

275795

Number of Companies } _____

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).

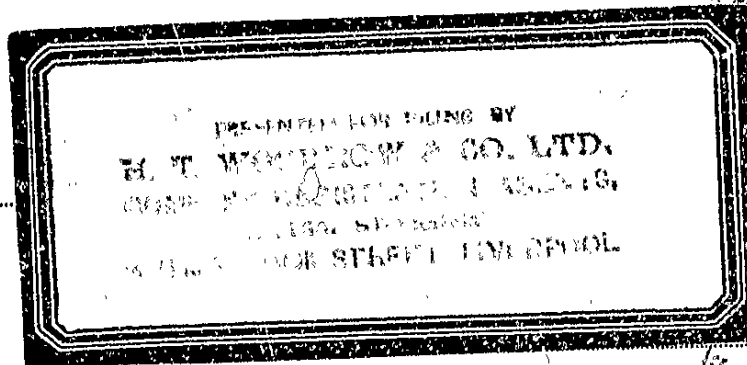
Insert the Name of the Company.

" J. D. " INSULATING COMPANY

LIMITED.



Presented by



The Solicitors' Law Stationery Society, Limited, 1 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; and 66 St. Vincent Street, Glasgow

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

J. FREDERICK WILLIAM JACOBSON

of 57 Moorfields in the City of Liverpool

Solicitor

(a) Here insert:
"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."

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

of "J.D." Insulating Company

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

Declared at Liverpool aforesaid

Frederick Jacobson

the 6th day of May 1935

Before me,

Edmund Leach

A Commissioner for Oaths. [Or a Notary Public or Justice of the Peace.]

This margin is reserved for binding and should not be written across.

Number of Company } 275795

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

"J. D." INSULATING COMPANY

LIMITED.

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

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

11 MAR 1934

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

Presented by

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
12 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, AND 66 ST. VINCENT STREET, BLAUGHER

The Solicitors' Law Stationery Society, Limited,
12 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, and 66 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.—7350A-8.9.32. W126

740



THE NOMINAL CAPITAL

OF

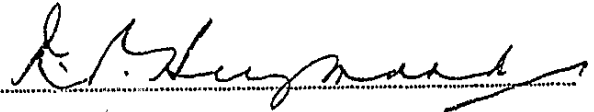
"J. D." INSULATING COMPANY

....., Limited,

is £ 20,000, divided into 20,000

Shares of One pound each.

*Signature.....



Officer.....

Secretary.....

Dated the 6th. day of May 1933.

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



The Companies Act 1929.

COMPANY LIMITED BY SHARES.

REGISTERED

Memorandum of Association 1933

OF

"J. D." INSULATING COMPANY LIMITED.



1. The name of the Company is " "J. D." INSULATING COMPANY LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are—

(A) To acquire the business of manufacturers and/or merchants of non-conducting and insulating materials used for boiler and pipe covering and in the construction of buildings, either on land or on board ships for the storage of any goods for which cold stores or similar buildings are required, and for preventing radiation of either heat, cold or sound or for any other purpose whatever lately carried on by John Davies Insulating Company Limited, at 486, Hawthorne Road, Bootle, Lancashire and elsewhere in the United Kingdom, together with all or any of the assets of the said business, and to carry on the same, and also to carry on in conjunction therewith or as distinct and separate businesses the businesses of insulating and refrigerating engineers, cold storage proprietors, ice manufacturers and merchants, manufacturers of and dealers in refrigerating and insulating buildings, plant and machinery of all kinds, electrical, hydraulic, ventilating, heating and mechanical engineers, iron founders, brass founders, tool makers, drill makers, metal workers, boiler makers, millwrights, shipwrights, machinists, smiths, plumbers, carpenters,



builders, contractors, woodworkers, shipbuilders, designers, draughtsmen, paint manufacturers and merchants, painters, metallurgists, chemical manufacturers and dealers, floor layers, flooring manufacturers and merchants, general merchants, dealers, agents and factors, and to buy, sell, manufacture, repair, convert, alter or hire and deal in plant, machinery, implements and materials of all kinds commonly used, dealt in or sold in connection with the said businesses or any of them.

- (B) 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 the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, trade marks, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and 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.

- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to employes or ex-employes of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) 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.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) 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.
- (O) 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.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) 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.

- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (s) 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 of the Company is £20,000, divided into 20,000 shares of £1 each. The Company has power from time to time to increase or reduce its capital and to issue any part of its capital (original or increased) with any preference or priority or with any special rights or subject to any restrictions.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>Richard Percival Heywood Lyndale 7 Anchorage Road Blenheim Leicestershire Chartered Accountant</p>	one
<p>John Davis 14 Kingsway Waterloo Leicestershire Insulating Engineer</p>	One

Dated this 6th day of May, 1933.

Witness to the above Signatures—

FREDERICK W JACKSON

~~Residence of~~
Solicitor
57 Merrifield
London



The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

"J. D." INSULATING COMPANY LIMITED.

REGISTERED
11 MAY 1933

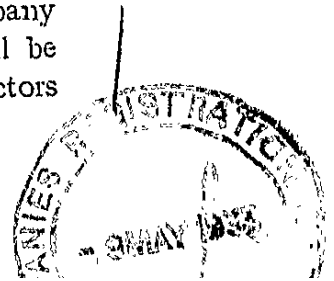
1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 11, 19, 35, 36, 45, 50, 64, 66, 69, 72, 80, 82, 84 and 101 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) 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, for the purposes of this provision where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution," where those words first occur.

5. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors



who may without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register a transfer of any shares on which the Company has a lien.

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. Two members personally present shall be a quorum.

7. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members, present in person or by proxy and entitled to vote at the meeting, or by any member so present and entitled who holds at least 15 per centum of the issued share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two, nor more than seven.

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 the Companies Act 1929, Section 141.

- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt.
- (5) If he is found lunatic or becomes of unsound mind.
- (6) If he is prohibited from being a Director by any order made under any provision of the Companies Act 1929.
- (7) If he is removed from office under Article 20 hereof.

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

11. A Director shall be capable of contracting or participating in the profits of any contract or proposed contract with the Company in the same manner as if he were not a Director, but he shall declare or disclose the nature of his interest therein at a meeting of the Directors of the Company or otherwise as required or provided by Section 149 of the Companies Act 1929.

12. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

13. The qualification of a Director shall be the holding of ordinary shares in the capital of the Company of a nominal value of not less than £100.

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.

15. The first Directors of the Company shall be Frederick William Porter, John Davies, John Tattersall and Richard Percival Heywood. The said Frederick William Porter shall be a permanent Director of the Company, and so long as he remains a Director shall be Chairman of Directors. The said John Davies shall be appointed Managing Director of the Company.

16. F. H. Porter Limited (so long as they shall hold not less than 1,000 shares in the capital of the Company) shall have the right to appoint not less than two or more than four fit and proper

persons to be Directors of the Company, and to remove any such Director from office, and in the event of the removal, death or retirement of any such Director to appoint a successor from time to time. Any such Director shall continue to hold office subject only to removal and to the provisions of Article 9 hereof.

17. The said John Davies (so long as he shall hold not less than forty-eight fiftieths of the number of shares held by F. H. Porter Limited) shall have the right to appoint a fit and proper person to be a Director of the Company, and in the event of the death or retirement of such Director to appoint a successor from time to time. Any such Director shall continue to hold office subject only to the provisions of Article 9 hereof.

18. Articles 73 to 79 (inclusive) of Table A shall not apply to the Directors appointed under the provisions of Articles 16 and 17 hereof.

19. The remuneration of the Directors shall be divisible between them in such proportions as the Board shall from time to time determine.

20. The Company may by Ordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead.

21. At any General Meeting two members personally present shall be a quorum, and Clause 45 of Table A shall be varied accordingly.

22. It shall be sufficient to give forty-eight hours notice of any General Meeting of the Company, and Clause 42 of Table A shall be varied accordingly.

23. A member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices, and Clause 104 of Table A shall be varied accordingly.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Richard Percival Husband
 Lydall
 St Andrew's Road
 Burnislands
 Lancashire
 Chartered Accountant

John Davies
 14 Kingsway Waterloo Lancashire
 Insulating Engineer

 Dated this 6th day of May, 1933.

Witness to the above Signatures—

~~Walter Jack~~
 Solicitor
 57 Mompie's
 Liverpool

No. 275795



Certificate of Incorporation

I Hereby Certify,

That

"S. S." ENGINEERING COMPANY LIMITED

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

Given under my hand at London this eleventh day of May One

Thousand Nine Hundred and thirty-three.

Registrar of Companies.

Certificate received by |

Pat.

Date

11/5/33