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THE WIDNES DIVISION

CONSERVATIVE CLUB BUILDINGS

COMPANY, LIMITED.

Memorandum

AND

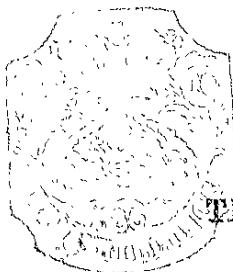
Articles of Association.

Certificate of Incorporation, dated the day of , 188

W. T. HUSBAND,

SOLICITOR,

WIDNES.



THE COMPANIES ACTS, 1862 to 1886.

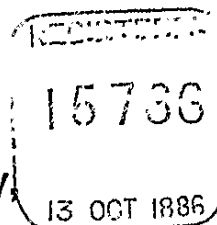


COMPANY LIMITED BY SHARES.

Memorandum of Association.

OF THE

Widnes Division Conservative Club Buildings Company
LIMITED.



1.—The name of the Company is "THE WIDNES DIVISION CONSERVATIVE CLUB BUILDINGS COMPANY, LIMITED."

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

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

First—Acquiring throughout the Widnes Parliamentary Division by gift or purchase either for money or on ground-rent, by grant, lease, or otherwise, lands, estates, terms or interests in land or buildings, situate in the said Division, and erecting upon the land so acquired as aforesaid, or transforming any building thereon into a Club House or building suitable for a Club for political and social intercourse, with any ancillary buildings and conveniences, and also either with or without any shop or shops or other buildings of a residential or commercial kind.

Secondly—Letting such portions of the said premises so acquired and adapted in each or any district of the said Division as may be so provided for a Conservative Club or for any purposes connected therewith, for any term and at any rent, and on any special conditions to the Trustees or Committee of Management of such a Club for political and social intercourse, the rules of which shall be approved of by the Company, or to permit the said Club House and premises to be occupied by such Club on such conditions as shall be thought expedient, and for such purpose if it be thought expedient to furnish the said Club House with all proper furniture and fittings, and to make any arrangement with the said Club concerning the enjoyment and renewal of the said furniture and fittings, and also letting for any term and at any rent, and on any special conditions to any person or persons, any shop or shops, or other buildings to be erected or obtained as aforesaid.



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Thirdly—Affiliating all or any Conservative Clubs now or hereafter to be instituted in the said Division.

Fourthly—Deriving profit (on any such Club ceasing to exist, or on the expiration of any term therewith) by selling, mortgaging, or otherwise disposing of any lands, club house, shops, buildings, terms, estates, and interests as aforesaid, theretofore in the occupation of such Club, in any manner whatever, and in particular erecting, occupying, letting, selling, mortgaging, repairing, altering, pulling down, or otherwise disposing of buildings suitable for shops, dwelling-houses, offices, chambers, counting-houses, warehouses, or other purposes, it being the intention of this and the previous Clauses that the Company shall, when the objects for which it has been established,—viz.: the maintenance of a Conservative Club in such District—shall have ended, have full power to do everything which a private landowner or capitalist might do, with no other restriction than that which connects its objects with land in the Parliamentary Division of Widnes aforesaid.

Fifthly—And the doing all such other things as are incidental and conducive to the attainment of the above objects or any of them.

4.—The Liability of the Members is limited.

5.—The capital of the Company is two thousand pounds, divided into two thousand Shares of One Pound each.

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.	No of Shares taken by each Subscriber.
<i>Joseph Piddington Stoneleigh, Wootton Bassett</i>	20
<i>Frederick H. Munn West Bank Widnes Chemical Manufacturer</i>	20
<i>E. W. Parnell Sutton Road Wid. Chemical Manufacturer</i>	20
<i>Alfred Barlow, Farnworth, in T. H. ... Chemical Manufacturer</i>	10
<i>J. H. Edwards 2, St. James Rd. Liverpool</i>	10
<i>James Cook Sutton Road Widnes Coal Engineer</i>	20

Names, Addresses, and Descriptions of Subscribers.

No. of
Shares taken
by each
Subscriber

Amos P. Rington	Chemical Manufacturer	10
	Widnes	

Richard Lewis	Dutton Lodge, Widnes. Clerk.	10
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John B. Ineson	Bold Heath Pawnbroker	10
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James White	Helsby House, Helsby, Cheshire	10
	oil merchant	

James Timberton	Widnes, St. James	10
	Created Water Manufacturer	

John Small	Widnes Manager	5
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Geo. E. Sayce	Albert St. Widnes Contractor	10
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T. A. Bullough	Ball Lane - Dutton	5
	Engineer -	

John B. Foxford	Birchfield Rd	5
	Widnes	
	Signmaker	

H. S. Callander	Albion Road, Widnes	5
	Manager	

Dated the 12th day of October 1886.

Witness to the Signatures hereto

Frederick James Whitehead
 of 100 Victoria Road Widnes

The Widnes Division Conservative Club
Buildings Company,

Limited, is Incorporated under the Companies' Acts, 1862 to 1883, as a *Limited*

Company, this Thirteenth day of October

One thousand eight hundred and eighty-1906.

S. R. R. R.

Registrar of Joint Stock Companies.

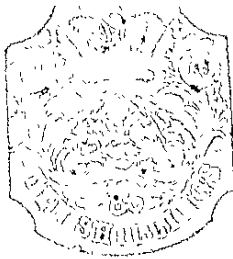
Certificate of Incorporation received by:—

S. R. R. R.

pro 14. September 1906

Temple S. R.

Date 14 October 1906



Articles of Association

OF THE

WIDNES DIVISION

CONSERVATIVE CLUB BUILDINGS COMPANY LIMITED.

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1. None of the regulations contained in Table A in the first Schedule to the Companies Act. 1862, shall apply to this Company, except so far as such regulations or any of them are herein incorporated; but the regulations of this Company shall be the following, subject to addition and alteration as herein and by law provided.

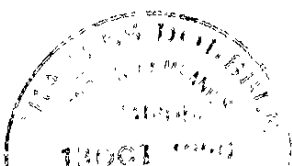
Capital.

2. The Company shall continue incorporated notwithstanding that the whole number of Shares in the Capital may not be subscribed for or issued, and may commence and carry on business when in the judgment of the Directors a sufficient number of Shares shall have been subscribed for to justify them in so doing.

3. The Directors may from time to time, with the sanction of a General Meeting, create any additional Capital.

4. Any additional Capital may be divided into Shares of such amount as the Directors or the General Meeting sanctioning its creation shall determine; or if the original Capital have been converted into Stock it may at the same discretion be raised by way of Stock.

