

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE

SKEGNESS PIER COMPANY,

LIMITED.

1.—The name of the Company is the "SKEGNESS PIER COMPANY, LIMITED."

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

3.—The objects for which the Company is established are (whether by obtaining a Provisional Order from the Board of Trade or otherwise) :—

To erect and maintain at Skegness, in the County of Lincoln, a Pier or Jetty, and other works, which shall provide an Ornamental and Commodious Promenade, and also a convenient Landing Place for passengers and their luggage, with Refreshment, Bath, and other Rooms, and all other necessary appurtenances; and to acquire by purchase, charter, lease, or otherwise, Land or Buildings, and Pleasure Steamboats, Sailing or other Boats or Vessels for the use of passengers, goods, or

Approved by the
33rd January 1867



other purposes; and the doing of all such other things as are incidental or conducive to the attainment of the above objects.

4.—The liability of the Members is Limited.

5.—The Capital of the Company is Twenty thousand pounds, divided into Four thousand Shares of Five pounds each, with power to increase such Capital to Fifty thousand pounds.

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.

See p. 18.

Names, Addresses, and Descriptions of Subscribers.	No. of Shares taken by each Subscriber.
1. <i>Ames Martin - Waukegan, Ill. Land agent,</i>	Twenty
2. <i>Henry Vivian Tupper, Sandburg Tulhills, land agent,</i>	Twenty
3. <i>William E. Smith, Chicago Barrett House,</i>	Ten
4. <i>Hobson Tumbler, Chicago Le Marsh Hotel, Keeper,</i>	Ten

SKENESS PIER COMPANY, LIMITED.

Names, Addresses, and Descriptions of Subscribers.	No. of Shares taken by each Subscriber.
5. Charles Hilborn, Skeness Pier, Brough to Brough; Hotel Reception;	Five
6. Thomas Edward Bailey, Skegby, 25th line of	Five
7. Edwin Laurence Foxwell Jr., Gladstone House, Rotherham Park, Rotherham	Five
Total number of Shares taken .	Twenty

Dated the 16th day of January One thousand eight
hundred and seventy-eight.

WITNESS to the above Signatures—

William J. Rafter

Solicitor

Lancaster

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF THE

Skegness Pier Company,
LIMITED.

INCORPORATED UNDER "THE COMPANIES ACTS, 1862 & 1867,"
AND REGISTERED ON THE 1878.

London:

F. CHIFFERIEL & CO., PUBLIC COMPANIES' STATIONERS, PRINTERS, AND LITHOGRAPHERS,
24 TO 27 CURSITOR STREET & 1 TO 6 CHURCH PASSAGE, CHANCERY LANE.

1878.

Skegness
38 Chancery Lane
WC


C O N T E N T S.

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The *Skegness Pier Company*

Limited, is Incorporated under the Companies' Act. 1862, as a *Limited Company*, this

eleventh day of *January* One thousand
eight hundred and *seventy-nine*.



Registrar of Joint Stock Companies.

(No. 1.)

Articles of Association

OF THE

SKEGNESS PIER COMPANY,

LIMITED.

It is agreed as follows:

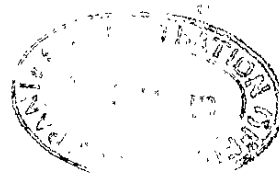
1.—The Regulations contained in Table A of the Schedule to "The Companies Act 1862," shall not apply to this Company, except so far as the same may be repeated or contained in these Articles.

CAPITAL AND SHARES.

2.—The Capital of the Company is Twenty thousand pounds, in Four thousand Shares of Five pounds each, which Shares shall be numbered in consecutive order from 1 to 4,000 inclusive; and every Share which, under the provisions hereinafter contained, may at any time be forfeited to the said Company, shall nevertheless continue to be distinguished by the number by which the same was originally distinguished; but the Directors may commence and carry on the business of the Company at such time as they may deem expedient, notwithstanding the whole number of Four thousand Shares shall not have been issued or allotted.

3.—The Directors may allot and dispose of the Shares not yet taken of and in the original Capital, and of and in any additional Capital that may be created under the provisions of these presents, to such persons, on such terms, and at such times as they may think fit.

4.—If several persons be registered as joint holders of any Share, any one of such persons may give effectual receipts for any dividend, bonus, or other monies payable in respect of such Shares.



5.—Every Shareholder shall be entitled to a certificate or certificates under the Common Seal of the Company, specifying the Share or Shares held by him and the amount paid-up thereon, and if such certificate be worn out or lost, it may on proof thereof to the satisfaction of the Directors be renewed on payment of Five shillings or such less sum as they may prescribe.

CALLS, AND NONPAYMENT OF CALLS.

6.—The sum of Ten shillings shall be paid upon each Share upon application. The first Call or instalment shall be the sum of Ten shillings, and shall be payable upon each Share upon allotment and without further Call or notice.

7.—The Directors may at any time, and from time to time, make such further Calls upon the Shareholders in respect of the residue of the amount of their Shares as they may think fit; but each Call shall not exceed One pound per Share, and there shall be an interval of at least one month between each Call becoming payable, except with sanction of the Shareholders given in General Meeting. Each Shareholder shall pay the amount of any Call made at the time and place appointed. Fourteen days' previous notice of such Call, and of the time and place appointed for payment thereof, shall be given in the Call notice, and a Call shall be deemed to have been made at the time when the resolution of the Directors authorising or directing such Call shall be passed.

8. —If before or on the day appointed for payment of any Call any Shareholder shall not have paid the full amount due in respect of such Call, such Shareholder shall be liable to pay interest on the same, or for so much thereof as shall remain unpaid, at the rate of Five pounds per cent. per annum from the day appointed for the payment thereof to the time of actual payment; but the enforcing of such liability to pay interest shall be in the absolute discretion of and not compulsory upon the Directors; and the Directors may in like exercise of their absolute discretion allow interest by way of discount not exceeding Five pounds per cent. per annum on all Calls paid on or before the day appointed for payment thereof.

9.—In the event of any such default in payment of any Call, the Directors may at any time thereafter during such time as the Call, or any part thereof, remains unpaid, serve upon each Shareholder a notice requiring him to pay such Call, or so much as shall for the time being remain unpaid, together with any interest that may have accrued by reason of such non-payment; and no agreement by the Directors with such Shareholder to accept payment of such Call by instalments, or in

any other way, shall in any degree prejudice the right to give such notice as aforesaid, or to proceed thereon as hereinafter mentioned.

10.—Such notice shall name a further day and place (being either the Registered Office of the Company or some banking house) on and at which such Call, or so much thereof as shall for the time being remain unpaid, is to be paid; and such notice shall also state that in the event of the non-payment of such Call, or so much thereof as shall then remain unpaid, and all arrears of interest, at the time and place appointed, the Share or Shares in respect of which such Call was made, and such notice is given, will be liable to be forfeited.

11.—If all the requisitions set forth in any such notice as last aforesaid are not complied with, any Shares in respect of which such notice has been given may be absolutely forfeited by a resolution of the Directors to that effect, and no delay in passing such resolution or enforcing payment shall prejudice or affect the right to forfeit such Shares, and any Shares so forfeited shall thereupon become the absolute property of the Company, and may be sold, surrendered and merged, or otherwise dealt with and disposed of, in such manner as the Directors may think fit for the benefit of the Company.

12.—A statutory declaration in writing by any Director or the Secretary, that such notice was duly given, that default was made in payment of the money thereby required to be paid, or any part thereof, and that the forfeiture of the Shares was made by a resolution of the Directors to that effect, shall be sufficient, conclusive, and the only requisite evidence of the facts therein stated as against all persons entitled to such Shares, and such declaration, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares. Every such sale or other disposition may be made either subject to or discharged from the payment of any money due in respect of such Call and the interest thereon, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to such Shares be affected by any irregularity in the proceedings in reference to such sale.

13.—Every Shareholder whose Shares shall have been forfeited shall, notwithstanding, be liable and bound to pay to the Company all such Calls, or parts or balances of such Calls, owing upon such Shares at the time of the forfeiture, together with interest thereon as aforesaid, without any deduction or allowance in respect of the value of the Shares at the time of the forfeiture; and at the trial of any action or proceeding for enforcing the payment of any such Call, or any interest thereon, it shall not be competent for any Member sued in respect thereof to question the

appointment of any Director or officer of the Company, nor the due calling of any Board of Directors by whom or at which any resolution was passed, or otherwise to enquire into the regularity or propriety thereof.

14.—It shall be lawful for the Directors (if they, in their absolute discretion, shall think fit), at any time within twelve calendar months next after the day on which any Shares under the provisions hereinbefore contained shall have been declared forfeited to the Company, or within such further time as in any case they shall, having regard to any circumstances, think reasonable, to restore such Shares to the persons who held the same, on their paying to the Company all money due on such Shares, including such interest as aforesaid, and any expenses incurred by reason of such default in payment at the time appointed, and also such a sum by way of fine in respect of such Shares as the Directors shall think fit.

TRANSFER AND TRANSMISSION OF SHARES.

15.—Subject to the provisions of these presents, every Shareholder may sell and transfer all or any of his Shares, and every transfer shall be in writing, and shall be signed by the transferor and transferee.

