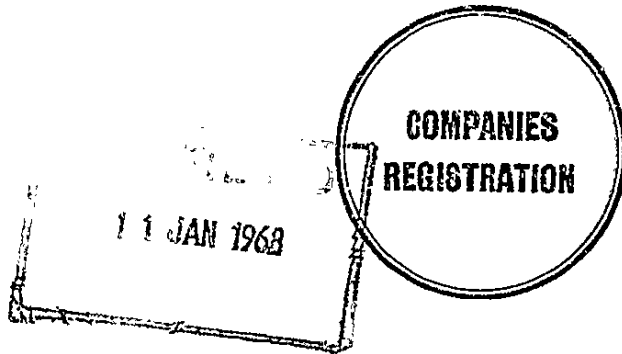


THE COMPANIES ACT 1948.



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.

BIRMINGHAM AND DISTRICT
INDUSTRIAL SAFETY GROUP
LIMITED.

Presented by

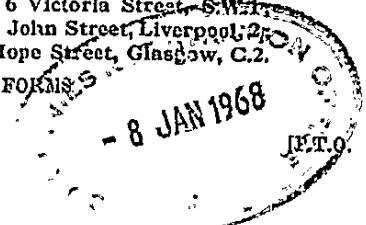
THE SOLICITORS LAW STATIONERY SOCIETY LIMITED
MESSRS. BROOKS, MONK & HARGREAVE,
COMPANY DEPARTMENT
SOLICITORS,



37 WATERLOO STREET,
BIRMINGHAM 2.

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; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, DENIS PHILIP JOHNSTON MONK

of Number 37 Waterloo Street in the City of Birmingham

(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 BIRMINGHAM AND DISTRICT

INDUSTRIAL SAFETY GROUP

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 _____

Birmingham

the 1st day of December

one thousand nine hundred and ~~forty~~

sixty-seven

D. P. Johnston Monk

Before me,

[Signature]

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

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

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE

Memorandum
AND
Articles of Association
OF
Birmingham & District
Industrial Safety Group Limited

Incorporated the *day of* 196

BROOKS, MONK & HARGREAVE

Solicitors

Birmingham 2.

14



197

The Companies Act, 1948

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COMPANY LIMITED BY GUARANTEE



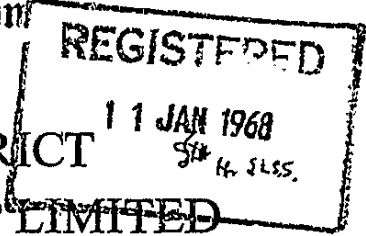
P
W.B. GUA

Memorandum of Association

OF

BIRMINGHAM AND DISTRICT

INDUSTRIAL SAFETY GROUP LIMITED



1. The name of the Company is "BIRMINGHAM AND DISTRICT INDUSTRIAL SAFETY GROUP LIMITED" hereinafter referred to as "the Association".

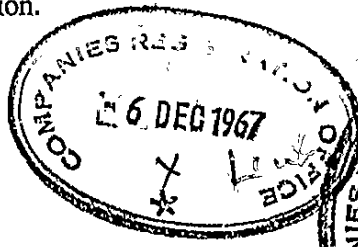
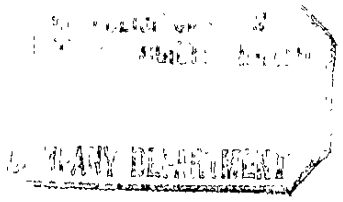
2. The Registered Office of the Association will be situate in England.

3. The objects for which the Association is established are to promote reduction in the risk of accident and personal injury in all places of employment and in particular in connection with industrial work and processes of all kinds in the United Kingdom and elsewhere, and ancillary thereto.

(A) To procure and disseminate amongst Members of the Association Industrial Companies, Firms and Undertakings and members of the public generally information on all matters relating to or affecting industrial safety and to promote the consideration and discussion of all questions connected therewith.

(B) To promote and organize lectures and courses of lectures to promote any of the objects of the Association.

(C) To print publish issue screen broadcast and circulate such papers periodicals books circulars films wireless and television programmes and other works necessary in any way of the objects to the Association.



- (D) To encourage and teach a proper regard for safety in industry, to establish any School or Schools, residential or otherwise, for such object and to improve originate and organize methods systems and devices to promote the said object.
- (E) To promote facilities for intercourse and interchange of ideas between industrial firms between management and labour and between all persons, firms or associations interested in the promotion of industrial safety.
- (F) To conduct, take part in or send representatives or delegates to meetings or conferences on industrial safety or other allied subjects and to appoint or provide Members of associations, committees, boards of directors and other bodies formed for or concerned with the consideration or regulation of such subject.
- (G) To act as Trustees or Managers of any property endowment legacy, bequest or gift for the purposes of the Association which may be lawfully vested in the Association.
- (H) To consider all questions affecting industrial safety and to initiate and watch over, promote or oppose general or particular measures in Parliament or elsewhere affecting industrial safety, or the interest of Members of the Association and to promote or procure changes or amendments of the Law, or of its administration, relating to industrial safety or the objects generally of the Association.
- (I) To give to the legislature and all public bodies facilities for conferring with and ascertaining the views of Members of the Association on questions directly or indirectly affecting industrial safety.
- (J) To invest moneys of the Association not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (K) To establish and support or to aid in the establishment and support of Associations, institutions or conveniences calculated to benefit employes or ex-employes of the Association or the dependents or connections of such persons and

to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable objects.