5. All additional Capital and the Shares, if any, therein shall carry such rights, and be subject to such regulations, as the Directors or the General Meeting sanctioning the creation of such Capital or Shares shall determine; and, so far as no such determination shall extend, shall carry the same rights and be subject to the same regulations as the original Capital and the Shares, if any, therein shall carry and be subject to for the time being; provided that the Directors shall not be able to give any preference in Dividends without the sanction of a General Meeting.



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6. Subject to any resolution of a General Meeting, the Directors may issue all additional Capital to such persons and on such terms as they shall deem expedient; provided that all new Capital shall, in the absence of any contrary resolution of a General Meeting, and so far as not issued as either wholly or partly paid up in discharge of any debts due from the Company, be first offered to the existing Members at the same premium, if any, at which it shall afterwards be offered to the Public, and in proportion to the respective amounts of the existing Capital held by such Members.

Shares.

7. An application for any Shares signed by or on behalf of the applicant, and followed by an allotment of any Shares thereon, shall be deemed an agreement to become a Member of the Company, and shall entitle the Company to place the name of the applicant on the Register of Members in respect of the Shares so allotted to him.

8. Every Member shall be entitled to a certificate under the common seal of the Company, specifying the Share or Shares held by him.

9. If such certificate become worn out or lost, it may be renewed on payment of one shilling, or such less sum as any General Meeting may prescribe.

10. The Company shall have a first and paramount charge and lien on all Shares, and on all interests and dividends declared or payable in respect thereof, for all moneys due to and liabilities subsisting with the Company from or on the part of the registered holder or any of the registered holders thereof, either alone or jointly with any other person, including all calls the resolutions for which shall have been passed by the Directors, although the times appointed for their payment may not have arrived, and including any liability to the Company for damages in respect of any breach of its regulations, although the amount of such damages shall not have been ascertained.

11. If any Shares shall stand in the names of two or more persons, the person first named in the register may at the option of the Directors as regards voting at meetings, receipts of dividends, service of notices, and all or any other matters connected with the Company, except the transfer of the Share, be deemed the sole holder thereof.

12. No Share shall be sub-divided.

13. The Company shall not be bound by or recognise any equitable, contingent, future, or partial interest in any Share or any other right in respect of a Share than an absolute right thereto subject to the regulations of the

Company in the persons from time to time registered as the holders thereof, and such right as hereinafter provided in the persons from time to time acquiring a present absolute interest in such Share on death, bankruptcy, or marriage, or by any other act in the law, and the change of interest connected with any such acquisition is hereinafter called a transmission of such Share. In case of the death of a Member the only transmitters so recognised shall be his executors or administrators.

Transfer and Transmission of Shares.

14. Every transfer of a Share shall be by deed in such form as the Directors shall from time to time approve, and shall be accompanied by such evidence as the Directors may require to prove the title of the transferor.

15. The Directors may decline to register any transfer of Shares made by a Member who is indebted to the Company, or made to a transferee who is not approved of by the Directors in their absolute and uncontrolled discretion, and the Directors shall not be required to give any reason for refusing their approval of a proposed transferee.

16. Every transfer shall, immediately after its execution, be left at the registered Office of the Company, and the Directors shall, with all convenient speed, take the same into consideration, and if the same shall, in the opinion of the Directors, be in accordance with these Articles, and the person to whom the transfer is proposed to be made shall be approved by the Directors, their approval shall be certified in writing under the hands of any three of the Directors.

17. Any transfer or attempted transfer, the approval of which by the Directors shall not be certified as aforesaid, shall be absolutely void, and the then registered holder of the Share or Shares expressed to be transferred, shall continue to be a Member in respect thereof, and notice of such non-approval shall, within fourteen days of such instrument of transfer being left as aforesaid, be sent to the address of the Member purporting to transfer such Share or Shares.

18. The executors or administrators of a deceased Member shall be the only persons recognised by the Company as having any title to his Share.

19. Any person becoming entitled to a Share in consequence of the death of any Member, or in consequence of the marriage of any female Member, may, if approved of by the Directors, be registered as a Member, upon such evidence being produced as may from time to time be required by the Directors.

20. Any person who has become entitled to a Share in consequence of the death of any Member, or in consequence of the marriage of any female Member, may, instead of being registered himself, elect to have some person to be named by him registered as a transferee of such Share, provided such person be approved of by the Directors.

21. In case any Member shall die or become bankrupt, his executors or administrators or trustee (as the case may be) shall not be entitled to be registered as a Member as such executors, administrators, or trustee, but may nominate some person to be approved by the Directors, to be a Member in respect of the Shares of such deceased or bankrupt Member; and in case the Directors shall not, in their sole discretion, approve of such nominee within fourteen days after such person shall have been nominated, it shall be lawful for the Directors to sell the Shares of such deceased or bankrupt Member by public auction or private contract, on such terms and after giving such notice as they may from time to time think fit, and the receipt of the Company for the purchase money of such Shares, together with a Certificate of proprietorship, shall constitute a good title to such Shares, and the purchaser shall not be bound to see to the application of the purchase money thereof, which shall belong, after payment of all incidental expenses, to the executors, administrators, or trustee of such deceased or bankrupt Member.

22. The person so becoming entitled shall testify such election by executing to his nominee an instrument of transfer of such share.

23. The Directors shall keep transfer books in which shall be fairly and distinctly entered the particulars of every transfer or transmission of any Share which shall have been respectively presented or notified to the Directors, accompanied by such evidence as aforesaid, and which in the case of a transfer the Directors shall recognise under the foregoing provisions in that behalf.

24. The Register of Members shall from time to time be corrected in accordance with the transfer books, and the liability of any Member or transmittee in respect of any Share shall not cease until some other person shall have been registered in his place in respect of such share, nor shall any transferee or transmittee have any right in respect of a Share until registered in respect thereof.

25. The transfer books shall be from time to time authenticated by having the seal of the Company affixed to them at General Meetings, and they shall be closed during the seven days immediately preceding each Ordinary Meeting, or during such other time or times, not exceeding in the whole fourteen days in the year, as the Directors shall from time to time determine.

26. There shall be paid in respect of the transfer or transmission of any number of Shares to the same person such fee as the Directors shall from time to time determine.

Calls.

27. The first call shall be such an amount per Share as the Directors may determine, and shall be paid either on application for Shares, or on allotment, as the Directors may direct.