16.—Every transfer may be in the form or to the effect following:—

“ I, A. B., of _____ in consideration of the sum of _____
 “ _____ pounds paid to me by C. D., of _____ do
 “ hereby transfer to the said C. D. _____ Share numbered _____
 “ standing in (my) name in the books of the Company; To hold
 “ unto the said C. D. (his) executors, administrators and assigns [*or*
 “ their successors and assigns, *as the case may be*], subject to the
 “ conditions on which the same was or were held by (me) at or
 “ before the time of the execution hereof; and I, the said C. D., do
 “ hereby agree to take the said Share subject to the same
 “ conditions.

“ As witness our hands and seals the _____ day of _____
 “ 18 _____ ”

17.—The executors or administrators of a deceased Shareholder shall be the only persons recognised by the Company as having any title to the Shares of such deceased Shareholder, and the Company shall not be affected by notice expressed or implied of any trust affecting any Shares.

18.—Any person becoming entitled to a Share or Shares in consequence of the death, bankruptcy or insolvency of any Shareholder, or in any other way than by transfer, may be registered as a Shareholder upon such evidence being produced as may from time to time be required by the Directors.

19.—Any person who shall become entitled to Shares in any other way than by transfer, may, instead of being registered himself, elect to have some person to be named by him, and approved by the Directors, registered as a holder of such Shares; and the person so becoming entitled as last aforesaid shall, within twelve months from becoming so entitled, testify such election by executing a transfer of such Shares.

20.—The Directors shall register any person claiming to be a transferee, as a Shareholder, upon presentation to them of the instrument of transfer, accompanied with such evidence as they may require to prove the title of the transferor, in case he should not be a registered Shareholder; and every instrument of transfer shall be deposited with and kept by the Directors; but the Directors may decline to register any transfer of shares made by a Member who is indebted to the Company, or in respect of which any portion of the subscribed capital called up shall remain unpaid, or to any person whom they in their uncontrolled discretion may consider it to be unadvisable to admit as a Shareholder. For registration of every transfer the Directors may charge a fee of Two shillings and six-pence.

21.—The Company shall have a first and paramount lien and charge available at law and in equity on the Shares of any Member for any sums due by him to the Company, either solely or jointly with any other person, and may from time to time, in addition to all other means of enforcing such lien, set off any interest due in respect of any such sums against any dividends due upon the Shares of such Members.

22.—The transfer books may be closed during the period of 21 days in each year, or for any part of that period.

INCREASE OF CAPITAL.

23.—The Company may from time to time increase the Capital to any amount not exceeding Fifty thousand pounds, by a resolution of the Shareholders in General Meeting for that purpose specially convened.

24.—Any additional Capital so created shall be raised by the creation of new shares or stock or debenture bonds, and such shares, stock, or debenture bonds may be created with or without such special rights and privileges, whether preferential or otherwise, and may be allotted and issued in such manner, on such terms, and either at a premium or discount, and to such persons, as may be prescribed or directed by the resolution for such increase of Capital, or any subsequent resolution. Unless or until otherwise prescribed or directed by such resolution or subsequent resolution (as the case may be), any such additional Capital so created shall be considered as part of the original Capital, and shall be subject to the same provisions (as far as applicable) in all respects as if such additional Capital had been part of the original Capital, and any new shares or stock or debenture bonds so created shall be subject to the same provisions and shall confer the same rights and privileges, as to voting, qualification and otherwise, as if they had been part of such original Capital.

GENERAL MEETINGS.

25.—The Meetings of the Company shall be Ordinary and Extraordinary General Meetings. The first General Meeting shall be held at such place and at such time, not being more than four months after the registration of the Company, as the Directors may determine. Subsequent Ordinary General Meetings shall be held once in every year, at such time and place as the Directors may appoint.

26.—The Directors may whenever they think fit convene an Extraordinary General Meeting to be held at such time and place as they may appoint; and, upon a requisition made in writing by any number of Shareholders holding in the aggregate not less than one-tenth part in value of the shares, stock, or debenture bonds then issued, they shall convene an Extraordinary General Meeting, to be held within twenty-one days from the service of the requisition.

27.—Any requisition so made by the Shareholders shall express the object of the Meeting proposed to be called and shall be signed by the Shareholders making the same, and no business shall be discussed at any such Extraordinary General Meeting except that stated in such requisition.

28.—If, on the receipt of such requisition, the Directors do not, within fourteen days from the date of the requisition, issue the proper notices for convening an Extraordinary General Meeting, the requisition

tionists may themselves convene an Extraordinary General Meeting, and may give the necessary notice for the purpose.

29.—At least ten and not more than twenty-one days' notice, specifying the place, the time, the hour of meeting, and the purpose for which any General Meeting is to be held, shall be given in such manner as hereinafter directed, but this shall not apply to any Adjourned Meeting.

30.—No matters except such as are appointed by these presents, or the Companies' Acts 1862 and 1867, or any amendment Act thereof, (hereinafter called "the Statutes"), to be done at an Ordinary General Meeting, shall be transacted at any such Meeting, unless special notice of such matters shall have been given in the notice convening such Meeting; and no business shall be transacted at any Extraordinary Meeting other than the business set forth in the notice convening such Meeting.

31.—The quorum for a General Meeting shall be ten Shareholders, and no business shall be transacted at any Meeting (except the declaration of a dividend) unless at least ten Shareholders shall be present, personally or by proxy, within half an hour after the time appointed for the Meeting.

32.—If within half an hour from the time appointed for the Meeting, the required number of Shareholders be not present, the Meeting, if convened upon the requisition of the Shareholders, shall be dissolved; if otherwise convened, it may be dissolved, or shall stand adjourned to such day, time, and place, as the Directors may appoint, or, in default of appointment, till that day week, at the same hour and place; and at such adjourned Meeting, the business of the Meeting shall be transacted whatever be the number of Shareholders present.

33.—The Chairman for the time being of the Board of Directors shall preside as Chairman at every Meeting of the Company, whether Ordinary or Extraordinary; and if he be not present then the Deputy-Chairman, if any, shall preside; but if there be no Chairman or Deputy-Chairman of the Board of Directors, or if at any Meeting neither be present at the time of holding the same, or if they shall both decline or neglect to take the chair, the Directors present shall select one of their number to preside; and failing this, the Shareholders present shall choose one of the Directors or some Shareholder to be Chairman of such Meeting.

34.—Any Meeting may be adjourned 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 adjournment took place.

35.—All questions relating to any business to be transacted at any General Meeting, whether Ordinary or Extraordinary, shall be decided, unless a poll be demanded as hereinafter mentioned, by a simple majority of the Shareholders personally present at such Meeting, and, in all cases where the numbers are equal, the Chairman of the Meeting shall have a casting vote in addition to his prior vote to which he is entitled as a Shareholder.

36.—A show of hands shall in the first instance be taken upon every question, and the question shall be decided thereby, unless immediately after such show of hands a poll be demanded in writing, signed by at least seven Shareholders entitled to vote, and then present personally at the Meeting. Unless such poll be so demanded, a declaration by the Chairman of the Meeting that a resolution has been carried, and an entry of such declaration in the Minute Book of Proceedings of Meetings of the Company, shall be sufficient evidence of the fact without proof of the number or validity of the votes received in favour of or against the resolution.

37.—If a poll be demanded as aforesaid, the same shall be taken either forthwith, or at such time and place and in such manner as the Chairman of the Meeting shall direct, and he shall have power to adjourn the Meeting for the purpose of taking such poll, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting; but no requisition for the poll shall be valid or effectual unless demanded immediately after the Chairman of such Meeting shall have given his decision upon the show of hands in manner prescribed by Clauses 25 and 36.

38.—Minutes shall be made in books provided for the purpose of all resolutions and proceedings of General Meetings.

VOTES OF SHAREHOLDERS.

39.—Every Shareholder shall have one vote for every two Shares held by him up to ten, and an additional vote for every five Shares beyond the first ten up to One hundred Shares, and an additional vote for every ten Shares held by him beyond the first One hundred; but no person holding less than two Shares shall be entitled to vote, and if any Shareholder be a lunatic he may vote by his committee, curator bonis, or other legal curator.

40.—If two or more persons are jointly entitled to two Shares or more, the person whose name stands first in the Register of Shareholders as one of the holders of such Shares, and no other, shall be entitled to vote in respect of the same.

41.—No Shareholder shall be entitled to vote at any Meeting whilst any Call or part thereof is unpaid, nor until he has been registered as a Shareholder for three calendar months before the day of such Meeting, unless the Shares held by him in respect of which he claims to vote shall have been acquired otherwise than by transfer.

12.—Votes may be given either personally or by proxy.

43.—The instrument appointing the proxy shall be in writing under the hand of the appointor, or, if such appointor be a Corporation, under their Common Seal, and may be in the form or to the effect following:—

" I A. B., of _____ a Shareholder in the
 " SKEGNESS PIER COMPANY, LIMITED, hereby appoint C. D., of
 " _____ failing whom E. F., of
 " both of whom failing, G. H., of _____ to be my
 " proxy at the Ordinary [or Extraordinary] General Meeting of
 " the Company, to be held on the _____ day of
 " next, and at any adjournment thereof, and to vote for me and
 " in my name upon all questions before such Meeting.

" As witness my hand, this day of 18 .

"A. B."