- (L) To admit any persons (whether eligible or not eligible for membership) to be Honorary Members of the Association on such terms and to confer on them such rights and privileges as may seem expedient.
- (M) To purchase, acquire, hold, build on, improve, sell, demise, mortgage and otherwise dispose of, hereditaments of any tenure and goods, chattels and property of any kind, the acquisition of which may seem desirable for the carrying out of any of the objects of the Association.
- (N) To borrow money for any of the purposes of the Association on such security and on such terms as may be found expedient.
- (O) To do all such other lawful things as may be incidental or conducive to the attainment of the above objects.

Provided that: —

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for

their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council Management or Government Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding six per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs charges and expenses of winding

up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- ✓ **DXL PLASTICS MATERIALS GROUP LTD. (PLASTICS MATERIALS MANUFACTURERS.)**
ENFORD HOUSE,
139/151 MARYLEBONE ROAD,
LONDON N.W.1
 G.K.N. Science & Fastener Ltd.
 (Sub Group)
 Smethwick, Dudley Works
 Light Engineering Manufacturers. by
Alfred James Keam
 (Director, duly authorised)
- ✓ **MIDLAND ASSURANCE LTD.**
126, HAGLEY ROAD.
BIRMINGHAM, 16.
 INSURANCE COMPANY. by *Geoffrey Allan Bamford*
 (Director, duly authorised)
- ✓ **Midland Electric Manufacturing Co. Ltd.**
 Reddings Lane Birmingham 11
 Electric Switchgear Manufacturers by
Norman Crawford Blythe
 (Director, duly authorised)
- ✓ **WILLIAM SARCOTE AND SONS LTD**
87 CAMDEN STREET,
BIRMINGHAM 1
 BUILDERS by *Elwin Slade Sarcote* (Director, duly authorised)
- ✓ **J. P. UDAL LTD.**
INTERLOCK WORKS.
COURT RD.
BIRMINGHAM, 12.
 Industrial Safety Engineers.
 by *John Dancy Udal*, UDAL
 (Director, duly authorised)
- ✓ **W. J. WHITTAKER & SON LTD.**
LANCASTER STREET.
BIRMINGHAM 4.
 BUILDERS.
 by *W. J. Whittaker*
 (Director, duly authorised)

Dated this twentieth day of October 1967

Witness to the above Signatures: —

J. P. Langley
 12 Bristol Close, Birmingham 29.
 Secretary
 JOHN CHARLES LANGLEY

Birmingham and District Industrial Safety Group Limited
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The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE

Articles of Association

OF

AND

BIRMINGHAM & DISTRICT

INDUSTRIAL SAFETY GROUP LIMITED

CONSTRUCTION AND INTERPRETATION

1. Construction

These Articles should be construed with reference to the Companies Act, 1948, and unless expressly defined herein or the context otherwise requires, words and expressions contained in these Articles shall bear the same meanings as in that Act, or any Statutory modification or re-enactment thereof for the time being in force.

2. Interpretation.

The marginal notes shall not affect the construction of these Articles and, unless the context otherwise requires, the following words and expressions have the meanings hereby assigned to them: —

“the Act” means The Companies Act, 1948.

“The Association” means “Birmingham & District Industrial Safety Group Limited.”

“The Council” means the persons for the time being forming the Council as constituted by Article 56.

“The Management Committee” means the persons for the time being forming the Management Committee as constituted by Article 45.
“Member” means a duly elected Member of the Association including an Honorary Member.

“Month” means calendar month.

“The Office” means the Registered Office for the time being of the Association.



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"Honorary Officer" means the holder for the time being of any of the offices mentioned in Article 39.

"Regulations" means the Memorandum and Articles of Association of the Association and all lawful rules, regulations and bye-laws of the Association for the time being in force.

"The Director" means any person for the time being appointed to perform the duties of Director of the Association.

"Year" means the Association's year as defined by Article 13.

Words importing the masculine gender only include the feminine and vice-versa. Words importing the singular only include the plural and vice-versa. References to Members as individuals shall be construed to include Firms, Companies, Incorporated Bodies and Statutory Undertakings of their Representatives with such modifications as shall be required by the context. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

CONSTITUTION

3. Purpose of Association

The Association is established for the purposes expressed in the Memorandum of Association, and shall consist of the subscribers to the Memorandum of Association, and such persons as shall be duly elected Members according to the Regulations.

4. Maximum Membership

For the purpose of registration the number of Members of the Association is hereby declared not to exceed 1,000 but the Management Committee may from time to time register an increase of Members.