28. The second and all subsequent calls shall be made by the Directors from time to time as they think fit, in respect of all capital unpaid on Shares, whatever be the number of Shares actually taken up; and each Member shall pay the amount of all calls so made to the persons, and at the times and places appointed by the Directors, provided that no call shall exceed Five Shillings per Share, and that at least three calendar months shall intervene between the times appointed for the payment of any two successive calls.

29. If any call payable in respect of any Share is not paid before or on the day appointed for payment thereof, the holder for the time being of such Share shall be personally liable to pay the same to the Company, with interest from the day appointed for the payment thereof to the time of the actual payment, at such rate, not being less than £5 per centum per annum, as the Directors shall from time to time determine; and joint holders of Shares shall be so liable severally as well as jointly in respect of all calls thereon.

30. The Directors may receive payment of calls from workmen or others by instalments of such amount and at such times as they, the Directors, may think fit, and they may also receive from any Members all or any part of the amount of their respective Shares, beyond the sums for the time being called up, and the moneys so paid may, as the Directors and the Members paying the same shall agree, be treated either as payments in advance in respect of such Shares, entitling the holders thereof for the time being to dividends at the same rate at which dividends shall from time to time be declared on that portion of the capital of the Company which shall have been paid up in pursuance of calls, or as loans, at such interest and on such terms as the Directors and the said Members shall agree upon.

31. The Directors may also, on such terms as they shall think fit, issue any Shares, either as wholly or partly paid up, to any persons not being bound otherwise to accept the same, who shall take them in discharge of any debt due from the Company, or by way of consideration on any purchase or contract.

Forfeiture of Shares.

32. If any call or instalment due on any Share is not paid on the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call remains unpaid, serve a notice on the holder of

the Share for the time being, requiring him to pay the same, together with interest and any expenses that may have been incurred by reason of such nonpayment.

33. The notice shall name a future day on or before which such call and all interest and expenses that have been incurred by reason of such nonpayment are to be paid. It shall also name the place where payment is to be made, being either the Registered Offices of the Company or some other place at which calls of the Company are usually made payable, and shall state that in the event of failure to make payment at or before the time and at the place appointed, the Shares in respect of which such call was made will be liable to be forfeited.

34. If the requisitions of any such notice are not complied with, any Share in respect of which it was given, may at any time thereafter, before payment of all calls, interest, and expenses, due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

35. The Directors may also, by resolution, forfeit any Shares for the purpose of enforcing the charge or lien given by Article 10 for moneys other than calls due to the Company, but only after such notice, and subject to such conditions, *mutatis mutandis*, as are expressed in Articles 32, 33, and 34.

36. If the transmittee of any Share shall not, during three calendar months after being thereto required by notice from the Directors, prove his title to their satisfaction, and either elect to be registered himself as the holder of such Share, or execute a transfer thereof to a nominee approved by the Directors; or if for six calendar months after the interest of the holder of any Share shall have determined by death, bankruptcy, or any other act in the law, no transmittee thereof shall satisfy the Directors of his title, and either elect to be registered in respect of such Share, or execute such transfer thereof as aforesaid, such Share may be forfeited by a resolution of the Directors to that effect.

37. The Shares of any Member who, on any ground or alleged ground whatever commences or carries on any action, suit, or other proceeding at law or in equity, and whether within the United Kingdom or elsewhere, against the Company, or against the Directors, or any of them as Directors, not being a proceeding for compelling an arbitration or enforcing an award in accordance with the regulations of the Company, may at any time thereafter, during the pendency of such proceeding, be forfeited by a resolution of the Directors to that effect, provided that such resolution be approved by a General Meeting, convened for that purpose, within one calendar month after its date.

38. Any forfeited Share shall be disposed of in such manner as the Directors think fit, or as a General Meeting shall direct; and if forfeited under Article 34 or 36 shall, as well as the proceeds thereof, be deemed to be

the property of the Company; but if the same was forfeited under Article 35 or 37 the proceeds or value thereof shall be applied in payment or satisfaction of all moneys due to, and liabilities subsisting with, the Company from or on the part of the late holder or any of the late holders thereof, either alone or jointly with any other person, together with all expenses incurred in relation to such forfeiture and disposal, and the residue of the said proceeds or value shall be credited and payable to the said late holder or holders.

39. If any forfeited Share is disposed of otherwise than by sale, the value thereof shall be taken at the Directors' option, either at par or at the price paid on the last preceding sale and transfer of like Shares in the Company, or at the market price of such Shares at the time when the forfeiture was declared, such market price in case of disagreement to be determined by arbitration.

40. The forbearance of the Directors during any time to forfeit the Shares of any Member or Members who, or any of whom, is indebted to the Company, shall not in anywise prejudice the charge or lien of the Company on such Shares, or the right of the Directors to forfeit the same at any future time.

41. Any Member whose Shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls due on such Shares at the time of the forfeiture, and the interest (if any) thereon.

42. The forfeiture of a Share shall involve the extinction, at the time of the forfeiture, of all claims and demands against the Company in respect of the Share and of all other rights incident thereto except the right to any dividend already declared thereon, and any other right by the regulations of the Company expressly saved.

43. The forfeiture of a Share under Article 34, 35, or 36, may at any time within one year after the date thereof be remitted by the Directors, if they shall deem it advisable so to do, on payment of all moneys due to the Company from the late holder or any of the late holders of such share, of all expenses occasioned by the non-payment of any such moneys, and of such a fine as the Directors should think reasonable; but the remission shall not be claimable as of right.

44. A certificate in writing under the seal of the Company and the hands of two Directors, and countersigned by the Secretary, that a Share has been duly forfeited in pursuance of the regulations of the Company, and stating the time when it was forfeited, shall be conclusive evidence of such forfeiture, and an entry of every such certificate shall be made in the minutes of the proceedings of the Directors.

Conversion of Shares into Stock.

45. The Directors may, with the sanction of any General Meeting, convert any paid-up Shares into Stock.

46. Such Stock shall be subject to the same charge or lien, and in every respect to the same regulations, *mutatis mutandis*, as paid-up Shares, and it shall be transferable in quantities of any amount, not less than £1, nor embracing a fraction of £1, and the several holders of Stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such Stock; and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company, and for other purposes, as would have been conferred by Shares of equal amount in the capital of the Company, but so that none of such privileges or advantages, except the participation in the dividends and profits of the Company, shall be conferred by any such aliquot part of consolidated Stock as would not, if existing in Shares, have conferred such privileges or advantages.

Meetings of Members: Their Summoning and Powers.

47. The Ordinary General Meetings shall be held at least once in every year, on such days, at such hours, and at such places in the said Division as the Directors shall from time to time appoint.