41.—No person shall be appointed a proxy who is not a Shareholder entitled to vote, and the instrument appointing him shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time of holding the Meeting at which such proxy is proposed to be used. If any Shareholder having given a proxy shall be present personally, such presence shall of itself revoke such proxy.

DIRECTORS.

45.—The number of Directors shall not be less than five nor more than ten, but the Company may from time to time, at any Extraordinary Meeting for that purpose specially convened, increase or reduce the number of Directors, so that the same shall not exceed eleven nor be less than three.

46.—No person shall be a Director unless he is a registered owner of five Shares on which all Calls which have been made shall have been paid, and the following shall be the first Directors of the Company :—

Henry Vivian Tippet,	Hobson Dunkley,
James Martin,	Thomas Allen Bellamy,
Colonel Henry Valentine Grantham,	William Everington,
Edward Charlesworth,	Revd. Henry John Chcales, and
John Thimbleby.	Charles Hildred.

47.—Every Shareholder intending to offer himself as a candidate for election as a Director, shall give notice in writing of his intention in that behalf at least seven days previously to the day of election, such notice to be addressed to the Board of Directors of the Company and left at the Registered Office of the Company; but this provision shall not apply to the re-election of any person being a Director or Directors elected before the second General Meeting.

48.—The Directors of the Company shall be remunerated in such manner as the Shareholders may from time to time in general Meeting determine, such remuneration to be dealt with in such manner as the Directors may think fit.

49.—The office of an ordinary Director shall be *ipso facto* vacated—

- (a) If he cease to hold his due qualification.
- (b) If he be declared lunatic or become of unsound mind, though not so found by inquisition.
- (c) If he become bankrupt or compound with his creditors,

RETIREMENT AND ELECTION OF DIRECTORS.

50.—At the first Ordinary Meeting after the registration of the Company the whole of the Directors shall retire from office, and at the Ordinary Meeting in every subsequent year one-third of the number of Directors for the time being, or, if their then number be not a multiple of three, then the number nearest to one-third shall retire from office; but so, nevertheless, that each Director shall go out of office once in every three years, and the Directors to retire in the first and second years shall, unless they otherwise agree amongst themselves, be determined by lot. In every subsequent year the Directors who have been longest in office since their last election shall retire.

51.—The Company at the General Meeting at which any Directors shall retire, in manner aforesaid, may fill up the vacated offices by electing a like number of qualified persons in their place.

52.—If at any Meeting at which an election of Directors is intended to take place, no such election be made, the Meeting shall stand adjourned, as provided by these presents, and the retiring Directors shall continue to act until such adjourned Meeting; and if at such adjourned Meeting no election shall take place, the Directors so retiring shall continue to act until new Directors are appointed in their place at the Ordinary Meeting of the following year.

53.—A retiring Director shall be eligible for re-election, and shall continue to act until the termination of the Meeting at which his successor is appointed.

54.—A Director may at any time resign his office by giving three months' notice, in writing, addressed to the Board and any casual vacancy occurring among the Directors may be filled up by the Board of Directors, but any person so chosen shall retain his office so long only as the Director, in whose place he may be chosen, would have retained the same if no vacancy had occurred; but the continuing Directors may act notwithstanding any vacancy in the Board.

55.—The Directors may from time to time, by resolution of the majority of three-fourths of the Board personally present, and provided fourteen days' notice of such resolution shall have been given to each Director, remove any Director from his office, for any cause which such majority may think sufficient; and any Director so removed shall cease to be a Director from the passing of such resolution. Provided nevertheless, that such removal shall not be effectual and conclusive unless the same shall be confirmed by a General Meeting, if such Director shall, within twenty-one days after notice of such removal, in writing require such confirmation; but during the period between the passing of such resolution and such confirmation as aforesaid, any Director so removed shall not be at liberty to attend the Board or to take any part in the proceedings thereof, and all such proceedings shall be as valid so far as every such inchoate removal may be concerned, as if the same had not been instituted.

56.—The Company may from time to time, by a resolution passed by a majority of three-fourths of the votes given personally or by proxy at a General Meeting, convened with twenty-one days' previous notice of such object, remove, for any cause sufficient in the opinion of such Meeting, any Director, before the expiration of his period of office, and appoint another qualified person in his stead.

PROCEEDINGS OF DIRECTORS.

57.—The Directors shall meet together for the dispatch of business as often as may be necessary, but not less than once in every three months, and may adjourn and otherwise regulate their Meetings as they may think fit.

58.—There shall be a Chairman, and, if the Directors think fit, there may be a Deputy-Chairman of the Board of Directors.

59.—The Chairman for the time being, or any two Directors, may at any time require the Manager, Secretary, or other officer to summon a Special Meeting of the Directors on such day and hour as he or they may deem necessary.

60.—The quorum necessary for the transaction of business shall be three, or such greater number as the Directors may from time to time determine, and any difference of opinion upon any questions arising at any Meeting of the Board shall be decided by a majority of votes, and every Director present (including the Chairman) shall vote. In case of an equality, the Chairman of the Board shall have a casting vote in addition to the original vote.

61.—The Chairman and the Deputy-Chairman (if any) shall be elected annually by the Directors at the first Meeting of the Board after the Annual General Meeting.

62.—The Chairman shall preside at all the Meetings of the Directors: but if at any Meeting the Chairman be not present at the time appointed for holding the same, then the Deputy-Chairman (if any) shall preside: and if he also be not present, then the Directors present shall choose some one of their number to be Chairman of such Meeting.

63.—All acts done by any Meeting of the Directors or of a Committee of Directors, or by any person *bonâ fide* acting as Chairman or as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Chairman, Director, or person acting as aforesaid, or that they or any of them were or was disqualified, be as valid as if every such person had been duly appointed and qualified.

64.—Minutes shall be made, in books provided for the purpose, of all resolutions and proceedings of the Directors and of any Committee of Directors.

POWERS AND DUTIES OF DIRECTORS.

65.—The Directors shall have power for the purpose of effectuating any of the objects of the Company to enter into, execute, and do on behalf and in the name of the Company, all such contracts, documents, acts and things, as the Directors shall think fit, with power to alter, rescind, or abandon the same, and for all such purposes to use the Common Seal of the Company.

66.—The Directors may apply for Provisional Orders, and otherwise act as promoters under "The General Pier and Harbour Act 1861," or any other Act for the time being in force relating to piers and harbours, for the construction of the Pier or Jetty and works, and for other purposes mentioned in the same Acts, and shall have and be authorised to exercise all the powers given by such "General Pier and Harbour Act 1861," or other Acts.

67.—The Directors shall have the management of the affairs and business of the Company, and may exercise all such powers of the Company as are not by "the Statutes," nor by these presents required to be exercised by the Company in General Meeting; but the exercise by them of all such powers shall be subject to the provisions of "the Statutes," and to the regulations of these presents, and to the resolutions of the Company in General Meeting; but no resolution of the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such resolution had not been passed.

68.—The Directors may appoint any one or more of their Members as a Committee for any purpose, to whom the Directors may delegate such of their powers as they may think fit and necessary; but such Committee shall, in the exercise of the powers so delegated, conform to all regulations that may be imposed upon him or them by the Directors.

69.—The Directors may, from time to time, borrow for the purposes and on behalf of the Company such sums of money as they may, from time to time, think necessary or expedient, either by way of mortgage of the whole or any part of the property of the Company, or by promissory notes, or in such other way as they may deem best. Provided nevertheless, that the aggregate amount of principal money so borrowed shall not at any one time exceed one moiety of the amount of the paid-up capital for the time being of the Company, unless the borrowing of a larger amount shall have been previously authorised by a General Meeting, in which case the Directors may borrow money to such extent as they may be so authorised.

70.—The Directors shall invest such parts of the funds of the Company as shall not be required to satisfy or provide for immediate demands in or upon Government Stocks or funds or Exchequer Bills, or upon such other good and sufficient securities as they may approve of, with full power from time to time to vary such securities and to convert the same as occasion may require, or as they shall deem expedient.

71.—The Directors shall cause all the monies of the said Company to be forthwith paid into the bankers of the Company for the time being, and there to be placed to the credit of the Company, such banking account to be kept in the name of the Company; and every sum paid on behalf of the Company which shall amount to the sum of Ten pounds or upwards shall be paid by a cheque on the bankers of the Company, such cheque being signed by at least two Directors, and countersigned by the Manager or Secretary, and no such payment shall be made without the order of a Board of Directors.

72.—The Directors shall not enter into any contract above the value of Fifty pounds except the same be in writing. Provided nevertheless, that the Board of Directors may by resolution from time to time increase or diminish the above amount.

73.—The Directors with the sanction of the Company in General Meeting may borrow such further sum or sums of money, and on such terms and conditions, as the Company by the resolution authorising such borrowing or any subsequent resolution in General Meeting may direct or appoint.

74.—The Directors shall provide a Common Seal for the Company, bearing such device as the Directors shall think proper, together with the word "Limited," and the Directors shall have power from time to time to break and alter the same, and to provide another Seal in place thereof.

75.—The Directors shall have power to purchase on behalf of the Company any Shares of the Company upon such terms as they shall think fit, and such Shares shall be forthwith cancelled or otherwise dealt with for the benefit of the Company, as the Directors shall think expedient; but wherever such purchase as aforesaid shall have been made, the fact shall be stated in the report which shall be made by the Directors to the Ordinary Meeting which shall be held next after the date of such purchase.