ORDINARY MEMBERS

5. Register of Members

The Management Committee shall cause to be kept a Register in which shall be entered the name, address and description of every member of the Association.

6. Eligibility and Application for Membership

(i) Membership shall be limited to persons Firms or Companies, Incorporated Bodies or Statutory Undertakings engaged in trade or business and employing persons in the course of such trade or business.

(ii) Every candidate for Membership of the Association shall

- (a) sign and forward to the Director an application agreeing to become a Member of the Association (if elected) and to conform to and be bound by the Regulations, and
- (b) be duly elected in such manner as the Management Committee may from time to time determine.
- (iii) Application and election as a pre-requisite to Membership shall not be required for such persons, firms, Companies, Incorporated Bodies or Statutory Undertakings as satisfied the conditions set out in sub-paragraph 1 of this section and were Members of the Birmingham & District Industrial Safety Group at the time of the incorporation of the Association.

7. Management Committee's final decision

The decision of the Management Committee as to the election or rejection of any candidate shall be final in all cases.

8. Notice to Candidate of Election

Payment of Dues

(i) Upon the election of a candidate the Director shall at once give him notice thereof, and the candidate shall within 14 days of the giving of such notice pay to the Honorary Treasurer his Entrance Fee (if any) and Subscriptions as provided by Articles 12 and 14 and no elected candidate shall become a Member or participate in any privilege of the Association until such Entrance Fee (if any) and Subscription shall have been paid.

(ii) If default shall be made in payment of the said Entrance Fee (if any) and Subscription, or any part thereof, for a period of one month from the giving of notice as aforesaid, the Management Committee may at any time during which such default shall continue by resolution revoke the election of the said candidate.

9. Members bound by regulations

Every Member of the Association shall observe and be bound by the Regulations.

10. Membership Personal

The rights and privileges of a Member shall not be transferable except in the case of a Partnership when, with the consent of the Management Committee, on a dissolution or change in constitution of such Partnership, membership may be transferred to the surviving or continuing Partner or Partners and in the case of a Company on any amalgamation or reconstruction of that Company with the like consent membership may be transferred to the amalgamated or reconstructed Company.

HONORARY MEMBERS

11. Honorary Members

(i) The Management Committee may in their absolute discretion confer the title of Honorary Member upon any person who in their judgment has rendered long and distinguished service to the Association or to the objects which the Association seeks to promote, and may at any time and at the like discretion, withdraw such title from any Member upon whom it shall have been conferred.

(ii) An Honorary Member shall not be liable for any Subscription nor be entitled to vote at any Meeting of the Association but shall otherwise enjoy the same rights and privileges and be subject to the same liabilities and restrictions as other Members of the Association.

ENTRANCE FEE AND SUBSCRIPTION

12. Entrance Fee

The Association in General Meeting may at any time resolve that candidates for Membership shall pay an Entrance Fee to become Members of the Association and may from time to time fix, alter, suspend or abolish such Entrance Fee.

13. Association's Year

The commencement of the Association's year shall be on the First day of October but all Annual Subscriptions shall become due and payable on 1st day of June prior to this date.

14. Amount of Subscription

(i) The Annual Subscription to be paid by each Member shall be based on the number of persons employed by such Member irrespective of the capacity in which such persons are employed or the location of their place of work. The Annual Subscription shall be at the following rates: —

- Not exceeding 100 Employees 2 gns.
- Exceeding 100 but not exceeding 250 Employees 3 gns.
- Exceeding 250 but not exceeding 500 Employees 4 gns.
- Exceeding 500 but not exceeding 750 Employees 6 gns.
- Exceeding 750 Employees 8 gns.

The Annual subscription of members may be altered by a resolution of the Council, notice of the resolution having been given in the notice calling the Council.

(ii) A Member elected on or before the First day of June in any year shall upon election pay the full Subscription for that year.

(iii) A Member elected after the First day of June in any year shall upon election pay the subscription for the next following year, but shall be excused payment for any Subscription for any unexpired portion of the year in which such Member is elected.

CESSATION OF MEMBERSHIP AND SUSPENSION

15. Bankruptcy, etc. of Member

If any Member: —

(i) being a person shall become bankrupt or compound with his creditors or become of unsound mind or shall die, or

(ii) being a firm shall dissolve partnership in such circumstances that the firm's trade or business is not carried on by a surviving or continuing partner or partners, or

(iii) being a Company shall go into liquidation otherwise than in the course of any amalgamation or reconstruction, or

(iv) in any case shall cease to carry on such trade or business as would make such Member eligible for election to Membership under the Regulations then and in any such case such Member shall *ipso facto* cease to be a Member of the Association.

16. Withdrawal of Member

Any Member desiring to withdraw from Membership of the Association shall give to the Director notice in writing of such desire on or before the First day of July in any year and his Membership shall cease on the Thirtieth day of September of that year and in default of so doing he shall remain a Member and be liable for the Subscription for the ensuing year.