48. An Extraordinary General Meeting may be called at any time by the Directors of their own accord, and shall be called by the Directors whenever a requisition signed by twenty or more Members, holding in the aggregate 100 Shares at least, and stating fully the object of such Meeting, is left at the Registered Office of the Company.

49. Whenever the Directors neglect for fourteen days after the delivery of any such requisition to call a meeting in accordance therewith, the requisitionists may call the meeting.

50. Every Extraordinary Meeting shall be held at such convenient place, and at such hour, as the Directors or requisitionists calling the Meeting may appoint.

51. The Directors calling any Meeting, and the Members calling any Extraordinary Meeting, shall respectively give at least seven days' and not more than fifteen days' notice of the time and place of meeting, and when any adjournment is made for more than seven days, shall give at least four days' notice of the time and place of the adjourned meeting.

52. Such notices respectively shall be exclusive both of the days of giving the same and of the days of meeting, and shall be given by circulars. The circulars shall fully particularize the business to be transacted at the meeting, but it shall not be essential to particularize such business in the advertisements.

53. Any General Meeting shall have power to make additional regulations for the Company not inconsistent with its Memorandum and Articles of Association, as the same shall be in force for the time being, whether in virtue of the original registration thereof, or in virtue of any alteration made therein by special resolution under the "Companies Acts, 1862 to 1886," or by any other lawful means, and from time to time to repeal such additional regulations, or alter them, subject to the foregoing limitation, and generally subject to the Memorandum and Articles of Association, to deliberate on and control the affairs of the Company, and every copy of the regulations of the Company which shall be issued shall contain all such additional regulations as aforesaid, which shall be in force for the time being, as well as the Memorandum and Articles of Association.

Conduct of Meetings.

54. No business except choosing a Chairman for the meeting, passing the accounts, and declaring a dividend, shall be transacted at any Ordinary Meeting unless at least ten Members are present, either in person or by proxy, at the commencement of such business.

55. If, within one hour after the time appointed for holding an Extraordinary Meeting, ten Members, holding in the aggregate 100 Shares, shall not be present either in person or by proxy, the meeting, if convened on the requisition of Members, shall be dissolved; and in any other case shall stand adjourned to the following day, unless the same happen to be Sunday, when the meeting shall stand adjourned to Monday at the same place and hour as were appointed for the original meeting; and if at such adjourned meeting ten Members, holding in the aggregate 100 Shares, be not present, either in person or by proxy, within one hour after the time for holding the meeting, it shall stand adjourned *sine die*.

56. The Chairman of the Directors, or, in his absence, the Deputy Chairman of the Directors, or, in the absence of both, a Director elected by the Members present, or, in the absence of all the Directors, a Member elected by the Members present, shall take the chair at every meeting.

57. The Chairman may, with the consent of the meeting, adjourn any meeting, from time to time, and from place to place, in the Widnes Parliamentary Division.

53. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

59. Except when a poll is required by the regulations of the Company, or demanded by at least seven Members personally present, and holding together not less than 100 Shares, every question as to which any meeting shall not be unanimous shall be decided through a show of hands by a simple majority of the Members personally present.

60. If a poll be demanded as aforesaid, it shall be taken at such time and place as the Chairman of the meeting may direct.

61. No Member shall vote at any meeting or poll, either in person or by proxy, while any call due from him, alone or jointly, remains unpaid, or on any question in which he or his proxy, if any, has any interest other than his interest in common with the other Members, or in respect of any share to which he shall have become entitled by transfer, until he shall have been registered in respect thereof for one calendar month.

62. Whenever any question arises as to a Member being disqualified by interest from voting on any question, it may, at the request of any two Members, be referred to and decided by the meeting at which it arises.

63. The person in the chair at a meeting shall, in every case of an equality of votes on a poll or otherwise, have a casting vote in addition to his vote or votes as a Member.

64. The proceedings of every meeting shall be entered in a book to be kept for that purpose, and shall, when so entered, be signed by the Chairman of the same meeting, and the same, when so entered and signed, shall as between the Members be conclusive evidence of all such proceedings, and of the person signing the same as Chairman having been duly such by election or otherwise.

Votes of Members.

65. Every Member shall have one vote at polls for every Share held by him.

66. Votes on a poll may be given either personally or by proxy, but no person shall be appointed a proxy who is not a Member.

67. The instrument appointing a proxy shall bear the required stamp and be in writing under the hand of the appointer, or if such appointer is a corporation under its common seal.

68. The instrument appointing a proxy shall be deposited at the Registered

Office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument proposes to vote; but no instrument appointing a proxy shall be valid after the expiration of one year from the date of its execution or after notice revoking it shall have been received at the Registered Office of the Company.

Directors and their Proceedings.

69. The number and the names of the first Directors and of the Managing Director shall be determined by the subscribers of the Memorandum of Association.

70. Until Directors are appointed, the subscribers of the Memorandum of Association shall be deemed to be Directors.

71. Any remuneration sought or required by Directors or by their Managing Director, for services performed previously to the first General Meeting or subsequently shall be determined by the Company in General Meeting.

72. The Directors for the time being shall have power to add to their number at any time previous to the first Ordinary Meeting in the year 1887, so that the total number of Directors do not exceed 25, and it shall afterwards be lawful for the number of Directors to be diminished or increased by a resolution of the Members at any Extraordinary Meeting.

73. At the first Ordinary Meeting to be held in the year 1887, the whole of the Directors shall retire from office. At the first Ordinary Meeting in each of the three following years, one-third, or as near as may be to that number, of the Directors shall go out of office. The Directors to go out of office at the first Ordinary Meeting in the year 1888, shall, unless the Directors agree among themselves, be determined by lot, and the Directors to retire at the first Ordinary Meeting in the year 1889 shall, unless the Directors agree among themselves, be also determined by lot amongst those who have been longest in office. In every subsequent year the Directors who have been longest in office shall retire. In case the number of Directors shall be other than a multiple of three, then the number to retire in each year shall be the number nearest to one-third, and shall be determined as above directed. Provided nevertheless that Directors appointed or elected as hereinafter mentioned to fill casual vacancies shall hold office only for the residues of the terms of office of their respective predecessors.

74. At the first Ordinary Meeting in every year, Directors shall be elected equal in number to and to supply the place of those then going out of office, except so far as it may be necessary to elect more or fewer in order to give effect to any resolution to increase or diminish the number of Directors.

