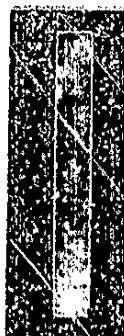


NO DOC



number of  
company

328871/2

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.

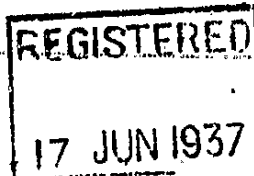


## Statement of the Nominal Capital

OF

*Bailey Motors & Controls*

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 1923.

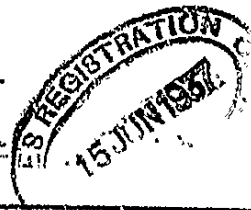
NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

represented by

*White Steward & Nicholls & Co.*

*4 St Bride Street E.C.4*

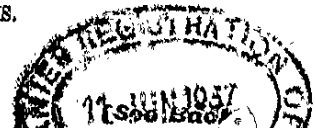


THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,  
Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,  
66 St. Vincent Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

950



# THE NOMINAL CAPITAL

OF

*Bailey Makers & Controls*, Limited,

is £ 100, divided into 100

Shares of £1 each.

\*Signature *W.G. Thomas*

Officer *Secretary (Acting)*

Dated the 11<sup>th</sup> day of June 1937.

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



328871/3



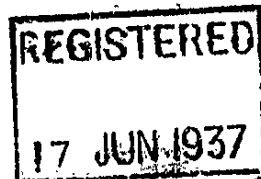
THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

- of -

BAILEY METERS & CONTROLS LIMITED:



1. THE name of the Company is "Bailey Meters & Controls Limited."
2. THE registered office of the Company will be situate in England.
3. THE objects for which the Company is established are :-
  - (a) To carry on the businesses of manufacturers sellers suppliers and repairers of and dealers in plant machinery implements tools and apparatus of all kinds including plant machinery implements meters and parts and components for control apparatus of every kind and description.
  - (b) To purchase or otherwise acquire any rights or interests in any inventions, patents, patent rights, licenses, brevets d'invention, privileges, concessions and advantages conferring an exclusive or non-exclusive or limited right to use or any secret or other information as to any inventions in relation to systems or means of control of any steam or other apparatus or generally any inventions which may seem to the Company capable of being profitably

dealt with and to experiment with work use  
exercise develop grant licenses or sub-  
licenses at royalties or otherwise in respect  
or sell or otherwise turn to account any  
inventions, patents, patent rights, licenses,  
brevets d'invention, privileges, concessions  
and advantages and to do all such acts and  
things as may be deemed expedient for turning  
to the fullest account any inventions, patents,  
licenses, privileges and rights in which the  
Company is or may be interested or concerned.

- (c) To purchase, take on lease, or in exchange,  
hire or otherwise acquire and hold for any  
estate or interest any real or personal  
property of any kind necessary or convenient  
for the purposes of or in connection with the  
Company's business.
- (d) To borrow or raise or secure the payment of  
money for the purposes of or in connection  
with the Company's business.
- (e) To mortgage and charge the undertaking and  
all or any of its assets, present or future,  
and all or any of the uncalled capital for  
the time being of the Company, and to issue  
at par or at a premium or discount, and for  
such consideration and with such rights,  
powers and privileges as may be thought fit,  
debentures, mortgage debentures or debenture  
stock payable to bearer or otherwise, and  
either permanent or redeemable or repayable,

and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance.

- (f) To act as engineers agents and merchants and generally to undertake and execute agencies and commissions of all kinds and to undertake and perform sub-contracts and to act in any of the businesses of the Company through or by means of agents brokers sub-contractors and others.
- (g) To carry on any other business directly or indirectly connected with or capable of being conveniently carried on in connection with any of the above objects or calculated directly or indirectly to render profitable any of the property or rights of the Company.
- (h) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities, and in such manner as may from time to time be determined.
- (j) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (k) To enter into any partnership or arrangement

for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such Company, and to guarantee the contracts or liabilities of, subsidise, or otherwise assist any such Company.

(l) To purchase or otherwise acquire and undertake all or any part of the business property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company, or to advance its interests, or possessed of property suitable for the purposes of the Company.

(m) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(n) To do all or any of the above things in any part of the world.

(o) To do all such other things as are incidental or conducive to the above objects or any of them.

4. THE liability of the members is limited.

5. THE share capital is £100 divided into 100 Ordinary Shares of £1. each.

**DISTINCT ORIGINAL**

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
Frederick Cecil Crookshank	4 St Bride Street. London. E.C.4. Solicitors' Clerk	One
George Kempinski	4 St. Bride Street London E.C.4. Solicitors' Clerk	One

DATED the 11th day of June 1937.