17. Expulsion

(i) If any Member shall in the opinion of the Management Committee be guilty of conduct injurious to the interest of the Association the Management Committee may by resolution: —

(a) suspend such Member from Membership for such period as they may think fit, or

(b) resolve that such Member be expelled from Membership (voting upon such resolution to be ballot) and thereupon such Member shall subject as provided in sub-clause (iii) of this present Article cease to be a Member of the Association.

(ii) Provided always that before the Management Committee vote upon the question of any Member's suspension or expulsion under the provisions of this Article, 14 clear days' notice in writing shall be given to the Member of the Meeting of the Management Committee at which such question will be taken into consideration, and he shall then have a full opportunity of offering to the Management Committee any explanation which he may desire to make and at the same time shall be informed of the facts which have been brought to the notice of the Management Committee.

(iii) Provided further that a decision of the Management Committee suspending or expelling a Member under the provisions of this Article shall forthwith be communicated in writing to him, and shall be final and binding upon the Member, unless within seven days of the receipt thereof, he shall serve upon the Director a notice in writing requiring the matter to be brought before a Meeting of the Council of the Association. In such event the matter shall be brought before the next Meeting of the Council, or before a Meeting convened for the purpose, and the decision of such Meeting shall be final and binding upon the Member, and upon all persons. Pending the decision of an appeal as aforesaid, the Member shall be suspended from Membership.

18. Consequences thereof

Any Member suspended from Membership in accordance with the last foregoing Article shall be deprived of a right to attend and vote at Meetings of the Association, and of all other rights and privileges of Membership, but shall not be liable to pay his Annual Subscription during the period of suspension.

19. Subscription in arrear

(i) If any Member's Subscription shall be in arrear for more than 12 months: —

(a) The Management Committee may by resolution suspend such Member from all or any of the privileges of the Association (including attending and/or voting at General Meetings) until all Subscriptions due from the Member to the Association shall have been paid and

(b) whether or not the Member shall have been suspended as aforesaid, the Management Committee may cause to be sent to such Member a Notice requiring him to pay all Subscriptions due from him to the Association within such period as may be prescribed by the Notice (not being less than one month from the date thereof) and if at the expiration of such Notice it shall not have

been complied with the Member shall, if the Management Committee so resolves, cease to be a Member of the Association.

(ii) Any resolution of the Management Committee under the provisions of the present Article shall be final and binding upon the Member and all other persons.

20. Liability of Ex-Members

When a Member shall by any means cease to be a Member, such Member shall at once forfeit and lose all interest in or claim upon the Association and its property but shall nevertheless not be freed from any liability under the Memorandum of Association nor shall the Association be deprived of its power to sue him for any Subscription or other monies which at the time of cessation of Membership may be due from such Member to the Association.

21. Re-admission of former Member

The Management Committee may re-admit to Membership any Member who shall at any time and by any means have ceased to be a Member upon such terms and conditions as they may think fit.

GENERAL MEETINGS

22. Annual General Meeting

(i) The first General Meeting in each year, to be known as the Annual General Meeting of the Association, shall be held in January each year on such day, at such hour, and at such place as the Management Committee may determine, but any General Meeting may by Ordinary Resolution change the month for the holding of the next Annual General Meeting, provided that not more than fifteen months shall elapse between the holding of successive Annual General Meetings.

Extraordinary General Meetings

(ii) The above-mentioned General Meeting shall be called the Annual General Meeting and all other General Meetings shall be called Extraordinary General Meetings.

23. Business of Ordinary General Meetings

(i) The business of the Annual General Meeting shall be the matters numbered (1) to (6) inclusive in Article 33.

(ii) All other business transacted at an Ordinary General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

24. When Extraordinary General Meetings to be called

The Management Committee may, whenever they think fit, and they shall, upon a requisition made in accordance with Section 132 of the Act, convene an Extraordinary General Meeting and, in default of compliance

by the Management Committee with the provisions of that Section, the requisitionists themselves shall be entitled to convene an Extraordinary General Meeting as prescribed therein.

25. Right to attend and vote

Subject as provided by Articles 18 and 19 all Members shall be entitled to attend and vote at General Meetings.

26. Appointing a Representative to attend and vote at General Meetings

Any member may appoint representatives to attend and vote at General Meetings of the Association and to act generally for him in relation to its affairs and for the purposes of the following Articles governing the constitution, conduct of and voting at General Meetings, the expression "Members" shall include the representatives of Members appointed pursuant to this Article.

Provided Always that the Association shall not be bound to enquire into the validity of any such authorisation or the exercise of the authority thereby given.

27. Notice of General Meetings

Every General Meeting shall be called by not less than 21 days' notice in writing given in manner hereinafter authorised to every person entitled under Article 76 to receive such notices from the Association. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and shall specify, in the case of the Annual General Meeting, that the meeting is such, and in the case of special business, the general nature of that business. Provided that a meeting of the Association shall be deemed to have been duly called, notwithstanding that the foregoing provisions of this Article shall not have been complied with if it is so agreed by all the Members entitled to attend and vote thereat.