76.—The Directors shall have power to alter, rescind, or abandon any contract which may be entered into by them on behalf of or in the name of the Company, and also to institute, conduct, defend, compromise, and abandon, as they may think expedient, any actions or other proceedings at law or in equity, relating to the property or affairs of the Company; and also to enter into and execute any bond or agreement for the submission to arbitration of any matter in dispute between the Company or any persons whomsoever, whether Members of the Company or not, and to abide by such submission, and every award made in pursuance thereof, or to contest the same as they may think proper; and to compound for or abandon any debt or debts (including Calls) owing to the Company, and to execute by any two of them, or by their Manager or Secretary, duly authorised by a resolution of the Board in that behalf, any deed of composition, conveyance or assignment of estate and effects made by any debtor to the Company, whether a Member or not; and to give time to any debtor for the payment of his debts, either upon security or without; and also on behalf of the Company to consent to the certificate or other discharge of any bankrupt or person whose affairs are in liquidation, or other person indebted to the Company, whether a Member or not; and to receive the dividends, and to act in all matters arising out of or in any such bankruptcy or liquidation, and become and act, or appoint one of their number to become and act, as trustees or trustee under any adjudication in bankruptcy; and generally on behalf of the Company, where the Articles are silent or do not otherwise provide, to act in the direction of the concerns of the Company in such manner as in their absolute discretion they shall think most conducive to the interests of the Company.

77.—Whenever the consent of the Directors is required to any act or deed, the consent of any two of the Directors in that behalf authorised by a resolution of the Board, shall (except as herein otherwise expressly provided) be a sufficient compliance with the terms of the Articles.

SALE OR DISSOLUTION.

78.—The Directors may, with the consent of the Company expressed by a resolution passed by a majority of two-thirds of the votes given personally or by proxy at an Extraordinary General Meeting for that purpose specially convened, to be held within not less than fourteen days or more than twenty-one days after notice thereof, on such terms, whether for cash or other consideration, as they may think fit, sell, or dispose of the whole or any part of the business and property of the Company; and may, with such consent, dissolve the said Company and do all acts necessary and

incidental thereto, or which the Directors may think expedient or desirable to facilitate any such sale or dissolution.

OFFICERS OF THE COMPANY.

79.—The Company may have a Managing Director, Secretary, Bankers, Solicitors, and all such other officers or servants as the Board may from time to time think necessary for the purposes of the Company; and shall have power of appointing and dismissing from time to time any Manager or Secretary, Bankers, Solicitors, or any such officers, and any clerks or servants, and of fixing their duties or remuneration, and of filling up the vacancies created by any dismissal or otherwise; and they shall be at liberty, if they think proper so to do, to take such security from those whom they may so employ for their fidelity as they may require.

80.—Every Director, as well as the Manager, Secretary, and any other officer and servant of the Company, shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to order the payment of all costs, losses, and expenses which any such Director, or the Manager, Secretary, or other officer or servant may incur or become liable to by reason of any covenant entered into, or act or deed done by him, or in any way in the execution of his duty, trust, or office, or on behalf of the Company, except the same shall be incurred or occasioned by his own wilful act or default.

DIVIDENDS.

81.—The Directors may, subject to and in accordance with the provisions hereinbefore contained, with the sanction of the Company in General Meeting, declare a dividend, to be paid to the Shareholders in proportion to the amount for the time being paid up on their respective Shares, and the Directors may also, if they think fit in their own discretion, declare and pay an interim half-year's dividend; but no dividend shall be paid on any Shares so long as any Call made on such Shares and due shall remain unpaid.

82.—The Directors shall deduct from the dividends payable to any Shareholder all such sums of money as may be due from him, whether in his own capacity or in a representative capacity, to the Company on account of instalments, Calls, or otherwise.

83.—Notice of any dividend that may have been declared shall be given to each Shareholder, as herein provided with respect to notices in general; and all dividends unclaimed for ten years after having been declared, may be forfeited by the Directors for the benefit of the Company, but such forfeiture may be remitted by the Directors within one year from the date of such forfeiture.

84.—No dividend under any circumstances whatsoever to bear interest as against the Company.

ACCOUNTS.

85.—The Directors shall cause proper Accounts to be kept, showing all transactions, assets, and liabilities of the Company, and the true financial position thereof.

86.—The principal Books of Account shall be kept at the Registered Office for the time being of the Company.

87.—At the Ordinary Meeting in each year, the Directors shall lay before the Meeting a statement showing the financial position of the Company, made up to the 31st of December of the preceding year, in such form as the Directors may from time to time think fit.

AUDITORS AND AUDIT.

88.—There shall be at least two Auditors of the Company, to be elected each year at the first General Meeting by the Shareholders; but no person shall be competent to be appointed an Auditor who is interested in any transaction of the Company, except as a Shareholder, and no Director or other official of the Company shall be eligible during his continuation in office.

89.—Once in every year at the least the Accounts of the Company shall be examined by the Auditors.

90.—The remuneration of the Auditors shall be fixed by the Shareholders in General Meeting.

91.—Any Auditor shall be eligible for re-election on his quitting office.

92.—If any casual vacancy occurs in the office of any Auditor the Directors may appoint an Auditor to fill up the vacancy.

93.—The Auditors shall be supplied with statements of income and expenditure, and the balance-sheet and all such other documents as they shall deem necessary, and it shall be their duty to examine the same with the accounts and vouchers relating thereto.

94.—The Auditors shall at all reasonable times, to be determined by the Directors, have access to the books and accounts of the Company, and may examine the Directors, or the Manager, or Secretary, or any other officer of the Company on any matter relating thereto.

95.—The Auditors shall make a report to the Shareholders upon such statements and balance-sheet, and in every such report they may, if they think proper, state whether in their opinion the same contain the particulars required by these presents and are drawn up so as to exhibit a true and correct view of the state of the Company's affairs.

96.—Such report shall be read together with any report of the Directors at the Ordinary General Meeting in each year.

NOTICES TO THE COMPANY.

97.—Notices and all other documents required to be served on the Company shall be sufficiently served by leaving the same at or sending the same by registered letter prepaid through the post to the Registered Office of the Company.

NOTICES BY THE COMPANY.

98.—Notices and all other documents required to be served by the Company upon the Shareholders may be served either personally or by leaving the same at their registered places of abode, or sending them through the post in a letter addressed to the Shareholders at their registered places of abode; but no Shareholder who has not a registered place of abode in the United Kingdom shall be entitled to have any notice sent to him.

99.—All notices given to the Shareholders by post shall be deemed to have been received the day following that on which the same shall have been posted, whether received or not; but the Directors shall be at liberty to prove any other and earlier notice which any Shareholder may have received.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS—(continued).

Charles Hildred
 Messrs Hildred & Co
 11, Collyer Quay

Thomas William Barclay
 Esq.
 10, Collyer Quay

Edwin Francis Foxwood Esq.
 10, Collyer Quay
 Messrs Foxwood & Co

Dated the sixth day of January
 1879.

Witness to the above signatures,

Gilbert J. Dwyer
 Esq.
 11, Collyer Quay

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF THE
SKEGNESS PIER COMPANY,
LIMITED.

TWEED & STEPHEN, *W. D. Ashby*
Town Clerk's Office,
LINCOLN.

F. Chiffert & Co., Caretaker-st. & Church-pass, Chancery-lane, London.



7 AUG 1883

Saturday the 30th day of
June 1883

In the Matter of the
Companies Acts 1862 and
1867
And in the Matter of
The Huggess & Co
Company Limited

Upon the Petition of Charles Arthur Head
and Thomas Wrightson trading together
as Contractors at the Teesdale Iron Works
in the Parish of Thornaby in the County of
York under the name or firm of "Head
Wrightson and Company" Creditors of the
above named Company on the 11th day of
May 1883 preferred unto this Court and upon
hearing Counsel for the Petitioners and for
the above named Company and for the
Right Honorable Lord Muncaster and
C. G. A. Drummond Esq. Solicitors
Holders and upon reading the said Petition
an Affidavit of the Petitioner Charles
Arthur Head sworn on the 14th day of May
1883 and filed on the 16th day of May 1883
verifying the said Petition the London
Gazette of the 16th day of May 1883 the
Lincoln (Hull and) and Stamford Mercury
Newspaper of the 18th day of May 1883
and the Boston Guardian Newspaper of
the 19th day of May 1883 each containing

12745

W. H. H. & Co
Currey & Villiers1 Field Court.
C. G. A. Drummond Esq. 2

an advertisement of the said Petition
an Affidavit of Henry Vivian Siffert
filed on the 1st day of June 1883 and an
Affidavit of Thomas Wrightson filed the
7th June 1883 and the Exhibits therein
referred to.

This Court doth Order that the
Shequess Pai Company Limited be
wound up by this Court under the
provisions of the Companies Act 1862 and
1867.

And It is Ordered that the costs of
the Petitioners and of the said Company
of this application be taxed by the
clerking Master and be paid out of the
assets of the said Company
J.L.M. *Ent^l*
J.L.M.

We certify the above to be
a true copy of the original order
as passed, entered by the
Registrar.