WITNESS to the above signatures :-

F. S. Wells  
4, St. Bride Street,  
Sudgate Cross, E.C.4.  
Solicitors' Clerk.





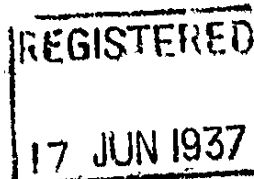
THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BAILEY METERS & CONTROLS LIMITED



1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.
2. Clauses 30 to 33 inclusive, 45, 69, 72, 73, 74, 75 and 101 of Table A shall not apply to the Company, but the clauses next hereinafter contained, in addition to the remaining clauses of Table A, shall constitute the regulations of the Company.
3. The Company is a "Private Company" and accordingly
  - (a) No invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company,
  - (b) The number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member, and

(e) The right to transfer the shares of the Company shall be restricted in manner hereinafter appearing. If the Company shall at any time be turned into a Public Company the provisions of the Statutes shall be complied with

4. The right of members to transfer their shares shall be restricted as follows :- (a) No share shall be transferred without the previous sanction of the Directors who may without assigning any reason decline to give any such sanction (b) The Directors may in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares.

5. All the Directors of the Company shall retire annually but shall be eligible for re-election.

6. 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.

7. The Board may at any time borrow or raise for the purposes of the Company such sums of money at such rates of interest as the Board may think proper, and may secure the repayment of such moneys or any other moneys which the Company may be liable to pay by mortgage or charge or by debentures or debenture stock, perpetual or otherwise, forming a charge upon the whole or any part of the property, assets and undertaking of the Company, both present and future, including its unpaid or uncalled capital for the time being, in such manner and upon such terms and conditions and with such security as the Board shall

determine. Any Debentures debenture stock or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors or otherwise

8. A Director who is abroad or about to go abroad may appoint any other person to be a substitute director during his absence abroad and such appointment shall have effect and the appointee whilst he holds office as substitute director shall be entitled to notice of meetings of directors and to attend and vote thereat but he shall not require any qualification and he shall ipso facto vacate office, if and when the appointor returns to England or vacates office as a director or removes the appointee from office. Any appointment or removal under this clause shall be by notice in writing to the Company under the hand of the Director making the same

9. The office of a Director shall be vacated

- (1) If by notice in writing to the Company he resigns the office of director
- (2) If he ceases to be a Director by virtue of Section 141 of the Companies Act 1929
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929 Section 217 or Section 275
- (5) If he is found lunatic or becomes of unsound mind.

10. A Director may hold any other office or place of

profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

11. Any Director may contract or be interested in any contract or arrangement with the Company and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable by reason of his position as a Director of the Company to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in the manner required by Section 149 of the Companies Act 1929. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein.

12. The Directors may at their discretion pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or contract with any person, firm or company, to pay the same, 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.

13. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in

paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by any statute.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF  
SUBSCRIBERS.

---

*Frederick Cecil Cawthra*  
*4 St Bride Street. London E.C.4.*  
*Solicitor's Clerk.*

*George Benjamin Surge*  
*4 St. Bride Street*  
*London E.C.4*  
*Solicitor's Clerk*

---

DATED this *11th* day of *June* 1937.

WITNESS to the above signatures :-

*F. S. Wells.*  
*4. St Bride Street,*  
*Sudgate Circus.*  
*S. G. L.*  
*Solicitor's Clerk.*

DUPLICATE FOR THE FILE.

No. 328871



# Certificate of Incorporation

I Hereby Certify,

That

Bailey Meters & Controls Limited

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

Given under my hand at London this seventeenth day of June One Thousand Nine Hundred and thirty-seven.

Registrar of Companies.

Certificate received by 25 D. Conolly for White & Leonard & Nicholls & Co

Date 18 June 1937

127  
3  
b

*The Companies Act 1929.*



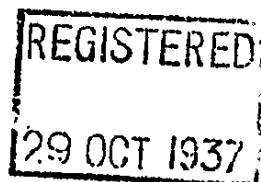
COMPANY LIMITED BY SHARES.

## Resolution

*Passed on the 22nd October 1937*

BY

## BAILEY METERS & CONTROLS LIMITED



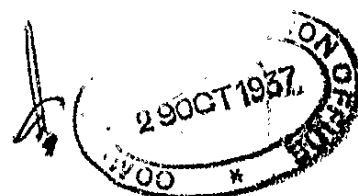
*EXTRAORDINARY*  
AT an ~~an~~ GENERAL MEETING of the Company held at 4 St. Bride  
Street, in the City of London, on Friday the 22nd October 1937,  
the following Resolution was duly passed:—

“That the capital of the Company be increased to  
£100,000 by the creation of 99,900 additional Ordinary  
shares of £1 each, ranking for dividend and in all other  
respects *pari passu* with the existing Ordinary shares of  
the Company.”

*H. Forbes White*

*Director.*

*bb*



# THE STAMP ACT, 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.

## Statement of Increase of the Nominal Capital

OF

BAILEY METERS & CONTROLS

LIMITED.

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act, 1929. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Sec. 5 of the Revenue Act, 1903.)