28. As to omission to give notice

The accidental omission to give any such notice to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

29. Quorum

20 persons personally present being Members or representatives of Members pursuant to Article 26 shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business. If the number at any time diminish below twenty, the proceedings shall be suspended for fifteen minutes. If the quorum be then made up, the business shall be proceeded with; if not, the meeting shall stand adjourned as provided by Article 32 unless it shall have been convened upon the requisition of the Members, in which case it shall be dissolved.

30. When, if no quorum present, meeting to be dissolved and when to be adjourned

If, within half-an-hour from the time appointed for the meeting, a quorum be not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day at such time and place as the Members then present shall determine. If at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the Members present shall form a quorum.

31. Alternative Chairman

If the Chairman and Vice-Chairman of the Association shall be absent or unwilling to preside at any General Meeting then, if no other person shall have been appointed by the Management Committee under the provisions of Article 41 the Members present shall choose a Councillor, or, if no Councillor be willing to preside, then any one of their number to be the Chairman of the Meeting.

32. Adjournment of Meetings

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the original adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

33. Order of business at Annual General Meeting

The order of the business at the Annual General Meeting shall be as follows, but the Members present at any such meeting may by resolution vary such order: —

- (1) The Report of the Chairman of the Training Centre and the Report of the Chairman of the Building and Civil Engineering Contractors Section.
- (2) The adoption of the Accounts and Balance Sheet for the previous year.
- (3) The election of the Honorary Officers.
- (4) The election of Ordinary Members of the Council.
- (5) The election of a President of the Council and Vice-President or Vice-Presidents.

- (6) The discussion of any special business.

VOTES

34. One member
one vote

Casting Vote

Subject to the provisions of Articles 18 and 19 every member present or represented at a General Meeting shall have one vote and no more but the Chairman in addition to his ordinary vote as a Member shall, in case of an equality of votes, either on a show of hands or on a poll, have a second or casting vote.

35. Method of
voting

(1) 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: —

- (a) By the Chairman or
- (b) By at least five Members, or
- (c) By not less than one-tenth of all the Members having the right to attend and vote at that meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn.

(ii) Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A Proxy need not be a member.

(iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

(iv) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or

adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

(v) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting which the proxy is used.

(vi) Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

“I,
 “of
 “a member of Birmingham & District Industrial Safety Group Ltd.
 “hereby appoint
 “of
 “and failing him,
 “of
 “to vote for me and on my behalf at the (Annual or Extraordinary,
 “or Adjourned, as the case may be)
 “General Meeting of the Association to be held on the
 “ day of
 “and at every adjournment thereof
 “As witness my hand this day of 19 ”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

36. Polls

If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting may direct and either at one or after an interval or adjournment or otherwise, and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

37. Continuation of business when poll demanded

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll

shall have been demanded.

38. No poll on election of Chairman, etc.

No poll shall be demanded on the election of a Chairman of a Meeting or on any question of adjournment.

HONORARY OFFICERS

39. Honorary Officers

(i) The Honorary Officers of the Association shall be:—

- (a) The President of the Council.
- (b) The Chairman of the Association.
- (c) The Vice-Chairman of the Association.
- (d) One or more Deputy Chairmen of the Association.
- (e) One or more Vice-Presidents of the Association.
- (f) The Chairman of the Training Centre.
- (g) The Chairman of the Building and Civil Engineering Contractors Section.
- (h) The Honorary Treasurer.

(ii) All Honorary Officers shall be Members of the Association, or representatives of Members of the Association, pursuant to Article 26, except the President of the Council who may or may not be such member or representative of a member.

(iii) The Honorary Officers shall be elected at Annual General Meetings. An Honorary Officer shall assume office at the conclusion of the Meeting at which he shall be elected, (except in the case of the President of the Council who shall be elected annually and retire at the conclusion of the Annual General Meeting) shall hold office for 2 years and shall retire at the conclusion of the second Annual General Meeting after his appointment, but shall be eligible for re-election without nomination.

(iv) A person may hold more than one office at the same time.

40.

NOMINATION OF HONORARY OFFICERS

Nominations for Honorary Officers shall be made in writing signed by the Member and sent to the Director at least 28 days before the Annual General Meeting at which the Officer shall be due to retire. If more than one nomination shall be received for any Office the Management Committee shall consider the nominations and submit to the Council the name of the candidate whom they recommend for election. The Council, if it approves such recommendation may at or before the Annual General Meeting announce to or publish to the Members of the Association the name of the candidate recommended for election.

41.

VACANCIES

It shall be competent for the Management Committee to fill any casual vacancy in the Honorary Officers occurring through death, resignation or otherwise. Any person thus appointed shall retain office until the conclusion of the next Annual General Meeting.

42.