75. Retiring Directors shall be immediately re-eligible.

76. Any casual vacancy occurring in the office of Director may be filled up by the Directors appointing some qualified Member thereto until the Ordinary Meeting next after such vacancy, at which meeting such appointment may be annulled or confirmed, and if it shall be annulled, the vacancy shall be filled by an election at the same meeting, but no such annulling shall have any retro-active effect.

77. Whenever an Ordinary Meeting, at which new Directors ought to be elected, shall fail to elect such Directors, the Directors continuing in office may elect the new Directors.

78. A Director shall hold not less than Five Shares ; and his office shall be vacated if he ceases to hold that number of Shares, or becomes bankrupt, or suspends payment, or compounds with his creditors, or if he be declared lunatic or become of unsound mind, or if he is a defaulter in respect of calls on his Shares or any of them,

79. The office of a Director shall also be vacated if he is concerned in, or participates in, the profits of any contract with the Company for the sale or purchase of property ; but this Article shall not apply if his interest is only that of a Member, other than a Director or other officer, of a Company which contracts with this Company, or is concerned in, or participates in, the profits of any contract with this Company.

80. A Director may at any time resign his office on giving twenty-one days' notice in writing at the Registered Office of the Company.

81. The Company in Extraordinary Meeting may by a resolution passed by the votes of Members then present in person or by proxy, holding in the aggregate at least one-half the registered Shares, remove any Director before the expiration of his period of office and appoint a qualified Member in his stead, and the Director so appointed shall in all respects stand in the place of his predecessor.

82. The Directors may meet together for the despatch of business, adjourn and regulate their meetings in time, place, and otherwise, as they think fit, and determine the quorum necessary for the transaction of business.

83. Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of equality the Chairman, in addition to his original vote, shall have a casting vote.

84. A Director may at any time summon an Extraordinary Meeting of the Directors.

85. A Chairman and Deputy-Chairman of the Directors shall be elected at their first Meeting after every annual election of Directors, the

Deputy-Chairman to officiate only in the case of the death, absence, or refusal to act of the Chairman.

86. Whenever the Chairman and Deputy-Chairman shall both be absent from a meeting of the Directors, a Chairman of such meeting shall be appointed by the Directors present.

87. The Directors may appoint and cancel such Committees of their number as they think fit, and may determine and regulate the duties and procedure thereof, and delegate any of their powers thereto, except the power of making calls.

88. All acts done by any meeting of the Directors, or of any Committee of the Directors, shall, notwithstanding any vacancy in the number of the Directors, or of the Committee, or notwithstanding that it be afterwards discovered that any Director was disqualified, or his appointment defective, be as valid as if no such objection thereto existed.

89. Minutes of the proceedings of every meeting and Committee of the Directors, and of the attendance of the Directors thereat respectively, shall thereat, or with all convenient speed thereafter, be recorded in books kept for that purpose, and be signed by the Chairman thereat, or, in case of his default or incapacity, by any two Directors present thereat, and such minutes, when so recorded and signed, shall be receivable as evidence of the proceedings therein recorded without further proof.

Duties and Powers of Directors.

90. The business of the Company shall be conducted by the Directors, and they may exercise all such powers of the Company as are not, by law, or by the regulations of the Company, as the same shall respectively exist for the time being, exercisable in General Meeting only; but no resolution of any General Meeting shall invalidate any purchase, sale, or prior act of the Directors which would have been valid if such resolution had not been passed.

91. The Directors may from time to time borrow and re-borrow, as occasion shall require, any sums of money on the mortgages, bonds, debentures, or other security of the Company at such rate of interest, and on such terms, as they may deem advisable, and this not only to meet temporary exigencies, but in order to raise by borrowing such substantial part as the Directors shall think proper of the means for effecting the objects of the Company.

92. The Directors shall have power to appoint to any officer or servant of the Company other than a Director, any remuneration which they shall think fit in proportion to or depending on the dividends declared by the Company.

93. The Directors may affix the seal of the Company to any deed or document, provided that every such deed or document be also signed by two of the Directors, and countersigned by the Secretary, or in his absence by another Director.

94. All cheques, bills of exchange, and promissory notes, shall be signed, drawn, accepted, or endorsed on behalf of the Company, by such persons and in such manner as the Directors shall from time to time appoint.

95. The Directors may invest such of the moneys of the Company as shall not from time to time be required for its business on such securities as they shall think fit, other than the shares or stock of the Company; and it is hereby declared that the Company shall not deal in any way in its own shares or stock, provided that the expression of this restriction shall not be held to authorise by implication any other dealing not permitted by the Memorandum and Articles of Association.

96. It shall be lawful for the Directors, with the concurrence of three-fourths of the votes given in person or by proxy at an Extraordinary General Meeting, to conclude an agreement for the amalgamation of this Company with any other company, on such terms as shall include or require the dissolution of this Company, or for the disposal of the entire business and property of this Company to any other company, partnership, or person, and when for the purpose of carrying any such agreement into effect a resolution shall have been passed at any General Meeting requiring the Company to be wound up voluntarily, the Company shall be dissolved and wound up accordingly.

97. The Directors may pay out of any moneys of the Company all the expenses preliminary or incidental to the promotion, formation, and registration of the Company, and the preparation and the carrying out of any contracts made by them for or on behalf of the Company.

Accounts.

98. The Directors shall cause true accounts to be kept of the property of the Company, of the sums of money received and expended by it, and the matters in respect of which such receipt and expenditure take place, and of the credits and liabilities of the Company, and such accounts shall be kept on the principle of double entry in cashbooks, journals, and ledgers, and shall be open to the inspection of Members at the places where they shall be respectively kept, subject to any reasonable restriction as to the time and manner of inspecting them which may be imposed by the Directors or by General Meetings.

99. The Directors shall lay before each Ordinary General Meeting a statement of the income and expenditure of the Company for the then past year, made up to a date not more than three calendar months before such meeting.

100. The statement so made shall show arranged under the most convenient heads the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of establishments, salaries, and other like matters. Every item of expenditure, fairly chargeable against the year's income, shall be brought into account, so that a just balance of profit and loss may be laid before the meeting; and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

101. A Balance Sheet shall be made out every year and laid before the Ordinary General Meeting, containing a summary of the property and liabilities of the Company, arranged in such form as any General Meeting, or the Directors, may from time to time prescribe or adopt.

102. A printed copy of such Balance Sheet shall, seven days previously to such meeting, be delivered at or sent by post to the registered address of every Shareholder.