Presented by

WHITE & LEONARD & NICHOLLS & CO.,

REGISTERED  
29 OCT 1937

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,  
and 68 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



# THE NOMINAL CAPITAL

OF

BAILEY METERS & CONTROLS

....., Limited,

has been increased by the addition thereto of the sum of

£99,900....., divided into 99,900

Shares of One Pound.....each, beyond the registered

Capital of £100

\*Signature.....H. Forber

Officer.....Director

Dated the 28<sup>th</sup> day of October, 1937

\* This Statement should be signed by a Director or Manager or Secretary of the Company.

Number of } 322271  
Company }

Form No. 10

## THE COMPANIES ACT, 1929.



### Notice of Increase in Nominal Capital

Pursuant to Section 52.



Insert the  
Name  
of the  
Company.

BAILEY METERS & CONTROLS

LIMITED.

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).



Presented by

HITE & LEONARD & NICHOLLS & CO.,

4, St. Bride Street, Ludgate Circus, E.C.4.

To THE REGISTRAR OF COMPANIES.

BAILY METERS & CONTROLS

\* "Ordinary,"  
"Extraordin-  
ary," or  
"Special".

Limited, hereby gives you notice, pursuant to  
Section 52 of the Companies Act, 1929, that by an\* Ordinary  
Resolution of the Company dated the 22nd day of October 1937,  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £99,900  
beyond the Registered Capital of £100

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
99,900	Ordinary	One Pound

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new  
shares have been, or are to be, issued are as follows:—

To rank for dividend and in all other respects  
pari passu with the existing Ordinary Shares  
of the Company.

\* \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature..... H. F. [Signature]

State whether Director,  
Manager or Secretary) Direct or

Dated the 1st day of November 1937

323871  
16

Cleveland - Ohio

March 28, 1938.

To Bailey Meters and Controls Limited  
Craven House,  
Northumberland Avenue,  
London,  
England.

REGISTERED  
10 MAY 1938



We hereby authorise and request you out of the  
20000 fully paid up Shares of £1 each provided by the  
Agreement between us of even date herewith to be allotted  
and issued fully paid up to us or to our nominees to  
allot and issue Share numbered 29206 to Ervin George  
Bailey of Cleveland Ohio and Share numbered 29207 to  
Harold Forbes White of 4, St. Bride Street, London, E.C.4.

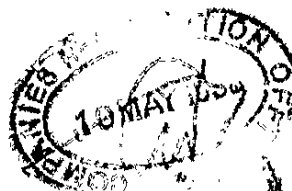


For & on behalf of Bailey Meter Company

*Ervin George Bailey*  
and we the undersigned agree to accept the said Shares  
as such nominees.

*Ervin George Bailey*

H. Forbes White



109

328871

Babcock House,

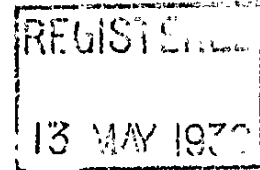
Farringdon Street,

E. C. 4.

27th April, 1938.



The Directors,  
Messrs. Bailey Meters & Controls Ltd.,  
Progress Way,  
Purley Way,  
CROYDON, Surrey.



Dear Sirs,

We hereby authorise and request you out of the 29,200 fully paid up Shares of £1. each to be allotted to us as Fully Paid under the terms of the Agreement between us dated the 27th day of April 1938, to allot and issue Share No. 6. to Francis German Cowlrick of "Surrenden", Barley Mow Road, Englefield Green, Surrey.

Yours faithfully,

For BABCOCK & WILCOX LIMITED,



*J. Waddingham*  
Secretary.



No. 328871

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Resolution

*passed on 29th January, 1954,*

BY

**Bailey Meters & Controls Limited.**

REGISTERED

12 FEB 1954

At an ANNUAL GENERAL MEETING of the Company held at the  
Connaught Rooms, Great Queen Street, London, W.C.2, on Friday,  
29th January, 1954, the following RESOLUTION was duly passed :—

“ That the Capital of the Company be increased to £200,000  
by the creation of 100,000 additional Ordinary Shares of £1  
each, ranking for dividend and in all other respects *pari passu*  
with the existing shares of the Company.”

F. C. MARTIN,

*Secretary.*

B., M. & Co. Ltd. T65782F.

12 FEB 1954

C-647.

Company 328671 / 45

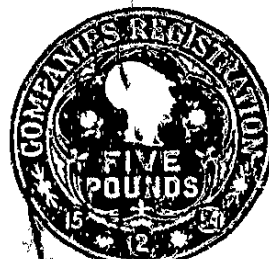
## THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.  
Pursuant to Section 63.

e

ny

BAILEY METERS &amp; CONTROLS



REGISTERED  
12 FEB 1954

It must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to the Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

WATERLOW &amp; SONS LIMITED.