DUTIES OF HONORARY OFFICERS

Unless and until varied by any Resolution of the Management Committee the duties of the Honorary Officers of the Association shall be as follows: —

- | | |
|-----------------------|---|
| President | (i) The President of the Council shall preside at all Meetings of the Council at which he is present and willing to act. |
| Chairman of the Group | (ii) The Chairman of the Group shall preside at all Meetings of the Group at which he is present and willing to act. |
| Vice-Chairman | (iii) The Vice-Chairman of the Group shall preside at any Meeting of the Group when the Chairman is absent or unwilling to act. |
| | (iv) The Chairman of the Training Centre shall preside at all Meetings of any sub-Committee appointed to deal with the affairs of the Training Centre if he shall be present and willing to act. |
| | (v) The Chairman of the Building and Civil Engineering Contractors Section shall preside at all Meetings of any sub-Committee appointed to deal with the affairs of that Section if he shall be present and willing to act. |
| | (vi) A Deputy Chairman shall have the right to attend at any Meeting of the Management Committee, but shall not have any right to vote thereat. |

Honorary
Treasurer

- (vii) The Honorary Treasurer shall be responsible for the collection of Subscriptions and for the receipt of all monies due to the Association and payment of all sums owing by it and shall keep the Accounts of the Association.

MANAGEMENT

43. The
Management
Committee

There shall be an Executive Body called "the Management Committee" consisting of the persons mentioned in Article 45 hereof the first members thereof being the subscribers to the Memorandum of Association.

44. Management
Committee's
functions

The business of the Association shall be managed by the Management Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit and may with the advice of the Council exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if such regulation had not been made.

45. Constitution of
the Management
Committee

- (i) The Management Committee shall, unless otherwise determined by the Association in General Meeting consist of: —

- (a) The Chairman of the Association.
- (b) The Vice-Chairman of the Association.
- (c) The Chairuan of the Training Centre
- (d) The Chairman of the Building and Civil Engineering Contractors Section.
- (e) The Honorary Treasurer.
- (f) Any member co-opted pursuant to Article Number 47 hereof.

46. Casual Vacancies

If any vacancy shall occur in the Management Committee, whether through death, resignation or from any other cause, the Management Committee may continue to act for all purposes, notwithstanding such vacancy or vacancies so long as the Number of continuing members of the Management Committee shall be not less than 3.

47.

The Management Committee shall have power from time to time to appoint any person to be a member of the Management Committee either to fill a casual vacancy, or as an addition to the existing Management Committee, but so that the total number of members of the Management Committee shall not at any time exceed ten. Any member of the Management Committee so appointed shall hold office only until the next Annual General Meeting.

48. No age Limit

A person may be appointed or elected as a member of the Management Committee whatever his age, and no person shall be required to vacate his office by reason of his attaining the age of 70 or any other age.

49. Removal of Committeeman

The Association may by Ordinary Resolution, whereof special notice shall have been given in accordance with Section 184 of the Act, remove any Committeeman before the expiration of his period of office.

50. Vacation of office

A Member of the Management Committee shall cease to be such.

- (a) if he cease to be a Councillor.
- (b) if without leave of the Management Committee he absent himself from the Meetings thereof for the period of 6 months and the Management Committee resolve that by reason of such absence he shall cease to be a member of the Management Committee.
- (c) if by notice in writing to the Association he resigns from the Management Committee.
- (d) if he become prohibited from being a member of the Management Committee by reason of any Order made under Section 188 of the Act.
- (e) if he be removed under the provisions of Article 49 hereof.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

51. Meetings of the Management Committee

The Management Committee may meet together for the despatch of business, adjourn or otherwise regulate their Meetings and proceedings as they shall think fit, and until otherwise determined by them, 3 shall be a quorum.

52. Director to convene meeting on request

The Director shall at any time at the request of a member of the Management Committee summon a Meeting of the Management Committee.

53. No notice to Committeeman abroad

It shall not be necessary to give notice of any Meeting of the Management Committee to a Committeeman who is not within the United Kingdom.

THE COUNCIL

54. The Council

There shall be an advisory body called "The Council" consisting of the persons mentioned in Article 56 hereof the first members thereof being the subscribers to the Memorandum of Association.

55. Council's functions

The functions of the Council shall be to fulfil the duties imposed upon and exercise the powers vested in them by the Regulations, and in particular to receive and consider reports from the Management Committee, to be made half-yearly or at such other intervals as the Association may from time to time in General Meeting decide, and to advise the Management Committee upon all matters connected with the business of the Association, and the fulfilment of its objects.

56. Constitution of the Council

(i) The Council shall, unless otherwise determined by the Association in General Meeting, consist of: —

(a) The Honorary Officers for the time being.

(b) Ten Councillors elected at the Annual General Meeting.

(c) Such one or more Councillors co-opted by the Management Committee but so that the total number of the Council Members does not exceed 30.

(ii) Only Members or representatives of Members pursuant to Article 26 shall be eligible for election as Councillors.

(iii) The ordinary Councillors shall be elected at the Annual General Meeting of the Association immediately after the election of the Honorary Officers and shall assume office at the conclusion of the Annual General Meeting, and shall retire at the conclusion of the next Annual General Meeting. No notice of nomination of proposed ordinary Councillors shall be required, and they shall be eligible for re-election.

