

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee Stamp
must be
Impressed
here.

DECLARATION of Compliance with the requirements of the Companies Act,
1929, on application for registration of a Company.

Pursuant to Section 15(2).

Name of CompanyHUNBY.&..BROOKS,.....

.....
LIMITED.

8 MAR 1931

Presented by

.....WILLIE PATTERSON & HERRING....

.....10 COLEMAN STREET.....

.....E.C. 2.....

H. HOWES & CO., LTD.,

Company Printers, Publishers & Stationers,

BELL YARD (next to Law Society), TEMPLE BAR, W.C.2.
Telephone—HOLBORN 3073.

4, UNION COURT, OLD BROAD STREET, LONDON, E.C.2.
Telephone—LONDON WALL 0237.

27 & 28, OLD JEWRY, CHEAPSIDE, LONDON, E.C.2.
Telephone—METROPOLITAN 4879.

Works—53 & 55, MANSELL STREET, LONDON, E.1.
Telephone—ROYAL 4094.

NOTE.—This Margin is reserved for binding, and must not be written across.

I ~~do hereby solemnly swear~~
of ~~the Supreme Court of the United Kingdom~~
.....
.....
.....

Do solemnly and sincerely declare that I am (a) a Solicitor
of the Supreme Court engaged in the formation

of HUMBY & BLOOM
.....
.....

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 10 Coleman Street
in the City of London
the 1st day of March
One thousand nine hundred and
thirty four.

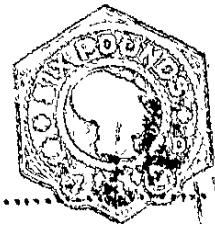
Before me,

A. J. Bernard
.....

(b) A Commissioner for Oaths.

- (a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law-Agent")
"engaged in the formation," or "A person named in the Articles of Association
"as a Director or Secretary."
(b) or Notary Public or Justice of the Peace.

P. M. Kerridge



HENRY J. HOWES

COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act 1920. (NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.)

8 MAR 1921

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

Presented for registration by

WILLIAM PETERSON & SONS

10, COLEMAN STREET, E.C.2.

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Telephone—ROYAL 4094.

The NOMINAL CAPITAL of the ~~XXXX & Co. Ltd.~~.....

.....Company, Limited,

is £1200....., divided into twelve.....shares of £1.....
hundred

each.

Signature

J.K. Brooks

Description.....Director.....

Date ~~March~~.....^{1st}.....1934

This Margin is reserved for binding and must not be written across.



280101



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

—OF—

Humby & Brooks,
LIMITED.

8 MAR 1931

1. The name of the Company is "Humby & Brooks, Limited."
2. The registered office of the Company will be situate ⁱⁿ *Robt. M.B.* England.
3. The objects for which the Company is established are:—
 - (a) To construct, execute, carry out, equip, improve, work, develop, administer, manage, or control, in Great Britain or abroad, works and conveniences of all kinds, which expression, in this memorandum, includes railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic, and power supply, works and hotels, swimming baths, warehouses, markets and public buildings, and all other works or conveniences of utility whether public or otherwise.
 - (b) To apply for, purchase, or otherwise acquire, any contracts, decrees and concessions, for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration, or control of works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same.
 - (c) To carry on the business of consulting engineers, miners, metallurgists, builders and contractors, engineers, farmers, graziers, ship-owners, ship-builders, merchants, importers and exporters, and to buy, sell and deal in property of all kinds.

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(d) To carry on the business of iron-founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, electrical engineers, water supply engineers, gas-makers, ~~farmers~~, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property and rights for the time being.

JMB.

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JMB.

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- (e) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering whether consulting or otherwise or manufacturing business of the Company, or any Contracts undertaken by the Company, and either for the purpose only of such Contracts or as an independent business.
- (f) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (g) 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 any of the above specified objects, or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- (h) To purchase or otherwise acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (i) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (j) To distribute any of the property of the Company in specie among the members.
- (k) To apply for, purchase, or otherwise acquire any copy-rights, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used, for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.

RA. *JMB.*

- (l) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concessions or co-operation with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.
- (m) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (n) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly, calculated to benefit this Company.
- (o) Generally to purchase, take on lease, or in exchange, hire or otherwise, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (p) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (q) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (r) To lend money to such persons, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons.
- (r1) To borrow, or raise, or secure the payment of money in such other manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem, or pay off any such securities.
- (r2) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.

- (s) To sell or dispose of the 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 having objects altogether or in part similar to those of this Company.
- (t) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the Press, by circulars or by publication of books or periodicals.
- (u) To procure the Company to be registered or recognised in any foreign country or place.
- (v) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (w) To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Company, and to remunerate by commission, brokerage or otherwise any person or company for services rendered or to be rendered in relation to the formation and establishment of the Company, or the conduct of its business, or placing or assisting to place, or guaranteeing the placing of any shares in, or debentures or other securities of the Company, or any Company formed or promoted by the Company, or the conduct and management of the Company, or in negotiating for and obtaining or introducing orders or business to the Company.
- (x) To do all or any of the above things in any part of the world, and as agents, contractors, trustees, or otherwise, or by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (y) To procure the Company to be registered in any Dominion or Dependency and in any Foreign Country or place.
- (z) To do all such things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "Company" in this Clause 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 the intention is that the objects specified in each paragraph of this clause shall, except where otherwise explained in such paragraph, be in no wise restricted by reference to or inference from the terms of any other paragraph, or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,200, divided into £1,200 shares of £1 each, with power to increase, consolidate, sub-divide and reduce its capital, and any of the original shares and any new shares from time to time to be created may be classified and issued with any such guarantee or any such right of preference, whether in respect of dividend or payment of capital, or both, or any other special privilege or advantage over other shares, or with such deferred or different rights as compared with other shares, and generally on such terms and conditions as may from time to time be authorised, determined and confirmed by the Articles of Association of the Company.