103. Every account and Balance Sheet when approved by an Ordinary General Meeting shall be conclusive, unless any error be discovered therein at or before the next Ordinary General Meeting; but if such error shall be discovered therein within such time, the said next Ordinary General Meeting shall have power to correct the account or Balance Sheet, which shall thenceforth be conclusive.

Dividends.

104. The Directors may, with the sanction of an Ordinary General Meeting, declare a dividend to be paid to the Members in proportion to their Shares.

105. No dividend shall be payable except out of the profits arising from the business of the Company.

106. The Directors may, before recommending any dividend, set aside, out of the profits of the Company, such sum as they think proper as a reserved fund to meet contingencies, or for equalizing dividends, or for repairing or

maintaining the property of the Company, or for any other purposes of the Company, and they may invest the sum so set apart on such securities as they may select other than the Shares or Stock of the Company.

107. Notice of any dividend that may have been declared shall be given to each Member, and all dividends and interest which no person entitled to give a valid receipt for the same shall claim for three years after they were declared or became due, shall at the end of that period cease to be claimable, and shall be added to the reserve fund, but with power to the Directors to remit the forfeiture if they shall think fit.

108. No dividend or interest shall bear interest as against the Company.

109. All dividends or interest payable in respect of any Shares which, at the time of the dividend being declared, or of the interest becoming payable, shall have no legal owner on the Company's register, shall, subject to Articles 107 and 108, accumulate for and be paid to the person next afterwards registered in respect of such Shares.

Audit.

110. Once, at least, in every year, namely, preparatory to each Ordinary Meeting, the accounts of the Company shall be examined, and the correctness of the Balance Sheet ascertained by an Auditor or Auditors.

111. The Auditor may be a Member, but no person shall be eligible as Auditor who is interested otherwise than as a Member in any transaction of the Company, and no Director or other officer of the Company shall be eligible as Auditor during his continuance in office.

112. The first appointment of an Auditor shall be made by the Directors. Members at the first Ordinary Meeting in each year shall appoint subsequent Auditors.

113. The Auditor shall remain in office for a year, reckoned from the first Ordinary Meeting in one year to the first in the next, and any Auditor shall be eligible on his quitting office for re-election.

114. If any casual vacancy shall occur in the office of Auditor, the Directors shall call an Extraordinary Meeting for the purpose of supplying the same.

115. The remuneration of the first Auditor shall be fixed by the Directors, that of subsequent Auditors shall be fixed by the Company in General Meeting.

116. In case at any time there shall be a total failure of Auditors appointed in manner aforesaid, and no Extraordinary Meeting shall during one week have been called for the purpose of supplying such failure, the Board of Trade may, on the application of not less than five Members of the Company, appoint an Auditor for the current year, and fix the remuneration to be paid to him by the Company for his services.

117. The Auditor shall be supplied with a copy of the Balance Sheet, and it shall be his duty to examine the same and the accounts and vouchers relating thereto.

118. The Auditor shall have a list delivered to him of all books kept by the Company, and shall, at all reasonable times, have access to the books and accounts of the Company.

119. The Auditor may, at the expense of the Company, employ accountants or other persons to assist in investigating the accounts, and may, in relation to the accounts, examine the Directors or any officer of the Company.

120. The Auditor shall at every audit report to the Members upon the Balance Sheet and Accounts and in every such report shall state whether in his opinion the Balance Sheet is a full and fair Balance Sheet containing the particulars required by the regulations of the Company, and properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs, and in case he has called for explanations or information from the Directors, whether such explanations and information have been given by the Directors, and whether they have been satisfactory, and such reports shall be read, together with the reports of the Directors, at the respective Ordinary Meetings.

Notices.

121. Notices may be given to or served on Members, either personally or by leaving the same for, or sending them through the post addressed to, the Members at their registered addresses.

122. The Registered Office of the Company shall be registered as the address of every Member who causes no other address within the United Kingdom to be registered.

123. Every Notice sent through the post shall be deemed to be given at the time when in the ordinary course of the post it would be delivered, and the service thereof shall be sufficiently proved by proving that it was put into the post-office in due time and properly addressed.

124. Notices given to or served on Members shall bind all future holders of the same Shares; and Notices given to or served on the person last registered in respect of any Share, either personally, or at his last registered address, under the same regulations as though he were still a Member, shall bind all persons claiming under him, and all future holders of the same Share, notwithstanding even that such person may be known at the time of such service to be dead.

Arbitration.

125. Whenever any difference arises between the Company on the one hand and any of the Officers or any of the Members, their heirs, executors, administrators, or assigns on the other hand, or between any of the Officers on the one hand and any of the Members, their heirs, executors, administrators, or assigns on the other hand, or between any of the Officers, or between any of the Members, their heirs, executors, administrators, or assigns, as to the true construction or consequences of any regulation of the Company, or as to any act, valuation, or thing to be done, made, omitted, or suffered, in pursuance of any such regulation, or otherwise relating to the Company, or to the Officers or any of them, or to the Members, their heirs, executors, administrators, or assigns, or any of them, every such difference shall be referred to arbitration in manner hereinafter appearing.

126. One of the Arbitrators shall be named by each of the parties to the difference, and as regards any such party whether consisting of one person or more persons than one.

127. If the Company be one of such parties, and the other party neither be nor include the Directors, or any of them, then the Directors shall act on behalf of the Company in naming one of the Arbitrators.

128. If the Company be one of such parties, and the other party be or include the Directors, or any of them, an Extraordinary Meeting shall act on behalf of the Company in naming one of the Arbitrators.

129. If either party do not name an Arbitrator within one calendar month after notice in writing to do so has been served on him by, or by the agent of, the other party, then two Arbitrators shall be named by the party by whom, or by whose agent, such notice was given.

130. The two Arbitrators, appointed as aforesaid, before entering on the business of the reference shall, by writing under their hands, appoint a disinterested and qualified person to be a third Arbitrator.

131. If the two first-named Arbitrators do not within seven days after

their appointment duly appoint a third Arbitrator, then, on the application of the two first-named Arbitrators or either of them, a third Arbitrator may be appointed by the Judge for the time being of the County Court of Lancashire, holden at St. Helens and Widnes.

132. The award of the Arbitrators or any two of them, if made in writing under their hands and ready to be delivered to the parties in difference, or such of them as desire the same, their heirs, executors, administrators, or assigns, within three calendar months after the appointment of the third Arbitrator, shall be binding and conclusive on all parties interested, their heirs, executors, administrators, and assigns, and all such acts, valuations, and things shall be forthwith thereafter done, acquiesced in, omitted, or suffered, as such award shall direct.

