

Number of
any

8750



Form No. 41

THE COMPANIES ACT, 1948



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

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

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

WARD TEXTILE MACHINERY

LIMITED

acted by

RAMSBOTTOM, LIDDLE & CO.

25 VICTORIA STREET,

BLACKBURN.

The Solicitors' Law Stationery Society, Limited

1-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 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

I, JOHN LIDDLE LUMLEY

of 25 VICTORIA STREET, BLACKBURN, IN THE COUNTY OF

LANCASTER, SOLICITOR

(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) a Solicitor of the

Supreme Court engaged in the formation of Ward Textile

Machinery Limited

-of-

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 CLITHROE IN

THE COUNTY OF LANCASTER

the 12 day of March

one thousand nine hundred and sixty-
six

Before me,

John Liddle Lumley

Number of
Company

875012/2-

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF



WARD TEXTILE MACHINERY

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, 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

W. Bain

Description

DIRECTOR

Dated the 3rd day of March 1966

VOTES.—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

RAMSBOTTOM, LIDDLE & CO.

25 VICTORIA STREET,

BLACKBURN.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 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.



1928-29

THE COMPANIES ACT, 1928

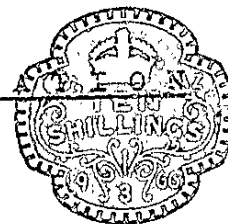
COMPANIES
REGISTRATION

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF
875012/3

WARD TEXTILE MACHINERY LIMITED



1. The name of the Company is WARD TEXTILE MACHINERY 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 the business of Textile Machinists now carried on by Frank Ward (Blackburn) Limited with all or any of the assets or liabilities held or incurred in connection with or relating to the said business and for that purpose to enter into the Agreement, a draft of which has been prepared, and is expressed to be made between the said Frank Ward (Blackburn) Limited of the one part and the Company of the other part, and which for the purpose of identification has been signed by John Liddle Lumley, a Solicitor of the Supreme Court of Judicature, and to carry the said Agreement into effect with or without modification.
 - (b) To carry on business as makers and manufacturers of and dealers in, boilers, furnaces, tubes, fittings and coverings, economisers, turbines, engines, machines, pumps, air receivers, hydraulic plant and apparatus, textile machinery, and machine tools and engineering products generally.
 - (c) To carry on business as steel makers, converters and refiners, iron founders, brass founders and metal and alloy manufacturers generally; ore importers, metallurgists,

shipbuilders, dockowners, shipwrights, marine, mechanical and electrical engineers and engineers generally; joiners and carpenters, sawmill proprietors, timber and wood importers and merchants, wharfingers, carriers, garage proprietors, manufacturing chemists, carriage and wagon builders and builders and contractors.

(d) To finance and assist persons purchasing or taking leases from or otherwise having dealings with the Company

(f) To acquire and deal with the property following:-

(1) The business property and liabilities of any company, firm or persons carrying on any business within the objects of this company

(2) Lands, buildings, easements and other interest in real estate

(3) Plant, machinery, personal estate and effects.

(4) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes

(5) Shares or stock or securities in or of any company or undertaking the acquisition of which may promote or advance the interests of this company.

(g) To perform or do all or any of the following operations, acts, or things:-

(1) To pay all the costs charges and expenses of the promotion and establishment of the company.

(2) To sell, let dispose of or grant rights over all or any property of the company.

(3) To erect buildings, plant and machinery for the purposes of the company.

(4) To make experiments in connection with any business of the Company and to protect any inventions of the Company by letters patent or otherwise.

- (5) To grant licences to use patents, copyrights, designs trade marks or secret processes of the company.
- (6) To manufacture plant, machinery, tools, goods, and things for any of the purposes of the business of the company.
- (7) To draw accept and negotiate bills of exchange, promissory notes, and other negotiable instruments.
- (8) To underwrite the shares, stock or securities of any other company and to pay underwriting commissions and brokerage on any shares, stock or securities issued by this Company.
- (9) To borrow money or to receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage, or other security charged on the undertaking or on all or any of the assets of the company, including uncalled capital.
- (10) To lend money, with or without security, and to invest money of the company in such manner (other than in the shares of this Company) as the directors think fit.
- (11) To enter into arrangements for joint working in business or for sharing profits, or for amalgamation with any other company, firm, or person carrying on business within the objects of this company.
- (12) To promote companies.
- (13) To sell the undertaking, and all or any of the property of the company for cash, or for stock, shares or securities of any other company, or for other consideration.