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

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

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

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

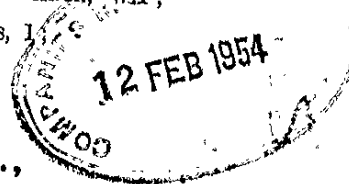
12 &amp; 14, BROWN STREET, MANCHESTER, 2.

Presented by

The Secretary, Bailey Meters &amp; Controls Ltd.,

Progress Way, Purley Way, Croydon, Surrey

C.646



TO THE REGISTRAR OF COMPANIES.

BAILEY METERS & CONTROLS Limited, hereby gives you notice pursuant to  
section 63 of The Companies Act, 1948, that by ~~an~~ an Ordinary  
Resolution of the Company dated the 29TH day of  
January, 1954, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of £ 100,000  
beyond the Registered Capital of £ 100,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
100,000	Ordinary	£1

The Conditions (b) subject to which the new Shares have been or are to be issued are  
as follows:—

Ranking for dividend and in all other respects  
pari passu with the existing shares of the Company

Signature

J. E. Martin

(~~State whether Director or Secretary.~~)

Dated the 12th day of February 1954

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)



of Certificate 328871 / 46



[O.A. 39]  
1/41

CPD  
£500  
1/41

BAILEY METERS & CONTROLS

LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp  
Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten  
pence for every £100 or fraction of £100—Section 41, Finance Act, 1893)

REGISTERED  
12 FEB 1954

This statement is to be filed within 15 days after the passing of the Resolution  
by which the Registered Capital is increased, and if not so filed Interest on the Duty  
at the rate of 5 per cent. per annum from the passing of the Resolution is also payable  
under the Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative  
to the filing of a Notice of Increase and a printed copy of the Resolution authorising  
the increase.

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

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

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

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

12 & 14, BROWN STREET, MANCHESTER, 2.

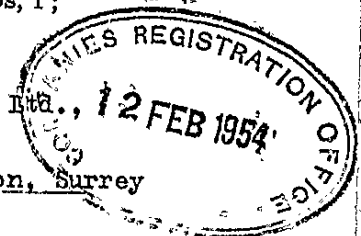
Printed by

The Secretary, Bailey Meters & Controls Ltd.,

Progress Way, Purley Way, Croydon, Surrey

[26A.]

C.649.



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

BAILEY METERS & CONTROLS Limited

has by a Resolution of the Company dated 29th JANUARY 1954

been increased by the addition thereto of the sum of £ 100,000 , divided into

100,000 shares of £ 1 - - each beyond the Registered Capital of

£100,000

Signature

*J. C. Martin*

State whether Director or Secretary SECRETARY

Date 12th day of February 19 54

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

520811/61

THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES



SPECIAL AND ORDINARY RESOLUTIONS  
of  
BAILEY METERS & CONTROLS LIMITED

At THE ANNUAL GENERAL MEETING of the above named Company duly convened and held at The Connaught Rooms, Great Queen Street, Kingsway, London, W.C.2. on Thursday, the 14th day of January, 1960, the following resolutions were duly passed in the case of those lettered 'a' and 'c' as ORDINARY RESOLUTIONS of the Company and in the case of that lettered 'b' as a SPECIAL RESOLUTION of the Company.

RESOLUTIONS

- a. That the Capital of the Company be increased to £400,000 by the creation of 200,000 additional Ordinary Shares of £1 each, ranking for dividend and in all other respects pari passu with the existing shares of the Company.
- b. That the Articles of Association of the Company be and they are hereby amended by the addition of the following new Article, namely :-

14. (1) The Company in general meeting may, at any time and from time to time upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportions aforesaid, or partly in one way and partly in the other, and the Directors shall give effect to such resolution: provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid shares.

29 JAN 1960

(2) Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision for the satisfaction of the right of any Member under any such resolution to a fractional part of a share by the issue of fractional certificates, or by payment in cash or otherwise, as they think fit, and also to authorise any person to enter, on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation; and any agreement made under such authority shall be effective and binding on all such Members. Further the Directors may, if they think fit, make provision for the registration of any or all of such shares as aforesaid in the names of nominees of the Members entitled thereto.

- c. That it is desirable to capitalise the sum of £75,000 at present standing to the credit of Capital Reserve and of £175,000 being part of the amount at present standing to the credit of Revenue Reserve, making an aggregate sum of £250,000, and accordingly that such aggregate sum be set free for distribution amongst the holders of the Ordinary Shares in the Capital of the Company registered as such in the books of the Company at the close of business on the 14th January 1960, rateably in proportion to the Ordinary Shares held by them respectively at that date, on condition that such sum shall not be paid in cash but shall be applied in paying up in full 250,000 unissued Ordinary Shares of £1 each in the capital of the Company to be appropriated to and distributed amongst such holders of Ordinary Shares rateably in the proportion of five new Ordinary Shares of £1 each fully paid for every three Ordinary Shares of £1 each so registered in their respective names

*W. G. Thomas*

Chairman.