W. Withorne Esq
Sms for the Petitioners

In the High Court of Justice
Chancery Division

30th June 1883

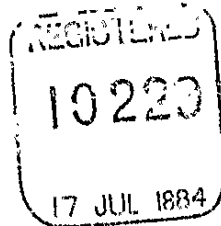
To, &c.

The The Shagness
Tow Company Ltd.

Copy Order
to wind up Company

Mr Justice Pearson
at Chambers

of July 1884

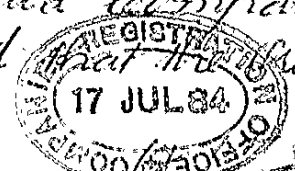


*In the Matter of the Companies
Acts 1862 and 1867*

and
*In the Matter of the Shogness
Peir Company Limited*

Upon the application of James
Martin a contributory of the said
company by summons dated the 10th
of January 1884 and upon reading the
solicitors for the Applicant for the Official
Liquidator of the said company for the
Petitioning creditors Messrs Head
Wrightson & Company and for the following
creditors named in the second part of the
first schedule and in the second schedule
to the Chief Clerk's certificate dated the 22nd
May 1884 viz George Burnkeley William Cross
Clarke & Moore Thomas Holt N. Lane Clayton
Isaac Gunton George Martin Tweed Stephen
V Dwyer William Armstrong R. Marshall
Charles Fennell John Ward and Charles
Wood and upon reading the Orders dated
the 30th day of June 1883 and the 21st day
of July 1883 the Chief Clerk's certificate
dated the 22nd day of May 1884 and
the receipt of Priestman Brothers for
Five pounds five shillings the amount of
their claim against the said company
It is by consent ordered

W. L. L. H. & Co.
17, Gray's Inn, W.C.
Sd.



discharged

And the Applicant having paid to the said Official Liquidator Fifty eight pounds eleven shillings and one penny the agreed amount of his remuneration

And the Official Liquidator and Petitioning Creditors being satisfied with the undertaking of Messieurs Tweed Stephens & Co. for the the Applicants Solicitors for payment of the amount of their costs charges and expenses

It is Ordered that it be referred to the Taxing Master to tax the costs charges and expenses properly incurred of the Official Liquidator of the Company from the date of his appointment including the costs of this application

And it is Ordered that the Official Liquidator be at liberty to retain the sum of seventy seven pounds fifteen shillings the agreed balance in his hands in full payment of the said costs

And it is Ordered that Rodrick Mackay the Official Liquidator be discharged and that his recognizance dated the 25th day of July 1883 entered into by him and his Bond dated the 25th day of July 1883 entered into by him and The Guaranties Society as his Sureties be revoked

And it is Ordered that all further proceedings in this matter except for the purpose of giving effect to this Order be stayed

Edward Strevens

Chief Clerk

Edw. Strevens

(S. S.)

Respectfully the above to be true copy of the original order as passed & entered herein

Attest: William H. H.
Clerk for Office

14th July 1884

*Re Companies Acts
1862 & 1867*

*and
Re The Stagness Sea
Company Limited*

Copy

*Order to discharge
Order for winding up Company*

WILLIAMSON & CO. LTD.

LONDON

GEN. & CO.

"THE COMPANIES ACTS, 1862 TO 1880."



26th Vic. c. 89, 30th & 31st Vic. c. 181, 40th & 41st Vic. c. 26, 42nd & 43rd Vic. c. 76, and
43rd Vic. c. 19).

COMPANY LIMITED BY SHARES.

(COPY.)

SPECIAL RESOLUTION

(Pursuant to Companies Act, 1862, ss. 84 & 51.)

OF THE

SKEGNESS PIER COMPANY,
(LIMITED)

Passed the 5th day of January, 1885.

Confirmed the 29th day of January, 1885.

At an Extraordinary General Meeting of the Members of the said Company, duly convened, and held at the Estate Offices, Skegness, in the County of Lincoln, on the 5th day of January, 1885, the following Special Resolution was duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place, on the 29th day of January, 1885, the following special resolution was duly confirmed:—

RESOLVED:—"That the Articles of Association of the Company be altered or amended in manner following, namely:—The following Article shall be inserted after Article 81, namely, 81A. 'The Directors may before declaring any dividend, set aside out of the profits of the Company such proportion or other sums as they may think proper, and accumulate the same by investments in securities, open by law to Trustees, as a Reserve Fund for repairs, for the purpose of providing a fund for repairing the Company's Pier or Jetty, and other works at Skegness.'"

Dated this 3rd day of February, 1885.

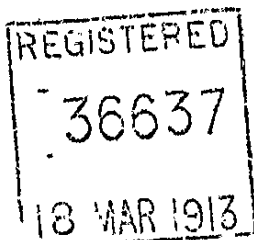
Frederick Stephen & Co. Secs.

SECRETARIES.

Printed by the Skegness Herald Company.

REGISTERED
1636
7 FEB 1885

7 FEB 85



COMPANY LIMITED BY SHARES.



(COPY.)

Special Resolution.

(Pursuant to the Companies (Consolidation) Act, 1908, sec. 70).

OF THE

SKEGNESS PIER COMPANY LIMITED.

Passed the 11th day of February, 1913.

Confirmed the 10th day of March, 1913.

At an Extraordinary General Meeting of the Members of the Skegness Pier Company Limited, duly convened, and held at the Lumley Hotel, Skegness, in the County of Lincoln, on the 11th day of February, 1913, the following Resolution was duly passed as an Extraordinary Resolution; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place, on the 10th day of March, 1913, such Resolution was duly confirmed as a Special Resolution.

RESOLVED :—

"That the Articles of Association of the Company be altered by cancelling Article 88 thereof, and that the following Article be substituted in place of such cancelled Article."

88. "There shall be one or more Auditor or Auditors of the Company, and such Auditor, if only one, or one at least of such Auditors if more than one, shall be a duly qualified Associate, Member, or Fellow of the Institute of Chartered Accountants in England and Wales, or of the Society of Incorporated Accountants and Auditors. No person shall be competent to be appointed an Auditor who is interested in any transaction of the Company except as a Shareholder, and no Director or other Official of the Company shall be eligible during his continuation in office."

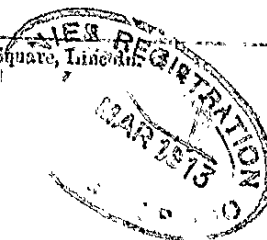
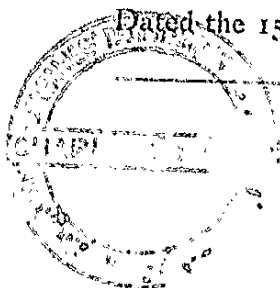
Frederick Stephen & Co.

Secretaries to the Company.

Dated the 15th day of March, 1913.

Echo Gazette General Printing Works, St. Benedict's Square, Lincoln.

140



12745.

COMPANIES ACTS, 1908 to 1917.

SPECIAL RESOLUTION

(Pursuant to Section 69 of the Companies (Consolidation) Act, 1908)

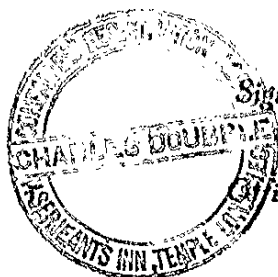
OF THE

Skegness Pier Company, Limited,

Passed on the 8th day of March 1920. Confirmed on the 24th day of March, 1920.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at the Estate Offices, Roman Bank, Skegness, in the County of Lincoln, on the Eighth day of March, 1920, the following Special Resolution was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company also duly convened and held at the Pier, Skegness, in the said County of Lincoln on the Twenty-fourth day of March, 1920, the following Special Resolution was duly confirmed.

That the Articles of Association of the Company be altered by substituting the word "Three" for the word "Ten" in Article 31 in each of the places in which the word "Ten" occurs in that Article.



Signature

F. E. Carr

Secretary

Secretary

Number of Company, 12745

126

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

SKEGNESS PIER COMPANY LIMITED

Passed 11th March, 1969

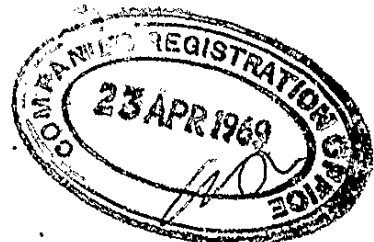
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 4 Seacroft Square, Skegness, Lincolnshire, on the 11th day of March, 1969, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

SPECIAL RESOLUTION

That the Memorandum ~~and Articles of Association~~ contained in the printed document submitted to the meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Memorandum ~~and Articles of Association~~ of the Company and so that in case of any divergence between them and the existing Memorandum ~~and Articles of Association~~ they shall take effect in substitution for and to the exclusion of such existing Memorandum ~~and Articles of Association~~.

N. GREETHAM,

Chairman.