133. The Arbitrators or any two of them may, if they think fit, make several awards instead of one award, and every such award shall be binding and conclusive as to all matters to which it extends, as if the matter awarded on were the whole matter referred.

134. The Arbitrators or any two of them shall have full power to examine the books, accounts, and papers of the Company relating to the matters in difference, and to examine the parties in difference, or any of them, and their respective witnesses, on oath or affirmation, or on statutory declaration in lieu of oath.

135. The Arbitrators or any two of them shall have full power to proceed in the absence of both or either of the parties in every case in which they, after giving notice to both parties, think fit so to do.

136. The Arbitrators or any two of them shall have power by writing under their hands from time to time to extend the period within which their award is to be made, and if it be made and ready to be delivered as aforesaid within such extended period, it shall be binding and conclusive as if made within the original period of three calendar months.

137. The costs of the reference and the award shall be in the discretion of the Arbitrators or any two of them; but, if not otherwise determined by the award, those of the award shall be borne by the two parties in equal shares, and in all other respects each party shall bear his own costs.

138. The submission to reference hereby made may at any time be made a rule of either of the Divisions of the High Court of Justice on the application of any party or person interested, and the Court may remit the matter to the Arbitrators with any directions it may think fit.

139. Full effect shall be given under the "Common Law Procedure Act, 1854," and every other Act from time to time in force and applicable in that behalf, to the provisions of these presents touching arbitration.

Interpretation.

140. In these Articles and all other the regulations of the Company for the time being, words properly importing either number shall be construed, when the context so requires, to include the other number.

141. The word "dividend" shall include bonus.

142. "The first Ordinary Meeting in any year" shall mean the Ordinary General Meeting in that year, or the first such meeting if more than one.

<i>Names Addresses and Descriptions of Subscribers</i>	<i>No of Shares taken by each subscriber</i>
<i>George Pilkington Stoneleigh Woodton</i>	<i>20 Shares</i>
<i>James Croft, Ashon Rd Widnes C.E.</i>	<i>20 Shares</i>
<i>Ed. Barnall Ditton Road Widnes Chemical Manufacture</i>	<i>20</i>
<i>Thos H Mark West Bank Widnes Chemical Manufacture</i>	<i>20</i>
<i>Chas Barlow Farnworth in Widnes Chemical Manufacture</i>	<i>10</i>
<i>Lincoln Pilkington Chemical Manufacture Widnes</i>	<i>10</i>
<i>J. H. Edwards, 3 St. James Rd. Lpool. Agent.</i>	<i>10.</i>
<i>Richard Lewis Ditton Lodge, Widnes Clerk.</i>	<i>10</i>
<i>John B. Innes Bold Heath Carriage Maker</i>	<i>10.</i>
<i>James White, Helby House, Helby, Cheshire - Old Merchant</i>	<i>10</i>
<i>James Pemberton Leam St - Widnes Coal and Drates Manufacturer</i>	<i>10</i>

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
<i>Frank Marshall H. Wigney</i> <i>Manager</i>	5
<i>Geo. E. Sayce Albert Road</i> <i>Widnes. Contractor</i>	10
<i>J. O. Buttrough Ball Lane Ditton</i> <i>Engineer</i>	5
<i>James B. Crawford Birchfield Rd. Ball</i> <i>Schoolmaster</i>	5
<i>W. S. Callender, Albert Road, Widnes</i> <i>Manager</i>	5

Dated the 12th day of October One Thousand eight hundred and eighty-Six

Witness to the above Signatures,

Frederick James Whitehead
7, 100 Victoria Road, W. Widnes.

Certificate of Incorporation, dated , 188 .

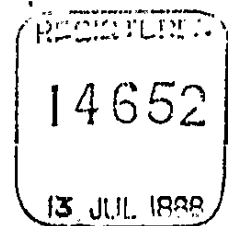
No. of Certificate

Form No. 26.



The Widnes Division Conservative

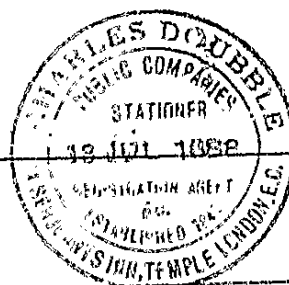
Club Buildings COMPANY, LIMITED.



STATEMENT of Increase of Nominal Capital pursuant to s. 11 of 51 Vict.,
cap. 8 (Customs and Inland Revenue Act, 1888). (NOTE.—The Stamp Duty on an
Increase of Nominal Capital is Two Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Notice of Increase registered under Section 34
of the Companies' Act, 1862.

Presented for registration by



The NOMINAL CAPITAL of the Widnes Division

Conservative Club Buildings Company, Limited,

has been increased by the addition thereto of the sum of £ 500 divided into

500 shares of £ 1 " " each beyond the Registered Capital of

Two thousand pounds

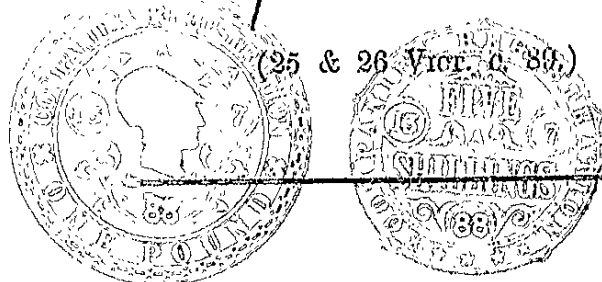
Signature Wm. H. B. Richards

Description Director of the Coy

Date 11th July 1885

This statement must be signed by an Officer of the Company.

“THE COMPANIES ACT, 1862.”



LIMITED COMPANY.



Notice of Increase in the Nominal Capital

of the *Widnes Division Conservative*
Club Buildings
Company Limited

Pursuant to Section 34.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty of £5 per day for default.

Presented for Filing
by

PUBLISHED, WITH THE AUTHORITY OF THE REGISTRAR,

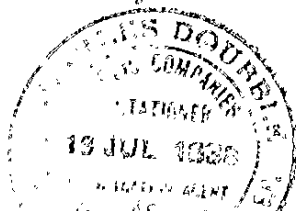
BY

CHARLES DOUBBLE,

Registration Agent, Law and Public Companies' Stationer,

14, Serjeants' Inn, Temple, London, E.C.

(NEXT DOOR TO THE REGISTRATION OFFICE).