- (14) To provide for the welfare of persons employed or formerly employed by the company, or any predecessors in business of the company, and the wives, widows, and families of such persons by grants of money pensions or other aid or otherwise as the company shall think fit.
 - (15) To subscribe to, or otherwise aid, benevolent, charitable, national or other institutions, or objects of a public character, or which have any moral or other claims to support or aid by the company by reason of the nature or the locality of its operations or otherwise
 - (16) To distribute in specie assets of the company properly distributable amongst its members.
 - (h) To do all or any of the things hereinbefore authorised either alone, or in conjunction with, or as factors, trustees or agents for others or by or through factors, trustees or agents.
 - (i) To do all such other things as are 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 £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 DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Kenneth Baines
50 Langdale Rd
Ternisowles
Blackburn.
Textile Engineer

ONE

Erika J. Baines
50 Langdale Rd.
Ternisowles
Blackburn
Housewife

ONE

DATED the Third day of March 1966

Witness to the above signatures

Munley
Sohut
Blackburn.

THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES



A R T I C L E S O F A S S O C I A T I O N

OF

WARD TEXTILE MACHINERY LIMITED

PRELIMINARY

1. The regulations contained in the Part I of Table A in the First Schedule to The Companies Act, 1948 (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 numbered 23, 44, 45, 47, 48, 53, 62, 75, 79, 84, 88 and 89 shall not apply to the Company; but in lieu thereof, and in addition to or variation of the remaining clauses of Table A the following shall be the regulations of the Company. The Regulations contained in Part II of Table A in the said First Schedule shall not apply to the Company.

The Company is a Private Company within the meaning of Section 28 of the Act and accordingly:-

- (a) It shall not offer any of its Shares or Debentures to the Public for subscription nor shall it have the power to issue share warrants to bearer.
- (b) The number of 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. 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 Member.

- (c) The right to transfer Shares in the Company shall be restricted in manner hereinafter appearing.

EXEMPT COMPANY PROVISION

3. ANY person whose name is entered in the Register of Members of the Company shall be bound, if and whenever required by the Directors so to do, to furnish them with any information within his knowledge, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private Company within the meaning of Subsection (4) of Section 129 of the Act.

LIEN

4. The lien conferred by Clause 11 of Table A shall attach to fully paid 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 several joint holders.
5. Every transfer of Shares shall be in writing in any usual or common form or any other form which the Directors may approve.

TRANSFER OF SHARES

6. A Share may be transferred by a Member or other person entitled to transfer, to any Member selected by the transferor, but no Share shall be transferred to a person who is not a Member as long as any Member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value.
7. In order to ascertain whether any Member or person selected as aforesaid is willing to purchase a Share the proposing

transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the Share to any member of the Company or person selected as aforesaid at the price so fixed or at the option of the purchaser at the fair value to be fixed by the Auditor in accordance with these Articles. The transfer notice may include several Shares in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be valid except with the sanction of the Directors.

8. IF the Company shall within the space of 28 days after being served with such notice find a Member or person willing to purchase the Share (hereinafter called "the Purchasing Member") and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the Share to the purchasing Member.
9. In case any difference arises between the proposing transferor and the purchasing Member as to the fair value of a Share, the Auditor shall, on the application of either party, certify in writing the sum which, in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act 1950 shall not apply.
10. If in any case the proposing transferor, after having become bound as aforesaid makes default in transferring the Share, the Company may receive the purchase money and hold it in trust for the proposing transferor, and any Director appointed by the Board for that purpose shall be deemed to be the proposing transferor's duly authorized attorney in his name

and on his behalf to execute and deliver a transfer of the said share. Thereupon the name of the purchasing Member shall be entered in the Register as the holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member, and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

11. If the Company shall not within the space of 28 days after being served with a transfer notice find a Member willing to purchase the Shares, and give Notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty to transfer the Shares or those not placed to any person and at any price but subject nevertheless to the right of the Directors in their absolute and uncontrolled discretion and without assigning any reason therefor to refuse to register any transfer of Shares:-
- (a) To a person of whom they do not approve.
 - (b) On which the Company has a lien.
 - (c) The registration of which would cause the limit hereinbefore authorised on the number of Members of the Company to be exceeded.

ALTERATION OF CAPITAL

12. The Company may by Ordinary Resolution:-
- (a) Increase its Share Capital by new Shares of such amount as it thinks expedient.
 - (b) Consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares.
 - (c) Convert all or any of its paid-up Shares into Stock, and reconvert that Stock into paid-up Shares of any denomination.

- (d) Subdivide its Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced Share, shall be the same as it was in the case of the Share from which the reduced Share is derived.
- (e) Cancel Shares which, at the date of the passing of the resolution, in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the Shares so cancelled.

BORROWING POWERS

13. The Directors may at their discretion raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage, lien 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, and whether or not the whole amount so borrowed or raised and outstanding at any one time exceeds the amount of the Share Capital of the Company for the time being issued or agreed to be issued.

