

ber of
any

729542



Form No. 41

COMPANIES
REGISTRATION

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.*

J. HARPER & SONS (WELDING FABRICATIONS)
LIMITED

Witnessed by F. Taylor, 4, East Parade, Leeds. 1.

Ivan E. Goffen.

Solicitor, 61 Bridge Street, Walsall, Staffs.

The Solicitors' Law Stationery Society, Limited
2 Chancery Lane, W.C.2; 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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

W H

I, IVAN ^{Ernest} GARTMAN
of 61 Bridge Street, Walsall in the County of Stafford

(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 Solicitor of the
Supreme Court engaged in the formation

of J. HARPER & SONS (WELDING FABRICATIONS) Limited,

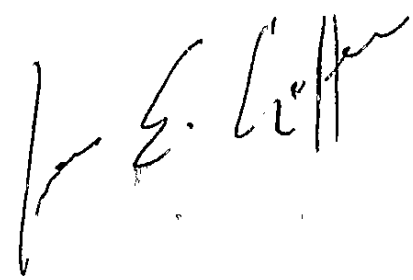
And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at Walsall in the County
of Stafford

the 29th day of May
one thousand nine hundred and sixty
two

Before me,





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

Number of
Company

729542

FORM 112 A 10/1/33

STATEMENT OF THE NOMINAL CAPITAL
OF

L. E. H. J. HARPER & SONS (WELDING FABRICATIONS) .



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 £. 2,000. 0s. 0d.

Signature L. E. Harper

Description Secretary

Dated the 29th day of May 1962

NOTES.—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 F. Taylor, 4, East Parade, Leeds. 1.

Ivan E. Geffen.

Solicitor, 61 Bridge Street, Walsall.

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.





THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

— OF —

J. HARPER & SONS (WELDING FABRICATIONS) LIMITED

1. The name of the Company is "J. HARPER & SONS (WELDING FABRICATIONS) 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 purchase and carry on the business of Welding Fabricators now carried on by PHILLIP JOHN HARPER and PETER HARPER at Bott Lane Walsall in the County of Stafford and accordingly to enter into and carry into effect with or without modification an agreement with them in the terms of the draft which has for the purpose of identification been initialled by the said PHILLIP JOHN HARPER and PETER HARPER.
- (b) To carry on business as workers in and manipulators of metals and alloys of all descriptions, forgers, casters, smelters, moulders, rollers, tilters, hardeners, braziers, drawers, stampers, smiths, machinists, fitters, millwrights, tube makers, tool makers, wire drawers, galvanisers, japanners, annealers, enamellers, die makers, pattern makers, assayers, refiners and metallurgists, merchants and dealers in all metals, minerals, ores and alloys, manufacturers of and dealers in all kinds of bearings, hardware, component parts and equipment, fittings and accessories for motor and other vehicles, ships, boats, aircraft, or any other purpose.
- (c) To carry on any other business of a similar nature or any business which may in the opinion of the Directors be conveniently carried on by this Company.

- (d) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery (and expenses attendant upon the formation of agencies and local boards).
- (e) Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.
- (f) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (g) To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate, and to sell let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company.
- (h) To purchase or otherwise acquire, erect, maintain, reconstruct, and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company.
- (i) To apply for and take out, purchase or otherwise acquire any patents, patent rights or inventions, copyright or secret processes, which may be useful for the Company's objects, and to grant licences to use the same.
- (j) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
- (k) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine.

- (l) To issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock, or other securities or obligations of any company or association, and to pay or provide for brokerage, commission and underwriting, in respect of any such issue.
- (m) To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments.
- (n) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit.
- (o) To receive money on deposit, with or without allowance of interest thereon.
- (p) To advance and lend money upon such security as may be thought proper, or without taking any security therefor.
- (q) To invest the moneys of the Company not immediately required in such manner, other than in the shares of this Company, as from time to time may be determined.
- (r) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company.
- (s) To establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same.
- (t) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance, and other assistance, as the Company shall think fit, and to form subscribe to or otherwise aid benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claims

to support or aid by the Company by reason of the locality of its operations or otherwise.

- (u) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character (the support of which will, in the opinion of the Company, tend to increase its repute or popularity among its employees, its customers, or the public).
- (v) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other company, or any partnership or person, carrying on business within the objects of this Company.
- (w) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company.
- (x) To sell, dispose of, or transfer the business, property and undertakings of the Company, or any part thereof, for any consideration which the Company may see fit to accept.
- (y) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (z) To distribute in specie or otherwise as may be resolved any assets of the Company among its members, and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company.
- (aa) To do all or any of the matters hereby authorised (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for any other companies or persons, or by or through any factors, trustees or agents.
- (bb) Generally to do all such other things as may appear to be 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 £2,000 divided into 2,000 shares of £1 each with power to issue any of the Shares in the capital original or increased with or subject to any preferential special or qualified rights or conditions as regards dividends, repayment of capital, voting or otherwise.