We can't find your documents HAVE
been printed by BLACK XEROX.
Cameron Kenneth Ward

COMPANY LIMITED BY SHARES

**Memorandum of Association*

OF

SKEGNESS PIER COMPANY LIMITED

1. The name of the Company is "SKEGNESS PIER COMPANY LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are— Objects
 - (A) To erect and maintain at Skegness, in the County of Lincoln, a pier or jetty, and other works, which shall provide an ornamental and commodious promenade, and also a convenient landing place for passengers and their luggage, with refreshment, bath and other rooms, and all other necessary appurtenances; and to acquire by purchase, charter, lease or otherwise, land or buildings, and pleasure steamboats, sailing or other boats or vessels for the use of passengers, goods or other purposes, and the doing of all such other things as are incidental or conducive to the attainment of the above objects.
 - (B) To carry on business on, at, adjoining or near to the said pier or jetty or at any other place or places as proprietors of catering establishments, theatres, shops and amusement arcades and generally as providers and managers of (licensed or not) restaurants, cafés, snack bars, concert halls, ballrooms, cinemas, exhibition halls, dance halls, depots, stalls, clubs, gaming rooms and all kinds of entertainments, shopping and refreshment facilities, amusements and recreations.

**Amended pursuant to a Resolution passed 11th day of March, 1969.*

*Filed by:- Cameron Brown Gordon & Co
St Vedast House
Cheapside E.C.2.*



Carry on other
businesses

(C) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

Acquire lands,
property, rights and
privileges

(D) 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, 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.

Construct roads,
railways, buildings,
etc.

(E) 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.

Borrow money

(F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

Mortgage
undertaking

(G) 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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

Issue securities

(H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others. Lend
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interest of the Company or its officers or employees. Grant pensions and subscribe to charities
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments. Make and accept bills, etc.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined. Invest
- (N) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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. Pay for property in cash, shares, etc.
- (O) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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. Accept payment in cash or shares

Enter into
partnership

- (P) To enter into any partnership or joint-purse arrangement 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

Promote companies

- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company, or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

Acquire other
business or property

- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

Sell or otherwise
deal with
undertaking

- (S) 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.

Amalgamate

- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

Distribute assets
in specie

- (U) 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.

(v) 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, trustees, sub-contractors or otherwise. Act as and through agents, trustees, etc.

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

4. The liability of the members is limited.

Liability of members

5. The share capital of the Company is £20,000, divided into 4,000 shares of £5 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise. Capital of Company

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
1. JAMES MARTIN, Wainfleet, Land Agent.	Twenty
2. HENRY VIVIAN TIPPET, Sandbech, Tickhill, Land Agent.	Twenty
3. WILLIAM EVERINGTON, Skegness, Burgh-le-Marsh, Grazier.	Five
4. HOBSON DUNKLEY, Skegness, Burgh-le-Marsh, Hotel Keeper.	Ten
5. CHARLES HILDRED, Skegness, Burgh-le-Marsh, Hotel Keeper.	Five
6. THOMAS ALLEN BELLAMY, Spi'sby, Stationer.	Five
7. EDWIN GAUNTLEY LOVERSEED, Jr., Gladstone House, The Park, Nottingham, Contractor.	Five

Dated this 6th day of January, 1879.

Witness to the above Signatures—

GILBERT J. DASHPER,
Solicitor,
Lincoln.

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COMPANY LIMITED BY SHARES

**Memorandum of Association*

OF

SKEGNESS PIER COMPANY LIMITED

1. The name of the Company is "SKEGNESS PIER COMPANY LIMITED."

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

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

(A) To erect and maintain at Skegness in the County of Lincoln, a pier or jetty, and other works, which shall provide an ornamental and commodious promenade, and also a convenient landing place for passengers and their luggage, with refreshment, bath and other rooms, and all other necessary appurtenances; and to acquire by purchase, charter, lease or otherwise, land or buildings, and pleasure steamboats, sailing or other boats or vessels for the use of passengers, goods or other purposes, and the doing of all such other things as are incidental or conducive to the attainment of the above objects.

(B) To carry on business on, at, adjoining or near to the said pier or jetty or at any other place or places as proprietors of catering establishments, theatres, shops and amusement arcades and generally as providers and managers of (licensed or not) restaurants, cafés, snack bars, concert halls, ballrooms, cinemas, exhibition halls, dance halls, depots, stalls, clubs, gaming rooms and all kinds of entertainments, shopping and refreshment facilities, amusements and recreations.

**Amended pursuant to a Resolution passed 11th day of March, 1969.*



Carry on other
businesses

- (C) To carry on any other trade or business, whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

Acquire lands,
property, rights and
privileges

- (D) 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, 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.

Construct roads,
railways, buildings,
etc.

- (E) 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.

Borrow money

- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

Mortgage
undertaking

- (G) 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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

Issue securities

- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others. Lend
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interest of the Company or its officers or employees. Grant pensions and subscribe to charities
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments. Make and accept bills, etc.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined. Invest
- (N) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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. Pay for property in cash, shares, etc.
- (O) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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. Accept payment in cash or shares

Enter into
partnership

- (P) To enter into any partnership or joint-purse arrangement 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

Promote companies

- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company, or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

Acquire other
business or property

- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

Sell or otherwise
deal with
undertaking

- (S) 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.

Amalgamate

- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

Distribute assets
in specie

- (U) 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.

- (v) 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, trustees, sub-contractors or otherwise. Act as and through agents, trustees, etc.
- (w) To do all such other things as are incidental or conducive to the above objects of any of them. Do all things conducive to above

4. The liability of the members is limited.

Liability of members

5. The share capital of the Company is £20,000, divided into 4,000 shares of £5 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise. Capital of Company

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
1. JAMES MARTIN, Wainfleet, Land Agent.	Twenty
2. HENRY VIVIAN TIPPET, Sandbech, Tickhill, Land Agent.	Twenty
3. WILLIAM EVERINGTON, Skegness, Burgh-le-Marsh, Grazier.	Five
4. HOBSON DUNKLEY, Skegness, Burgh-le-Marsh, Hotel Keeper.	Ten
5. CHARLES HILDRED, Skegness, Burgh-le-Marsh, Hotel Keeper.	Five
6. THOMAS ALLEN BELLAMY, Spilsby, Stationer.	Five
7. EDWIN GAUNTLEY LOVERSEED, Jr., Gladstone House, The Park, Nottingham, Contractor.	Five

Dated this 6th day of January, 1879.

Witness to the above Signatures—

GILBERT J. DASHPER,
Solr.,
Lincoln.

The Companies Acts 1948 to 1967

Company Limited by Shares

SPECIAL RESOLUTION
(Pursuant to s.141 (2))

of

SKEGNESS PIER COMPANY LIMITED

Passed 24th October 1970

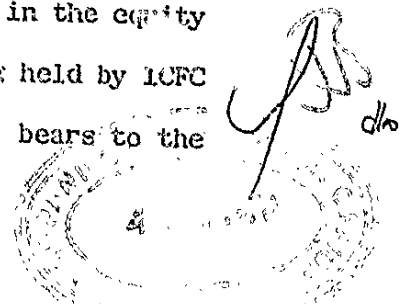
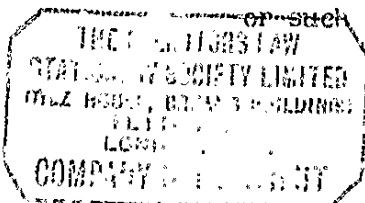
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 114 Drummond Road, Skegness, Lincolnshire, on the 24th day of October 1970, the subjoined SPECIAL RESOLUTION was duly passed, viz. :-

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended as follows :-

(A) Article 11 shall be redesignated Article 11 (A) and the following shall be inserted immediately thereafter as Article 11 (B) :-

"(B) Notwithstanding any other provisions of these Articles if the Directors shall determine to make an issue of any shares forming part of the equity share capital of the Company they shall be bound to offer for subscription to Industrial and Commercial Finance Corporation Limited (in these Articles referred to as "ICFC") and to any subsidiary of ICFC for the time being holding shares in the capital of the Company such a proportion of the shares which the Directors determine to issue as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by ICFC or such subsidiary of ICFC (as the case may be) bears to the




2

total issued equity share capital of the Company and such offer to ICFC and any such subsidiary of ICFC (as the case may be) shall be made on the like terms and conditions as to payment and otherwise as the issue of the remainder of such shares and so that such shares shall at the request of ICFC be registered in the name or names of ICFC or one or more of the subsidiaries of ICFC"

(B) Article 29 shall be redesignated Article 29 (A) and the following shall be inserted as Article 29 (B) :-

"(B) Notwithstanding any other provisions of these Articles, a transfer of shares in the Company or any such shares from time to time held by ICFC or by any subsidiary of ICFC may be made from time to time between ICFC and any subsidiary of ICFC or from one such subsidiary to another without restriction as to price or from one such subsidiary to another without restriction as to price or otherwise"



A. F. GREENHAM

Chairman

The Companies Acts 1948 to 1967

Company Limited by Shares

ORDINARY RESOLUTION
(Pursuant to s.63 (1))

of

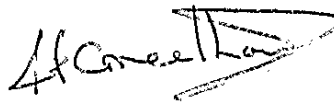
SKEGNESS PIER COMPANY LIMITED

Passed 24th October 1970

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 114 Drummond Road, Skegness, Lincolnshire, on the 24th day of October 1970, the subjoined ORDINARY RESOLUTION was duly passed, viz. :-

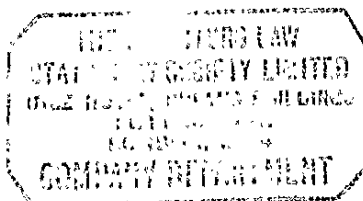
ORDINARY RESOLUTION

That the capital of the Company be increased to £53,575 by the creation of 6715 shares of £5 each to rank pari passu in all respects with the existing issued shares of the Company



A.F. GRIFFITHS

Chairman



THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

SKEGNESS PIER COMPANY

LIMITED

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

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

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

Presented by

Frearson, Scott & Co., Ltd.