Number of  
Company

328871/67

Form No. 10

# THE COMPANIES ACT, 1948



## Notice of Increase in Nominal Capital

Pursuant to section 63

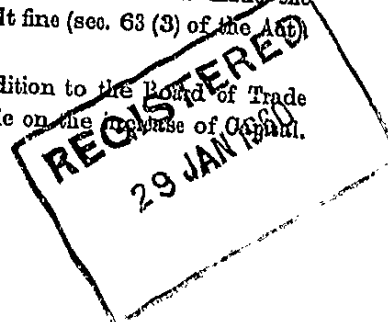
Insert the  
Name  
of the  
Company

BAILLY METERS & CONTROLS

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).



Printed by

Coward, Chance & Co.,

St. Swithin's House,

Walbrook, E.C.4.

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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

BALBY MEERS & CO. LTD.

Limited, hereby gives you notice, pursuant to

\*"Ordinary", "Extraordinary", or "Special", Section 63 of the Companies Act, 1948, that by an Ordinary Resolution of the Company dated the 14th day of January 1960 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 200,000 beyond the Registered Capital of £ 200,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
200,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The new shares rank for dividend and in all other respects pari passu with the existing shares of the Company

\*\*\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

H. Austin

State whether Director  
or Secretary

SECRETARY

Dated the

19th

day of

January

1960

Note.—This margin is reserved for binding and must not be written across

Number of  
Company ) 328871/63.

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital <sup>29/1</sup>

OF

BAILLY MASTERS & CONTROLS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

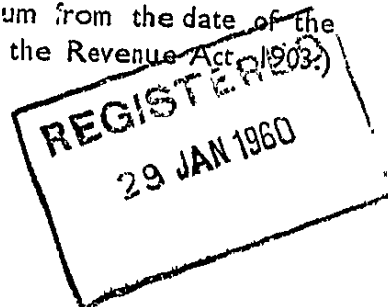
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Coward, Chance & Co.,

St. Swithin's House,

Walbrook, E.C.4.



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, 10; 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

BAILEY MOTORS & CONTROLS

Limited

has by a Resolution of the Company dated  
14th January 1960 been increased by  
the addition thereto of the sum of £200,000,  
divided into :—

200,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £200,000

Signature

*J. Austin*

(State whether Director or Secretary) SECRETARY

Dated the 14th day of January 1960

Note:—This margin is reserved for binding and must not be written across



328871/75



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

passed on 21st February 1966

by

BAILEY METERS & CONTROLS LIMITED

At THE ANNUAL GENERAL MEETING of the above named Company duly convened and held at the Connaught Rooms, Great Queen Street, Kingsway, London, W.C.2. on Monday, 21st February 1966, the following SPECIAL RESOLUTION was duly passed :-

" That the Articles of Association be amended so that the maximum number of Directors, fixed by the Subscribers to the Memorandum of Association as seven, be and is hereby increased to ten. "



MARTIN.

Secretary.

*Certified true copy*

*J. Martin*

*Reproduced by Stencil Dupliator*

*J. Martin*



55

No. 328871.

188

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

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**Memorandum**  
AND  
**Articles of Association**  
OF  
**Bailey Meters & Controls Limited.**

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*Incorporated the 17th day of June, 1937.*

73 Jan 13

WHITE & LEONARD & NICHOLLS & CO.,  
4, ST. BRIDE STREET,  
LUDGATE CIRCUS, E.C.4.

THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY SHARES.

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**Memorandum**  
AND  
**Articles of Association**  
OF  
**Bailey Meters & Controls Limited.**

---

---

*Incorporated the 17th day of June, 1937.*

WHITE & LEONARD & NICHOLLS & CO.,  
4, ST. BRIDE STREET,  
LUDGATE CIRCUS, E.C.4.

*Certified true copy*

*P. H. Brown A.*

No. 328871.



## Certificate of Incorporation

---

I hereby certify that BAILEY METERS & CONTROLS LIMITED is this day Incorporated under the Companies Act, 1929, and that the Company is LIMITED.

GIVEN under my hand at London this Seventeenth day of June,  
One thousand nine hundred and thirty-seven.

P. MARTIN,  
*Assistant Registrar of Companies.*

*Certified true copy*

*P. H. Brown*

No. 328871.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
OF  
**Bailey Meters & Controls Limited.**

1. The Name of the Company is "BAILEY METERS & CONTROLS LIMITED."

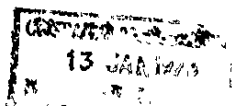
2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are :—

(a) To carry on the businesses of manufacturers, sellers, suppliers and repairers of and dealers in plant, machinery, implements, tools and apparatus of all kinds, including plant, machinery, implements, meters and parts and components for control apparatus of every kind and description.