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
PHILIP JOHN HARPER 35 LEIGHWOOD AVENUE, ANDRIDGE, STAFFS, METAL FABRICATOR <i>P J Harper</i>	ONE (1)
LILIAN EILEEN HARPER, 35 LEIGHWOOD AVENUE, ANDRIDGE, STAFFS, HOUSEWIFE. <i>L E Harper</i>	ONE (1)

DATED this 29th day of MAY 1962

WITNESS to the above Signatures:-

[Signature]
[Signature]
Van E. Giffen
Solicitor, Walsall

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

J. HARPER & SONS (WELDING FABRICATIONS)
LIMITED

PRELIMINARY.

1. Save as hereinafter provided the regulations contained in Part I of Table "A" as set out in the First Schedule to the Companies Act, 1948 shall apply to the Company. All references hereinafter to Table "A" mean references to Part I of Table "A".

2. Clauses 24, 53, 84(2) and 88, and the proviso to Clause 79 of Table "A" shall not apply to the Company, but the articles hereinafter contained, and the remaining clauses of Table "A", subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. Clauses 2 and 3 of Table "A" shall take effect subject to Article 7 hereof. Clause 11 of Table "A" shall be read as if the brackets and words "(other than fully paid shares)" were omitted. Clause 15 of Table "A" shall be read as if the words "provided that no call shall exceed one-fourth of the nominal value of the share, or be payable at less than one month from the date fixed for the payment of the last preceding call" were omitted. Clause 75 of Table "A" shall take effect subject to Article 13 hereof. There shall be added at the end of Clause 76 of Table "A" the following:— "The remuneration of the directors shall be divided between them as the majority of them may determine or failing such determination equally".

4. The Company shall forthwith enter into an Agreement in the terms of the Agreement referred to in Clause 3(a) of the Memorandum of Association and shall carry the same into effect with such, if any, modifications or alterations as the Directors may think fit.

PRIVATE COMPANY.

5. The Company is a "Private Company" and accordingly:- (a) The right to transfer shares is restricted in manner hereinafter prescribed; (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) is limited to thirty. Provided that where two or more persons hold ten or more shares in the Company jointly they shall for the purposes of this Article be treated as a single member; (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited; and (d) The Company shall not have power to issue share warrants to bearer.

6. The directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, 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 Sub-Section (4) of Section 129 of the Companies Act, 1948.

SHARES.

7. The present Share Capital of the Company is £2,000 divided into 2,000 shares of £1 each.

8. Subject to any directions which may be given by the Company in General Meeting and to Article 5 hereof the shares of the Company for the time being unissued shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except as provided by Section 57 of the Companies Act, 1948.

9. On payment of any commission under the powers conferred by Section 53 of the Companies Act, 1948 the provisions of that Section and Sections 52 and 124 of that Act shall be observed.

TRANSFER OF SHARES.

10. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. The directors shall decline to register any transfer the registration of which would involve a contravention of Article 5 hereof.

PROCEEDINGS AT GENERAL MEETINGS.

11. 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 present in person or by proxy shall be a quorum.

12. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised 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.

DIRECTORS.

13. Until and unless otherwise determined by the Company in General Meeting, the number of the Directors shall be not less than two nor more than six.

DISQUALIFICATION OF DIRECTORS.

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

- (1) If he resigns his office by notice in writing to the Company.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If a receiving order is made against him or he enters into any arrangement or compromise with his creditors.
- (4) If he is prohibited from being a Director by an order made under Section 188 of the Act.
- (5) If he is found lunatic or becomes of unsound mind.

15. A Director shall be capable of contracting or participating in the profits of any contract with the Company, in the same manner as if he were not a Director, provided that the nature of his interest must be disclosed by him in manner required by Section 199 of the Act. A Director may vote in respect of any contract or arrangement in which he is so interested as aforesaid.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

PHILIP JOHN HARPER
35 LEIGHWOOD AVENUE,
ANDRIDGE, STAFFS,
METAL FABRICATOR.

P. J. Harper

LILIAN EILEEN HARPER,
35 LEIGHWOOD AVENUE,
ANDRIDGE, STAFFS,
HOUSEWIFE

L. E. Harper

DATED the 29th day of MAY 1962

WITNESS to the above Signatures:-

I. E. Geffen
Ivan E. Geffen
Solicitor
Walsall.

DUPLICATE FOR THE FILE.

No. 729542



Certificate of Incorporation

I Hereby Certify, that

J. HARPER & SONS (WELDING FABRICATIONS) LIMITED

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

Given under my hand at London this **Eleventh day of July**
One thousand nine hundred and sixty two.

L.S. Whitfield.
Assistant Registrar of Companies.

Certificate
received by }-

Date *11 July 1962*

COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

J HARPER & SONS (WELDING
FABRICATIONS) LIMITED
WILLENHALL LANE
BLOXWICH
WALSALL
STAFFS WS3 2XN

DEF6/ 729542

Date: 2 MAY 1989

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

J HARPER & SONS (WELDING

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380038

1334

FILE COPY

dti

Companies House is an executive agency within the Department of Trade and Industry

HD602

STRIKING OFF ACTION DISCONTINUED

729542 J. HARPER & SONS (WELDING FABRICATIONS) LIMITED

Cause has been shown why the above company should not be struck off the register and accordingly the Registrar is taking no further action under section 652 of the Companies Act 1985 pursuant to the Notice dated 2.5.89

S Vaughan.

for Registrar