150, Abchurch Lane, Road,

COMPANY DEPARTMENT

Skegness.

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; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

SKEGNESS PIER COMPANY

Limited

has by a Resolution of the Company dated

24th day of October 19⁷⁰ been increased by

the addition thereto of the sum of £ 33,575,

divided into :—

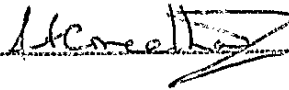
6715

Shares of £5 each

Shares of _____ each

beyond the registered Capital of £20,000

Signature



(State whether Director or Secretary) Secretary

Dated the 2nd day of November 19⁷⁰

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

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

of the
name
the
company

SKEGNESS PIER COMPANY

LIMITED

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

ated by

Freearson, Son & Sayer,

50 Algetha Road,

Skegness, Lincs.

The Solicitors' Law Stationery Society, Limited.
20 Abchurch Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 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2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 215

To THE REGISTRAR OF COMPANIES.

SKEGNESS PIER COMPANY

Limited, hereby gives you notice, pursuant to
* "Ordinary," Section 63 of the Companies Act, 1948, that by a * Ordinary
"Extra-ordinary," or
"Special." Resolution of the Company dated the 24th day of October 1970
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 35,575
beyond the Registered Capital of £ 20,000

The additional Capital is divided as follows :—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
6715	Ordinary	£5 each

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

Rank pari passu with existing ordinary shares

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

Signature



State whether Director
or Secretary

Secretary

Dated the 2nd day of November 1970

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

THE COMPANIES ACTS 1948 TO 1967

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided, or Converted into Stock, or of the Re-Conversion into Shares or of the Shares so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 66 of the Companies Act, 1948).

pursuant to Section 62 of the Companies Act, 1948.

Shares of {
Company { THE SKEGNESS PIER COMPANY Limited.

Represented by Whinney Murray & Co.,
Yorkshire House,
Greek Street, LEEDS 1.

Director's Reference S.16

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, London Wall, London, E.C.2
109, The Headrow, Leeds 1

[F. 28]



TO THE REGISTRAR OF COMPANIES.

THE SKEGNESS PIER COMPANY

LIMITED,

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that at an Extraordinary General Meeting of the Company held on 24th October 1970, the following resolutions were duly passed :-

1. That the capital of the Company be increased to £53,575 by the creation of 6715 shares of £5 each to rank pari passu in all respects with the existing issued shares of the Company.
2. That the sum of £32,145 being part of the amount of undivided net profits now standing to the credit of the revenue reserve of the Company be capitalised and that the same be applied in making payment in full at par for 6,429 shares of £5 each in the capital of the Company such shares to be distributed as fully paid among the persons who were registered as holders of the ordinary shares in the capital of the Company at the closing of the books of the Company on the 31st day of August 1970 at the rate of 3 fully paid shares for each share of £5 each of the Company held by such holders respectively such fully paid shares to rank for dividend as from the 1st day of January 1970.
3. That each of the 2143 shares of £5 each which still remain unissued and each of the existing fully paid shares and the fully paid bonus shares created by Resolution Number 2 of £5 each in the capital of the Company be sub-divided into 5 shares of £1 each.

(Signature).

(State whether Director or Secretary)

Dated the 9th day of December 1970

NOTE.—This margin is reserved for air and should not be written across.

12 / 45 / 10

SKEGNESS PIER COMPANY LIMITED

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 114 Drummond Road, Skegness, Lincolnshire, on the 1st day of July 1975, the subjoined Ordinary and Special Resolutions were duly passed, viz :-

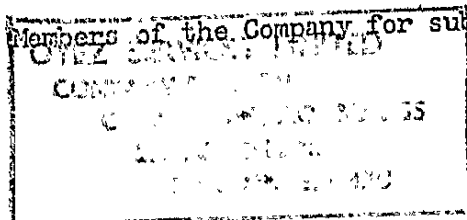
ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £3,575 to £57,145 by the creation of 3,570 Preferred Ordinary Shares of £1 each, such shares having such rights attached thereto as are set out in the Articles of Association of the Company as amended by Resolution 3 below.

2. That the 10,715 unissued Ordinary Shares of £1 each in the capital of the Company be converted into and be redesignated as 10,715 Preferred Ordinary Shares of £1 each, such shares having such rights attached thereto as are set out in the Articles of Association of the Company as amended by Resolution 3 below.

3. That the Directors be and they are hereby authorised to grant to Industrial and Commercial Finance Corporation Limited an option to subscribe for £17,855 for 14,285 Preferred Ordinary Shares of £1 each in the capital of the Company in accordance with the terms of the draft Agreement now produced to the Meeting, and initialled by the Chairman for the purpose of identification, and to issue such shares to Industrial and Commercial Finance Corporation Limited if they exercise such option without first offering such shares or any shares in the capital of the Company to the

Members of the Company for subscription



THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

of the
name
of the
company

SKEGNESS PIER COMPANY

LIMITED

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

Presented by

Frearson, Son & Sayer,

Solicitors,

50 Alpath Road, SKEGNESS, Lincs.



The Solicitors' Law Stationery Society, Limited.
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;
5 St. James's Square, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

Skegness Pier Company

Limited, hereby gives you notice, pursuant to

* "Ordinary," Section 63 of the Companies Act, 1948, that by a * Ordinary
"Extra-ordinary," or
"Special", Resolution of the Company dated the 1st day of July 1975

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 3,570

beyond the Registered Capital of £ 53,575

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
3,570	Preferred Ordinary	£1

The Conditions (e.g., voting rights, dividends, &c.) subject to which the

new shares have been, or are to be, issued are as follows:—

1. Fixed cum.pref.div.of 15p p.a. plus one-third of amount (if any) by which emoluments and pensions of A.F. Greetham and M.Greetham exceed the rate of £13,000 p.a. (or such larger sum as is agreed) plus balance of profits over 15p p.a. div. paid to Ord.Shareholders to be distributed between Pref.Ord.Shareholders and Ord.Shareholders (pari passu)
2. Capital - on liquidation or otherwise surplus assets to be applied paying Pref.Ord.Shareholders £1.25 per share; arrears of cum.divs. on such shares and balance of assets over £1.25 per Ord.Share distributed equally between Pref.Ord.Shareholders and Ord. Shareholders (pari passu)
3. Pref.Ord.Shareholders entitle at any time to convert whole (not part) into ord.shares on notice - Ord. shares resulting from conversion rank pari passu with remaining Ordinary shares

- * * If any of the new shares are Preference Shares state whether they are redeemable or not.
4. Voting - Pref.Ord.Shareholders not entitle to attend or vote at any General Meeting unless (1) fixed cum.divs. six months in arrears (2) resolution to wind up before meeting
 5. Pref.Ord.Shares not redeemable.

Signature

State whether Director
or Secretary

Secretary

Dated the 1st day of July

1975

No. of Company.....12745.....

Form No. 10

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

Skegness Pier Company

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a† Ordinary Resolution of the Company dated the
12th day of November 19 76 the nominal capital of the
Company has been increased by the addition thereto of the sum of £17,859.75
beyond the registered capital of £ 57,145.00

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
71,433	"A" Ordinary	£0.25
3	Preferred Ordinary	£0.50

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

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

"A" Ordinary Shares to rank pari passu with Ordinary Shares as
regards voting, dividend rights and winding up
Preferred Ordinary Shares - as existing Preferred Ordinary Shares

Signature

State whether Director
or Secretary

Dated the 23 day of November 19 76

Presented by

Frearson, Son & Sayer,

Solicitors,

Skegness, Lincs.

Presentor's Reference..... ES



(See notes overleaf)

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At an Extraordinary General Meeting of the above named Company, duly convened, and held at The Pier, Grand Parade, Skegness, Lincolnshire on Friday, the 12th day of November 1976, the subjoined Ordinary and Special Resolutions were duly passed viz :-

ORDINARY RESOLUTIONS

1. That the 14,285 unissued Preferred Ordinary Shares of £1 each in the capital of the Company be converted and sub-divided into 28,570 Preferred Ordinary Shares of £0.50 each, such shares having such rights attached thereto as are set out in the Articles of Association of the Company, as amended

2. That the authorised share capital of the Company be increased from £57,145 to £75,004.75 by the creation of :-

(a) 71,433 "A" Ordinary Shares of £0.25 each, and

(b) 3 Preferred Ordinary Shares of £0.50 each

such Shares having such rights attached thereto as are set out in the Articles of Association of the Company, as amended

SPECIAL RESOLUTION

3. That the Articles of Association of the Company be amended as follows :-

(a) Article 8(B) - in line 2 -

Delete "£57,145" and substitute "£75,004.75"

in line 3 -

Delete "14,285 Preferred Ordinary Shares of £1 each" and substitute "71,433 "A" Ordinary Shares of £0.25 each and 28,573 Preferred Ordinary Shares of £0.50 each"

(b) Article 8(B)(i) - delete in entirety and substitute :-

"(i) as regards income

The profits which the Company may determine to distribute in respect of any financial year shall be applied as follows :-