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.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<i>Robert Humby, A.M.Inst.C.E.</i> <i>107 Maple Road</i> <i>Swinton</i> <i>Surrey.</i> <i>Chartered Civil Engineer.</i>	<i>One.</i> <i>ONE</i>
<i>John Kenneth Brooks A.M.Inst.C.E.</i> <i>77 Priory Road</i> <i>London N.W.6.</i> <i>Chartered Civil Engineer</i>	<i>One</i> <i>ONE</i>

Dated this *1st* day of *March*, 1934.

Witness to the above Signatures:—

Mr Herring
10 Coleman St.
E.C.2. Solicitor



285-181



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THE COMPANIES ACT, 1929.

10/11
8 MAR 1931

COMPANY LIMITED BY SHARES.

Articles of Association

—OF—

Humby & Brooks,
LIMITED.

1. Subject as is hereinafter provided the regulations contained in Table "A" in the First Schedule to the Companies Act, 1929 (hereinafter called Table "A"), shall apply to this Company.

2. The Company shall not offer any of its shares or debentures to the public for subscription.

3. 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.

4. Any branch or kind of business which, by the Memorandum of Association of the Company, is either expressly or by implication authorised to be undertaken by the Directors may be undertaken at such time or times as they shall think fit, and further, may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

INTERIM DIVIDENDS.

5. The Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies.

CALLS.

6. The Directors may from time to time make such calls upon the members in respect of all monies unpaid on their shares as they may think fit, provided that fourteen days' notice is given of each call, and each member shall be liable to pay the amount of calls so made to the persons and at the times and places appointed by the Directors.

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MEETINGS.

7. The quorum of a General Meeting shall be two members at least, and Clause 45 of Table "A" shall be modified accordingly.

8. The word "one" shall be substituted for the word "three" in Clause 50 of Table "A."

9. The words "and either at once, or after an interval or adjournment" shall be inserted in Clause 51 of Table "A" after the word "manner" and Clause 52 of Table "A" shall be omitted.

DIRECTORS.

10. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, lender, or otherwise, nor by reason of his being a member of any corporation which has entered into contracts with or done any work for the Company, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relations thereby established if the nature of his interest has been declared by him in manner required by Section 149 of the Act, and no Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he does so his vote shall not be counted.

11. The number of the Directors shall not be more than three. The words "and any Director may be appointed as a Permanent Director for his life or until he resigns and shall not be liable to retirement under Clauses 73 and 74 of Table A" shall be added at the end of Clause 64 of Table "A."

12. The Directors of the Company shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company, but subject to any agreement to the contrary they shall not be entitled to travelling and other expenses incurred in attending the Board Meetings of the Company.

13. At any meeting of the Directors a Director shall have one vote. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit, and two Directors shall form a quorum; questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Clause 82 of Table "A" shall be modified accordingly.

not Rdy. J.A.

14. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

SEAL.

15. The seal of the Company shall not be affixed to any instruments executed by the authority of a resolution of the Board of Directors and in the presence of at least one Director and of the Secretary or such other person as the Directors may appoint for the purpose, and such Directors or Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

POWERS OF DIRECTORS.

16. Subject as aforesaid, the business and control of the Company shall be vested in the Directors, who, in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not hereby or by any statute expressly directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the statutes and of these presents, and to any regulations from time to time by the Company in General Meeting, provided that no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Clauses 67 and 69 of Table "A" shall not apply.

LIEN.

17. The Company shall have a first and paramount lien upon all the shares registered in the name of each member for his debts, liabilities, and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and no equitable interest in any share shall be created except upon the footing and condition that Article 18 hereof is to have full effect. And such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

18. Save as in any of these Articles otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not, except as ordered by the Court of competent jurisdiction, or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.

RESERVE.

19. Before recommending any dividend the Directors may set aside out of the profits of the Company such sum as they may think proper as a reserve fund to meet contingencies or for equalising dividends, or for repairing, improving and maintaining any of the property of the Company, and for such other purposes as the Directors shall, in their absolute discretion, think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit, and from time to time may deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve fund into such special funds as they think fit, with full power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets, and Clause 93 of Table "A" shall not apply.

TRANSFERS.

20. The Directors may in their absolute and uncontrolled discretion refuse to register any transfer of any shares, and Clause 19 of Table "A" shall be modified accordingly.

ACCOUNTS.

21. The Directors shall from time to time in accordance with Section 123 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheet and reports as are referred to in that Section.

22. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report, shall be open to the inspection of the Members at least two days before the date of the meeting, but the same shall not be circulated, and Clause 101 of Table "A" shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

Robert Humby. A.M. Inst. C.E.

107 Maple Road

Swinton. Surrey.

Chartered Civil Engineer.

John Kenneth Brooks A.M. Inst. C.E.

77 Priory Road

London N.W. 5

Chartered Civil Engineer.

Dated this 1st day of March 1934.

Witness to the above signatures :

M. Herring

10 Coleman St.

E.C. 2.

Solicitor.

No. 285481



Certificate of Incorporation

I Hereby Certify, That

HUMBY & BROOKS, LIMITED

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

Given under my hand at London this eight day of March One

Thousand Nine Hundred and thirty-four.

Greenwood
Registrar of Companies.

Certificate
received by

Wylie Patterson & Heming
10, Coleman St. S.C.2.

Date 8. March. 1934