57. Vacatio. of
Councillorship

A Councillor shall cease to be such if he cease to be a Member or to represent a Member pursuant to Article 26 or if by notice in writing to the Association he resigns from the Council.

PROCEEDINGS OF THE COUNCIL

58. Meetings of
the Council

(i) The Council shall meet at least twice during each year, on such day and at such hour and place, and upon such notice as may from time to time be determined by the President who may adjourn and otherwise regulate their meetings and proceedings as he shall think fit subject to Regulations.

(ii) Unless otherwise determined by the Council, 10 Councillors shall be a quorum.

(iii) It shall not be necessary to give notice of any Meeting to any Councillor who is not within the United Kingdom.

(iv) The Director shall convene a Meeting of the Council when required so to do by notice in writing given to him by the President of the Council, or by not less than 10 Councillors. 5 clear days notice shall be given to every Councillor of a Meeting convened under the provisions of this sub-clause.

(v) The continuing Members of the Council may act for all purposes notwithstanding any vacancy or vacancies.

THE DIRECTOR

59. The Director

(i) The Director (who shall not be a Member or represent a Member pursuant to Article 26) may be appointed by the Management Committee upon such terms and conditions and at such remuneration as they may think fit and any Director so appointed may, subject to any Agreement subsisting between him and the Association, be removed by them.

His Duties

(ii) The duties of the Director shall be to act as Secretary of the Association for the purposes of the Act and as Principal Executive Officer of the Association, and be responsible for its day to day running and organization. He shall exercise all such powers as may be delegated to him by the Management Committee, to whom he shall at all times be responsible. He shall be ex-officio a Member of the Council and of the Management Committee and of all sub-Committees, but he shall not be entitled to any vote thereat.

- (iv) The Director shall keep (if so required by the Management Committee) the Register of Members in accordance with Article 5 shall make all necessary arrangements for the Meetings of the Association, the Council and the Management Committee, shall attend and keep proper Minutes of such Meetings, shall prepare the Annual Report of the Association, and generally supervise the administration and dissemination of information of and in connection with the Association, in accordance with the policy determined by the Council and the Management Committee.

60. Other
Officers

The Management Committee may at their discretion appoint such other officers or servants as they may from time to time to them seem necessary or desirable, and such officers and servants may be appointed upon such terms and conditions and at such remuneration as the Management Committee may think fit, and any person so appointed may, subject to any Agreement subsisting between him and the Association, be removed by the Management Committee. The duties of any persons so appointed shall be such as may from time to time be prescribed by the Management Committee

SUB-COMMITTEES

61. Sub-
Committees

The Management Committee may from time to time delegate any of their powers to Sub-Committees, consisting of such person or persons, being Members of the Association or representing Members of the Association pursuant to Article 26 as they shall think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated to them, conform to any regulations which may from time to time be imposed on them by the Management Committee. The appointment of any such Sub-Committee may at any time be revoked by the Management Committee and in such case, the powers delegated to such Sub-Committee shall no longer be exercisable by them.

62. Proceedings
of
Sub-Committees

The Meetings and proceedings of any Sub-Committee consisting of two or more members shall, subject to any directions given by the Management Committee, be held and regulated in such manner as such Sub-Committee shall determine and subject as aforesaid, such Sub-Committee shall have power to determine what number shall constitute a quorum for the purpose of a Meeting.

63. Validity of
acts of Council
Executive
Committee and
Sub-Committees

All acts done by the Council or the Management Committee, or any Sub-Committee, or by any person acting as a member of such body shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such body or persons acting as aforesaid or

that they or any of them were disqualified, be as valid as if every member of such body had been duly appointed and qualified to be such.

64. Resolutions signed by all Members of Council, etc. to be effectual

A resolution in writing, signed by all the Members of the Council or the Management Committee, or any Sub-Committee shall be as valid and effectual as if it had been duly passed at a Meeting of such body, duly convened and constituted.

65. Minutes to be made

The Council, the Management Committee and any Sub-Committee shall cause to be kept proper Minutes of their Proceedings and all acts done in pursuance of anything appearing in those Minutes to be resolved upon and authorised by such body shall be deemed to be acts of them within the meaning of these presents.

BYE-LAWS

66. Management Committee may make Bye-laws

The Management Committee may from time to time make, alter and revoke all such Bye-laws, rules and regulations relative to the management of the Association, the exercise of its privileges and the conduct of its Members as the Management Committee may think fit and proper, provided that such Bye-laws, rules and regulations shall not be inconsistent with these presents, nor of the nature required by law to be in the form of Articles of Association.