(a) first in payment of the holders of the Preferred Ordinary shares a fixed cumulative cash dividend of 7.2 pence per share per annum, such dividend to be payable half yearly on the 30th June and the 31st December in each year



- (b) next and subject thereto in paying to the holders of the Preferred Ordinary Shares a cumulative net cash dividend of such sum (if any) as, when aggregated with the fixed dividend referred to above, shall equal 8% of the after tax profits (as hereinafter defined) of the Company and its subsidiaries in excess of £30,000 in such financial year

"After Tax Profits" shall mean the profit shown in the Audited consolidated Profit and Loss Account of the Company and its subsidiaries in such financial year, but :-

- (i) before making any provision for any dividend or any transfer to reserves
 - (ii) after charging taxation
 - (iii) after charging remuneration payable to all Directors and their families of up to £30,000 in the aggregate
- (c) thereafter subject to the payment of a dividend on each "A" Ordinary and Ordinary Shares equal to the aggregate amount paid on each Preferred Ordinary Share, dividends to be payable on the Preferred Ordinary "A" Ordinary and Ordinary Shares as if they were all shares of the same class"

- (c) Article 8(B) (ii) - in lines 5 and 13 -

Delete "£1.25" and substitute "£0.60"

- in lines 12 and 15 -

After "Ordinary Shares" add "and "A" Ordinary Shares"

- (d) Article 75 - in lines 8 and 9 -

Delete "£1 in nominal amount of shares in the capital of the Company" and substitute "share"

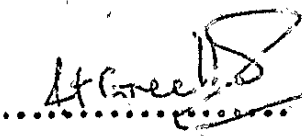
- line 11 and seq -

Delete proviso in entirety

- (e) Article 98 (i) - last line -

Delete "£300,000" and substitute "£45,000" /

I HEREBY CERTIFY the above to be a true copy of the Resolutions passed at the Extraordinary General Meeting on the 12th day of November 1976


Chairman

Skegness Pier Company Ltd

Number of Company, 12745/180

The Companies Acts 1948 to 1981

C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTION
(Pursuant to s. 141 (2))

OF

S K E G N E S S P I E R C O M P A N Y L I M I T E D

Passed 2nd June, 1983

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Heath Road, Skegness, Lincolnshire on the 2nd day of June, 1983 the subjoined SPECIAL RESOLUTION was duly passed, viz. :-

SPECIAL RESOLUTION

That the regulations contained in the printed document submitted to this meeting, and for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.


R. G. MITCHELL.

Chairman.



No. 12745

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

OF

S K E G N E S S P I E R C O M P A N Y L I M I T E D

Incorporated the 11th day of January, 1879



[Handwritten signature]

Number of Company, 12745

The Companies Act 1948 to 1981

C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTION
(Pursuant to s. 141 (2))

OF

S K E G N E S S P I E R C O M P A N Y L I M I T E D

Passed 2nd June, 1983

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Heath Road, Skegness, Lincolnshire on the 2nd day of June, 1983 the subjoined SPECIAL RESOLUTION was duly passed, viz. :-

SPECIAL RESOLUTION

That the regulations contained in the printed document submitted to this meeting, and for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

R. G. MITCHELL.

Chairman.

Number of Company, 12745

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

SKEGNESS PIER COMPANY LIMITED

Passed 11th March, 1969

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 4 Seacroft Square, Skegness, Lincolnshire, on the 11th day of March, 1969, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

SPECIAL RESOLUTION

That the Memorandum and Articles of Association contained in the printed document submitted to the meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Memorandum and Articles of Association of the Company and so that in case of any divergence between them and the existing Memorandum and Articles of Association they shall take effect in substitution for and to the exclusion of such existing Memorandum and Articles of Association.

N. GREETHAM,

Chairman.

No. 12745

Certificate of Incorporation

I HEREBY CERTIFY that SKEGNESS PIER COMPANY LIMITED is this day Incorporated under the Companies Act, 1862, as a Limited Company.

This Eleventh day of January One Thousand Eight Hundred and Seventy-nine.

W. H. COUSINS,
Registrar of Joint Stock Companies.

COMPANY LIMITED BY SHARES

**Memorandum of Association*
OF
SKEGNESS PIER COMPANY LIMITED

1. The name of the Company is "SKEGNESS PIER COMPANY LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are— Objects
 - (A) To erect and maintain at Skegness in the County of Lincoln, a pier or jetty, and other works, which shall provide an ornamental and commodious promenade, and also a convenient landing place for passengers and their luggage, with refreshment, bath and other rooms, and all other necessary appurtenances; and to acquire by purchase, charter, lease or otherwise, land or buildings, and pleasure steamboats, sailing or other boats or vessels for the use of passengers, goods or other purposes, and the doing of all such other things as are incidental or conducive to the attainment of the above objects.
 - (B) To carry on business on, at, adjoining or near to the said pier or jetty or at any other place or places as proprietors of catering establishments, theatres, shops and amusement arcades and generally as providers and managers of (licensed or not) restaurants, cafés, snack bars, concert halls, ballrooms, cinemas, exhibition halls, dance halls, depots, stalls, clubs, gaming rooms and all kinds of entertainments, shopping and refreshment facilities, amusements and recreations.

**Amended pursuant to a Resolution passed 11th day of March, 1969.*

carry on other
useful business

(c) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

acquire lands,
property, rights and
privileges

(d) 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, 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.

construct roads,
railways, buildings,
etc.

(e) 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.

Borrow money

(f) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

Mortgage
undertaking

(g) 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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

Issue securities

(h) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(i) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

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- (d) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (e) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interest of the Company or its officers or employees. Grant pensions and subscribe to charities
- (f) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments. Make and accept bills, etc.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined. Invest
- (h) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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. Pay for property in cash, shares, etc.
- (i) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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. Accept payment in cash or shares

Enter into
partnership

(P) To enter into any partnership or joint-purse arrangement 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, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

to
it
it

Promote companies

(Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company, or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

1

Acquire other
business or property

(R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

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1

Sell or otherwise
deal with
undertaking

(S) 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.

Amalgamate

(T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

Distribute assets
in specie

(U) 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.

(v) 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, trustees, sub-contractors or otherwise.

Act as and through agents, trustees, etc.

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

Do all things conducive to above.

1. The liability of the members is limited

Liability of members.

3. The share capital of the Company is £75,004.75, divided into 42,860 shares of £1 each and 28,573 shares of £0.50 each and 71,433 shares of £0.25 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

company whose to those of purchase (for or otherwise) of the of this or aid, with or purchase (for or otherwise) of all or stock of resaid, or by the nature of

specie any proceeds of sale company, but

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
1. JAMES MARTIN, Wainfleet, Land Agent.	Twenty
2. HENRY VIVIAN TIPPET, Sandbech, Tickhill, Land Agent.	Twenty
3. WILLIAM EVERINGTON, Skegness, Burgh- le-Marsh, Grazier.	Five
4. HOBSON DUNKLEY, Skegness, Burgh-le- Marsh, Hotel Keeper.	Ten
5. CHARLES HILDRED, Skegness, Burgh-le- Marsh, Hotel Keeper.	Five
6. THOMAS ALLEN BELLAMY, Spilsby, Stationer.	Five
7. EDWARD GAUNTLEY LOVERSEED, Jr., Gladstone House, The Park, Nottingham, Contractor.	Five

Dated this 6th day of January, 1879.

Witness to the above Signatures—

GILBERT J. DASHIER,
Solicitor,
Lincoln.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

S K E G N E S S P I E R C O M P A N Y L I M I T E D

PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table "A" (Part I) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".
2. The Company is registered as a Private Company within the meaning of the Companies Acts which is hereinafter referred to as "the Acts", and accordingly :-
 - (A) The right to transfer Shares is restricted in manner hereinafter provided.
 - (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
 - (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.
 - (D) The Company shall not have power to issue share warrants to bearer.

SHARES

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause II of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES

5. In Clause 15 of Table "A" 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" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

6. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz:-

23. (A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

7. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 6 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK

8. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS

9. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

10. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.
11. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.
12. Subject to the provisions of the Act a Resolution in writing signed by all the Member 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. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefore, viz:-

75. The number of Directors shall not be more than seven but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefore :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit, raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS

15. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefore :-

88. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification (if any) within one month from the date of his

appointment or thereafter ceases at any time to hold his qualification.

- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS

16. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS

17. Clause 106 of Table "A" shall not apply. and the following Clause shall be substituted therefore :-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as the resolution duly passed at a meeting of the Directors or of such committee, as the case may be.

INDEMNITY

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JAMES MARTIN, Wainfleet, Land Agent.

HENRY VIVIAN TIPPET, Sandbech, Tickhill, Land Agent.

WILLIAM EVERINGTON, Skegness, Burgh-le-Marsh, Grazier.

HOPSON DUNKLEY, Skegness, Burgh-le-Marsh, Hotel Keeper.

CHARLES HILDRED, Skegness, Burgh-le-Marsh, Hotel Keeper

THOMAS ALLEN BELLAMY, Spilsby, Stationer.

EDWIN GAUNTLEY LOVERSEED, Jr., Gladstone House, The Park, Nottingham, Contractor.

Dated this 6th day of January, 1879.

Witness to the above Signatures---

GILBERT J. DASHPER,
Solicitor,
Lincoln.