(b) To purchase or otherwise acquire any rights or interests in any inventions, patents, patent rights, licenses, brevets d'invention, privileges, concessions and advantages conferring an exclusive or non-exclusive or limited right to use or any secret or other information as to any inventions in relation to systems or means of control of any steam or other apparatus, or generally any inventions which may seem to the Company capable of being profitably dealt with, and to experiment with, work, use, exercise, develop, grant licenses or sub-licenses at royalties or otherwise in respect, or sell or otherwise turn to account any inventions, patents, patent rights, licenses, brevets d'invention, privileges, concessions and advantages, and to do all such acts and things as may be deemed expedient for turning to the fullest account any inventions, patents, licenses, privileges and rights in which the Company is or may be interested or concerned.

*Certified true copy*



*P L A A*

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (d) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (e) To mortgage and charge the undertaking and all or any of its assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance.
- (f) To act as engineers agents and merchants, and generally to undertake and execute agencies and commissions of all kinds, and to undertake and perform sub-contracts and to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors and others.
- (g) To carry on any other business directly or indirectly connected with or capable of being conveniently carried on in connection with any of the above objects, or calculated directly or indirectly to render profitable any of the property or rights of the Company.
- (h) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company, in or upon such securities, and in such manner as may from time to time be determined.
- (j) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

*Certified true copy*

*P. H. Allen*

*Secretary*

(k) To enter into any partnership or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, subsidise, or otherwise assist any such Company.

(l) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company, or to advance its interests, or possessed of property suitable for the purposes of the Company.

(m) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(n) To do all or any of the above things in any part of the world.

(o) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

£400,000 400,000

5. The Share Capital is ~~£100~~ divided into ~~100~~ Ordinary Shares of £1 each.

*Certified true copy*

*P. H. M. R.*  
*Secretary*

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.
<p>FREDERICK CECIL CROWHURST, 4, St. BRIDE STREET, London, E.C.4. <i>Solicitors' Clerk.</i></p>	<p>One.</p>
<p>GEORGE BENJAMIN SMART, 4, St. Bride Street, London, E.C.4. <i>Solicitors' Clerk.</i></p>	<p>One.</p>

Dated the 11th day of June, 1937.

Witness to the above Signatures :—

F. S. WELLS,  
4, St. Bride Street,  
Ludgate Circus,  
London, E.C.4.  
*Solicitors' Clerk.*

*Witness true copy*



THE COMPANIES ACT, 1929,

COMPANY LIMITED BY SHARES.

Articles of Association

OF

**Bailey Meters & Controls Limited.**

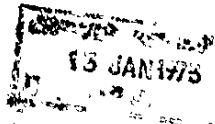
1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Clauses 30 to 33 inclusive, 45, 69, 72, 73, 74, 75 and 101 of Table A shall not apply to the Company, but the clauses next hereinafter contained, in addition to the remaining clauses of Table A, shall constitute the regulations of the Company.

3. The Company is a "Private Company" and accordingly:—

- (a) No invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company.
- (b) The number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member, and
- (c) The right to transfer the shares of the Company shall be restricted in manner hereinafter appearing. If the Company shall at any time be turned into a Public Company the provisions of the Statutes shall be complied with.

*Certified true copy*



*V. H. Smith*  
*Secretary*

4. The right of members to transfer their shares shall be restricted as follows :—(a) No share shall be transferred without the previous sanction of the Directors who may without assigning any reason decline to give any such sanction ; (b) The Directors may in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares.

5. All the Directors of the Company shall retire annually but shall be eligible for re-election.

6. 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.

7. The Board may at any time borrow or raise for the purposes of the Company such sums of money at such rates of interest as the Board may think proper, and may secure the repayment of such moneys or any other moneys which the Company may be liable to pay by mortgage or charge or by debentures or debenture stock, perpetual or otherwise, forming a charge upon the whole or any part of the property, assets and undertaking of the Company, both present and future, including its unpaid or uncalled capital for the time being, in such manner and upon such terms and conditions and with such security as the Board shall determine. Any Debentures, debenture stock or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors or otherwise.

8. A Director who is abroad or about to go abroad may appoint any other person to be a substitute Director during his absence abroad, and such appointment shall have effect and the appointee whilst he holds office as substitute Director shall be entitled to notice of Meetings of Directors, and to attend and vote thereat, but he shall not require any qualification and he shall *ipso facto* vacate office if and when the appointor returns to England or vacates office as a Director or removes the appointee from office. Any appointment or removal under this clause shall be by notice in writing to the Company under the hand of the Director making the same.

9. The office of a Director shall be vacated :—

(1) If by notice in writing to the Company he resigns the office of Director ;

*Certified true copy*

*P. H. Aaron*  
*Secretary*

- (2) If he ceases to be a Director by virtue of Section 141 of The Companies Act, 1929 ;
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors ;
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act, 1929, Section 217 or Section 275 ;
- (5) If he is found lunatic or becomes of unsound mind.

10. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

11. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable by reason of his position as a Director of the Company to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in the manner required by Section 149 of the Companies Act, 1929. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein.

12. The Directors may at their discretion pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or contract with any person, firm or company, to pay the same, 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.

13. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act, 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by any statute.

*Certified true copy*

*S. H. A.*

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

FREDERICK CECIL CROWHURST,

4, St. Bride Street,

London, E.C.4.

*Solicitors' Clerk.*

GEORGE BENJAMIN SMART,

4, St. Bride Street,

London, E.C.4.

*Solicitors' Clerk.*

---

Dated the 11th day of June, 1937.

Witness to the above Signatures :—

F. S. WELLS,

4, St. Bride Street,

Ludgate Circus,

London, E.C.4.

*Solicitors' Clerk.*

14. (1) The Company in general meeting may, at any time and from time to time upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportions aforesaid, or partly in one way and partly in the other, and the Directors shall give effect to such resolution: provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid shares.

(2) Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision for the satisfaction of the right of any Member under any such resolution to a fractional part of a share by the issue of fractional certificates, or by payment in cash or otherwise, as they think fit, and also to authorise any person to enter, on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation; and any agreement made under such authority shall be effective and binding on all such Members. Further the Directors may, if they think fit, make provision for the registration of any or all of such shares as aforesaid in the names of nominees of the Members entitled thereto.

*Continued next page*

The Companies Act 1929

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

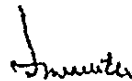
passed on 28th March 1977

by

BAILEY METERS & CONTROLS LIMITED

At the ANNUAL GENERAL MEETING of the above Company duly convened and held at the Registered Office, 218 Purley Way, Croydon, Surrey on Monday 28th March 1977 the following SPECIAL RESOLUTION was passed:-

"That the Articles of Association of the Company be and are hereby amended to delete Clause 66 of Table A in the First Schedule to the Companies Act 1929 which provided that the qualification of a director should be the holding of at least one share in the Company."



F.C. MARTIN  
Secretary

5th April 1977



INDISTINCT ORIGINAL

The Companies Act 1948

COMPANY LIMITED BY SHARES

## SPECIAL RESOLUTION

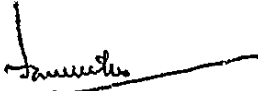
passed on 28th March 1977

by

BAILEY METERS &amp; CONTROLS LIMITED

At the ANNUAL GENERAL MEETING of the above Company duly convened and held at the Registered Office, 218 Purley Way, Croydon, Surrey on Monday 28th March 1977 the following SPECIAL RESOLUTION was passed:-

"That the name of the Company be changed to Babcock Controls Limited, with effect from 1st September 1977."

  
F.C. MARTIN  
Secretary

5th April 1977



1248  
Babcock  
128239  
£40.



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

328871

103

I hereby certify that

**BAILEY METERS & CONTROLS LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**BABCOCK CONTROLS LIMITED**

Given under my hand at Cardiff the **1ST** ~~SEPTEMBER~~ **SEPTEMBER 1977**

*D. A. Pendlebury*  
**D. A. PENDLEBURY**  
Assistant Registrar of Companies





Company Number 328871

109

ACCEPT UNSTAMPED £ 40

RECEIVED 10/05

SIGNED 11/05

DATE 16/8/79

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

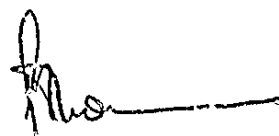
BABCOCK CONTROLS LIMITED

Passed 19th June, 1979

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company,  
duly convened, and held at 218 Purley Way, Croydon, CR9 4HE  
on the nineteenth day of June 1979 the following Special Resolutions  
were duly passed :-

" That the name of Babcock Controls Limited be changed to  
Babcock-Bristol Limited".

" That the Articles of Association be amended so that the  
maximum number of Directors is hereby increased from ten  
to twelve."



F. THOMAS  
SECRETARY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No.

328871

110

I hereby certify that

**BABCOCK CONTROLS LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**BABCOCK-BRISTOL LIMITED**

Given under my hand at Cardiff the

**3RD SEPTEMBER 1979**

**E. A. WILSON**

*Assistant Registrar of Companies*

No. 328871

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

passed on 23rd April 1986

by

BARCOCK-BRISTOL LIMITED



At an EXTRA-ORDINARY GENERAL MEETING of the above Company duly convened and held at the Registered Office, 218 Purley Way, Croydon, Surrey on Wednesday 23rd April 1986 the following SPECIAL RESOLUTION was passed:-

"That the name of the Company be changed to Bristol Babcock Limited with effect from 2nd June 1986."

