Manchester
Engineer.

Norman Isherwood
83 Harpers Lane
Linsithills Bolton
Engineer.

DATED this 19th day of September 1935.

WITNESS to the above Signatures :—

James S. Yates
25, Deepfield
Bolton.

Accountants Clerk.

DUPLICATE FOR THE FILE.

No.

345275



Certificate of Incorporation

I Hereby Certify,

That

NORMAN ISHERWOOD AND COMPANY, LIMITED

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

Given under my hand at London this twenty-third day of September One

Thousand Nine Hundred and thirty-five.

W A McKens

Assistant Registrar of Companies.

Certificate
received by

[Signature]

Date. 23/9/35