GENERAL MEETINGS

14. The Company shall hold a General Meeting as its first Annual General Meeting within eighteen months of its incorporation at such time and place as may be determined by the Directors. Subsequent Annual General Meetings shall be held at such times and places as may be determined by the Directors. Not more than fifteen months shall elapse between the date of any one Annual General Meeting and that of the

next. In default of any Annual General Meeting being so held an Annual General Meeting may be convened by any two members in the same manner as nearly as possible as that in which Annual General Meetings are to be convened by the Directors. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

15. The Company is convening any General Meeting shall comply with the provisions of Section 136 of the Act as regards giving information to Members concerning their right to appoint proxies, and of Section 162 of the Act as regards sending to the Auditor of the Company notices of and communications relating to such Meeting.
16. The quorum necessary for transaction of business at any General Meeting shall be two Members present in person and entitled to vote.
17. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company 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.

VOTES OF MEMBERS

18. Clause 58 of Table A shall be modified to the extent that a poll may be demanded by two Members present in person or by proxy instead of three Members as therein provided.
19. Subject to any rights or restrictions for the time being attached to any class or classes or shares, on a show of hands every Member present in person shall have one vote only, and on a poll every Member present in person or by proxy shall

have one vote for every Share held by him, upon which there are no calls in arrear

DIRECTORS

20. The number of directors shall not be less than two or more than five.

21. The following persons shall be the first Directors of the company:-

KENNETH BAINES

ERIKA IRMGARD BAINES

22. The quorum necessary for the transaction of business at a Directors' meeting may be fixed by the Directors, and unless so fixed shall be two.

23. It shall not be necessary for a Director present at any Meeting of Directors or Committee of Directors to sign his name in a book to be kept for that purpose, and Clause 86 of Table A shall be modified accordingly.

24. There shall not be any age limit for Directors and Section 185 Sub-sections (1) to (6) of the Act shall not apply to the Company.

25. The office of a Director shall be vacated:-

- (a) If he becomes bankrupt or compound with his creditors.
- (b) If he becomes of unsound mind or be found a person under a disability
- (c) If by reason of any order made under the Act he becomes prohibited from being a Director.
- (d) If he absent himself from the Meetings of Directors for a period of six months without premission of the other Directors, and the Directors resolve that his office be vacated.
- (e) If he resigns his office by notice in writing given to the Directors but any Act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such Act, written notice shall have been served upon the Directors or an

entry shall have been made in the Minute Book stating that such Director has ceased to be a Director of the Company.

26. No Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any other office or employment under the Company, or as vendor, purchaser or otherwise nor shall any such contract, or any contract, arrangement, or dealing entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract, arrangement or dealing by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the Meeting of the Directors at which the question of entering into the Contract, arrangement or dealing is first taken into consideration, if his interest then exists, or in any other case, at the first meeting of the Directors after he becomes so interested. A General Notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any Contract arrangement or dealing which may thereafter be made with that Company or firm shall be deemed a sufficient declaration of interest in relation to any contract, arrangement or dealing so made, provided that no such notice shall be of effect, unless either it is given at a meeting of the Directors or the Director giving it takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given. A

Director who shall have complied with the foregoing provisions as regards disclosure in respect of any contract, arrangement or dealing may vote in regard thereto and be reckoned in estimating a quorum when any such contract arrangement or dealing is under consideration.

REGISTER OF DIRECTORS' SHAREHOLDINGS

27. The Directors shall cause to be kept a register of the Directors' Holdings of Shares and Debentures of the Company and of its subsidiary companies or holding company (if any) as required by Section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and shall produce the same at every Annual General Meeting as required by and otherwise comply with the provisions of that Section.

NOTICES

28. Notice of a General Meeting need not be given to any Member in respect of any class of Shares during any period in which by the terms of issue of such Shares the holders are not entitled to receive notices of General Meetings; and Clause 134 of Table A shall be modified accordingly.

ONS
nt

NAMES, ADDRESSES, AND DESCRIPTIONS OF
SUBSCRIBERS

Kenneth Baines
50 Langdale Rd
Tenniscowles
Blackburn
Textile Engineer

Enika J. Baines
50 Langdale Rd.
Tenniscowles
Blackburn
House Wife

Dated the Third day of March 1966

Witness to the above signatures.

W. M. Baines

S. Baines

Blackburn.

DUPLICATE FOR THE FILE.

No. 875012



Certificate of Incorporation

I Hereby Certify that

WARD TEXTILE MACHINERY LIMITED

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

Given under my hand at London this TWENTY-FIFTH DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whisfield

Assistant Registrar of Companies.

Certificate
received by }

Date