Paul Thomas  
Secretary

6 May 1986

Bardays  
£40  
729075

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 328871

I hereby certify that

BABCOCK-BRISTOL LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

BRISTOL BABCOCK LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the

2ND JUNE 1986

*Mrs. M. Moss*  
MRS. M. MOSS

an authorised officer

# G

COMPANIES FORM No. 225(2)

## Notice by an holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

# 225(2)

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

\* insert full name of company

**Note**  
Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

228670
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Name of company

\* BRISTOL BABCOCK LIMITED

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	0	3
---	---	---	---

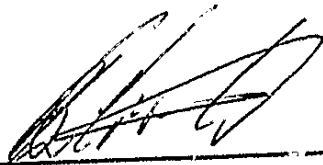
The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and [is to be treated as having come to an end] ~~[will come to an end]~~† on

Day Month Year

3	1	0	3	1	9	8	8
---	---	---	---	---	---	---	---

The company is a [subsidiary][holding company]† of FKI BABCOCK PLC  
\_\_\_\_\_, company number 164945  
the accounting reference date of which is 31/03

Signed



[Director][Secretary]† Date

15 July 1988

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**Jordan & Sons**  
JORDAN & SONS LIMITED  
JORDAN HOUSE  
100, MARKET STREET  
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TELEPHONE 01-251 3031  
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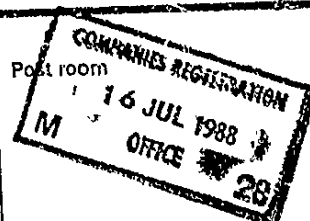


Presenter's name address and reference (if any):

B. L. CROTANZ.  
18 Boxgrove Road  
Gardens  
Pursey  
Gus 2.15.

For official Use  
General Section

Post room



3 28871

BRISTOL BABCOCK LIMITED

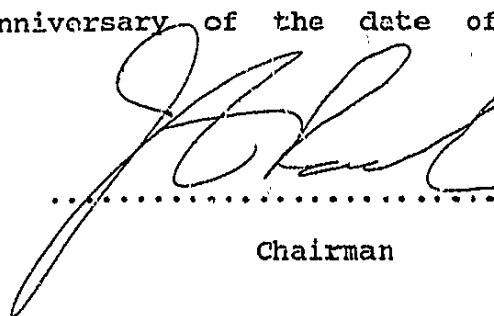
ORDINARY RESOLUTION

Passed on 12<sup>th</sup> December 1988

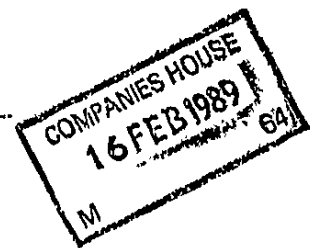
At an Extraordinary General Meeting held on  
1988 at Stoney Royd Halifax West Yorkshire the following  
resolutions were passed as Ordinary Resolutions of the Company

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £400,000 (divided into 400,000 Ordinary Shares of £1 each) to £410,000 by the creation of 10,000 Ordinary Shares of £1 each.
2. That pursuant to Section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise the powers of the Company to all relevant securities (as defined in such Section) up to a maximum amount of £10,000 such authority to expire on the fifth anniversary of the date of passing of this Resolution.

  
.....

Chairman



**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold black lettering

To the Registrar of Companies

For official use Company number

--	--	--	--

328571
--------

Name of company

\* BRISTOL BABCOCK LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 12<sup>th</sup> December 1988 the nominal capital of the company has been increased by £ 10,000 beyond the registered capital of £ 400,000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Pari Passu with the existing Ordinary Shares

Please tick here if  
continued overleaf☐Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed



Designation

DIRECTOR

Date 12.12.88

Presenter's name, address and  
reference (if any):

Hammond Suddards  
Empire House  
10 Piccadilly  
BRADFORD  
BD1 3LR REF GNIG

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC7X 8HR

Companies G123

1987 Edition  
4.87 BM  
5017157  
\*\*\*\*\*



SPECIAL RESOLUTION OF BRISTOL BABCOCK LIMITED

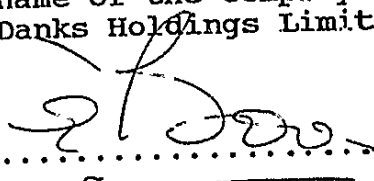
THE COMPANIES ACT 1985


COMPANY NUMBER 328871

At an EXTRAORDINARY GENERAL MEETING of the above named Company  
duly convened and held at  
West House, King Cross Road, Halifax, West Yorkshire  
on  
3 September 1992

the following Resolution was duly passed as a SPECIAL RESOLUTION

That the name of the Company be changed to  
Danks Holdings Limited.

  
.....  
CHAIRMAN

  
.....  
Certified a True Copy  
M J R Porter, Company Secretary

£200.00 paid  
BARCLAYS BANK  
Cheque No 645512, 20-1181-80507903 (£400.00)



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 328871

The Registrar of Companies for England and Wales hereby certifies that

BRISTOL BABCOCK LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

DANKS HOLDINGS LIMITED

Given at Leeds, the 3rd September 1992

  
MRS HELEN PEARSON

For The Registrar Of Companies



C O M P A N I E S H O U S E