PROHIBITION OF PROFIT BY MEMBERS

67. Members may not receive fees or salary

(i) No member of the Council, or Management shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and no remuneration or other benefit in money or monies worth shall be given by the Association to any member of the Council, or Management Committee, provided that nothing herein shall prohibit the repayment of out-of-pocket expenses or payment for goods supplied at proper price, incidental to the objects of the Association, nor prevent the payment of interest at a rate not exceeding 5% per annum on any money borrowed from any Member, or proper rent for premises demised or let by a Member to the Association, or exclude any such member of the Council, or Management Committee, from the benefit of any grant made in furtherance of any of the objects of the Association, nor the gratuitous distribution among, or sale at a discount to, subscribers to the funds of the Association of any books, pamphlets, circulars or other publications whether published by the Association or otherwise, or reduction of fees for lectures for the benefit of Members, relating or incidental to any of the objects of the Association.

(ii) for the purposes of this Article the expression "Member" shall include the Representative of any Member appointed pursuant to Article 26.

(iii) The provisions of this Article are by way of reduction, and not of enlargement of Clause 5 of the Associations Memorandum of Association.

SEAL OF THE ASSOCIATION

68. The Seal

The Common Seal of the Association shall not be affixed to any instrument except in pursuance of a resolution of the Management Committee and in the presence of two Members of the Management Committee and of the Secretary.

ACCOUNTS

69. Accounts to be kept

The Management Committee shall cause proper books of account to be kept in respect of: —

(a) All sums of money received and expended by the Association and all matters in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of goods by the Association and

(c) The assets and liabilities of the Association.
Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

70. At Registered Office

The books of accounts shall be kept at the Office, or subject to Section 147 (3) of the Act, at such other place or places as the Management Committee think fit, and shall always be open to the inspection of the Management Committee.

71. Annual Accounts

The Management Committee shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts, (if any) and reports as are referred to in those sections.

72. Circulation of accounts

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's Report, shall, not less than 21 days before the date of the meeting, be sent to every Member of the Association, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

73. Auditors

AUDIT

Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

74. How to be given

NOTICES

A notice may be given by the Association to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

75. To whom to be sent

Notice of every General Meeting shall be given in any manner hereinbefore authorised to:—

(a) Every Member entitled to attend and vote except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them, and

(b) The Auditor for the time being of Association.
No other person shall be entitled to receive notices of General Meetings.

DISPUTES

76. Council's decision final

The decision of the Council in all cases of dispute between the Association and a Member, or between the Council and the Management Committee or any Sub-Committee, and the Council's interpretation of the Regulations of the Association shall in all cases be final.

INDEMNITY AND RESPONSIBILITY

77. Indemnification

Every Councillor and Committeeman and every Officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Honorary Treasurer, out of the funds of the Association, to pay all liabilities which any such Member, Officer or servant may incur, by reason of any contract entered into, or act or deed done by him as such Councillor, Committeeman, Officer or servant or in any way in the discharge of his duties.

**78. Responsibility
of Officers, etc.**

No Councillor, Committeeman or Officer of the Association shall be liable for the acts receipts, neglects or defaults of any other Councillor, Committeeman or Officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Council or Management Committee for or on behalf of the Association or for the insufficiency or deficiency of any security, in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto unless the same happen through his own dishonesty.

DISSOLUTION**79. Dissolution**

Clause 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BYL PLASTICS MATERIALS GROUP LTD. (PLASTICS MATERIALS MANUFACTURERS.)
ENFORD HOUSE,
139/151 MARYLEBONE ROAD,
LONDON N.W.1.
 by **Alban James Hearn HEARN**
 (Director, duly authorised)

G. K. N. Screws & Fasteners Ltd.
 (Sub Group)
 Smeethurch. Warley. Wors.
 Light Engineering Manufacturers, by **George Alfred Freasoo FREASOO**
 (Director, duly authorised)

MIDLAND ASSURANCE LTD.
126, HAGLEY ROAD,
BIRMINGHAM, 16.
INSURANCE COMPANY.
 by **Jeffrey Allan Barnfield BARNFIELD**
 (Director, duly authorised)

Midland Electric Manufacturing Co. Ltd.
 Reddings Lane Birmingham 11
 Electric Switchgear Manufacturers, by
Norman Crawford Blythe BLYTHE
 (Director, duly authorised)

WILLIAM SAPLOTE AND SONS LTD,
87 CAMDEN STREET,
BIRMINGHAM 1.
BUILDERS
 by **Elin Glade Sapote SAPLOTE**
 (Director, duly authorised)

J. P. UDAL LTD.
INTERLOCK WORKS
COURT RD.
BIRMINGHAM 12.
 Industrial Safety Engineers, by
John Dan Udal UDAL
 (Director, duly authorised)

W. J. WHITTALL & SON LTD.,
LANCASTER STREET,
BIRMINGHAM 4.
BUILDERS
 by
W. J. Whittall TAYLOR
 (Director, duly authorised)

Dated this twentieth day of October 1967

Witness to the above signatures:—

J. C. J. J. J.
 12 Iris Close
 Birmingham
 29.
 Secretary



CERTIFICATE OF INCORPORATION

No. 925718

I hereby certify that

BIRMINGHAM AND DISTRICT INDUSTRIAL SAFETY GROUP LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 11TH JANUARY, 1968.

Assistant Registrar of Companies

C.173