NOTICE

Of increase in the nominal Capital of the Widnes
Division Conservative Club Buildings
Company Limited

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Widnes Division Conservative
Club Buildings Company Limited

_____ hereby give you notice,

in accordance with "The Companies Act, 1862," that by a _____

Resolution of the Company passed the second day of

July, 1888, and confirmed the _____

day of _____, 187, the nominal Capital of the Company has been

increased by the addition thereto of the sum of Five hundred

_____ pounds divided into Five

hundred Shares of One pound each,

beyond the present Registered Capital of Two thousand

_____ pounds.

J. H. S. H. H. H.

Dated the eleventh day

of July 1888

Director of the Company

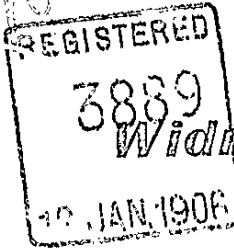
* When the Resolution is not required to be confirmed, the words "and confirmed the — day of —, 187—" should be struck out.

* * This Notice is to be signed by a Director, Secretary, or other authorised Officer of the Company.

THE COMPANIES ACTS, 1862 to 1900.

SPECIAL RESOLUTION

OF



**Widnes Division Conservative Club
Buildings Company, Limited.**

Passed 12th December, 1905.

Confirmed 28th December, 1905.

AT an EXTRAORDINARY GENERAL MEETING of the WIDNES DIVISION CONSERVATIVE CLUB BUILDINGS COMPANY, LIMITED, duly convened, and held at the Committee Room of the Club, Victoria Road, Widnes, in the County of Lancaster, on the 12th day of December, 1905, the following Special Resolution was duly passed; and at a subsequent Extraordinary General Meeting of the said Company, also duly convened, and held at the Committee Room of the Club, Victoria Road, Widnes, aforesaid, on the 28th day of December, 1905, the following Special Resolution was duly confirmed:—

That the following clauses be added to clause three of the Company's Memorandum of Association to extend the objects of the Company.

FIFTHLY.—To borrow or raise or receive the payment of money in such manner as the Company may think fit, and in particular by creating mortgages upon all or any of the Company's property or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to redeem or pay off and recreate or re-issue any such securities.

SIXTHLY.—To construct, maintain, and alter any works or buildings necessary or convenient for the purposes of the Company.

SEVENTHLY.—To sell or dispose of all or any of the property of the Company or the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities having objects altogether or in part similar to those of this Company.

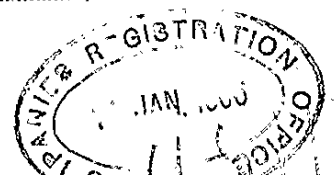
Signature *Wm. T. Husband*

To be signed
by an Officer of
the Company.

Wm. T. Husband of the said Company.

Filed by—

W. T. HUSBAND, SOLICITOR,

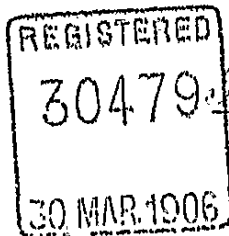


17/26
In the County Court of Lancashire
Held at Liverpool
No. of Petition N 26



In the Matter of the Companies Act
1862 to 1900.

and
In the Matter of the Widnes Division
Conservative Club Buildings
Company Limited



and
In the Matter of a Petition filed on
the 21st February 1906.

Before His Honour Judge Collier

Upon the Petition of the above named
company on the 21st day of February 1906
preferred unto the Court for an Order or
confirming the following Special Resolution
of the company which had been duly
passed and confirmed in accordance with
Section 51 of the Companies Act 1862 or
namely:

That the following clauses be added
to clause three of the Company's or
Memorandum of Association to
extend the objects of the Company:
Fifthly: To borrow or raise or receive
the payment of money in such
manner as the company may think
fit and in particular by creating Mortgages

upon all or any of the Company's property or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's or property (both present and future) including its uncalled capital, and to redeem or pay off and recreate or reissue any such securities.

Sixthly:- To construct, maintain and alter any works or buildings necessary or convenient for the purposes of the Company:

Seventhly:- To sell or dispose of all or any of the property of the Company or the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any objects altogether or in part similar to those of this Company.

And upon hearing Mr. John Rutherford of counsel for the Petitioning Company and no one appearing on behalf of any Shareholders, creditor or other person entitled to be heard

And upon reading the said Petition and affidavit of Leonard Somas Foster, Secretary to the said Company filed the 21st day of February 1906 verifying the said Petition the London Gazette of the 2nd day of March 1906 and the "Wednesday Guardian" Newspaper of the 3rd day of March 1906 each containing an advertisement of the said Petition This Court doth Order that the said Special Resolution be confirmed in pursuance of the provisions of the Companies (Memorandum of

Association) Act 1890 save and except as to the
sub clause "Seventhly" thereof which the Court
do not conform And it is ordered that an
office copy of this Order together with a printed &
copy of the Memorandum of Association altered
in accordance with the said Resolution, as
confirmed by this Court, be delivered to the
Registrar of Joint Stock Companies within fifteen
days from the date of this Order.

Dated the 16th day of March 1906

By the Court

Thos. Belbringer.

Registrar

Memorandum of Association of The Widnes Division
Conservative Club Buildings Company Limited as altered
by the order of the County Court of Lancashire held
at Liverpool and dated the 16th day of March 1906.

THE COMPANIES ACTS, 1862 TO 1886.

W. J. Husband,
20, Sir Thomas Street,
Liverpool.

Solicitor to the Company.

93213
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE



Widnes Division Conservative Club Buildings Company,

LIMITED.



1.—The name of the Company is the "WIDNES DIVISION CONSERVATIVE CLUB BUILDINGS COMPANY, LIMITED."

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

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

First—Acquiring throughout the Widnes Parliamentary Division by gift or purchase either for money or on ground-rent, by grant, lease, or otherwise, lands, estates, terms or interests in land or buildings, situate in the said Division, and erecting upon the land so acquired as aforesaid, or transforming any building thereon into a Club House or building suitable for a Club for political and social intercourse, with any ancillary buildings and conveniences, and also either with or without any shop or shops or other buildings of a residential or commercial kind.

Secondly—Letting such portions of the said premises so acquired and adapted in each or any district of the said Division as may be so provided for a Conservative Club or for any purposes connected therewith, for any term and at any rent, and on any special conditions to the Trustees or Committee of Management of such a Club for political and social intercourse, the rules of which shall be approved of by the Company, or to permit the said Club House and premises to be occupied by such Club on such conditions as shall be thought expedient, and for such purpose if it be thought expedient to furnish the said Club House with all proper furniture and fittings, and to make any arrangement with the said Club concerning the enjoyment and renewal of the said furniture and fittings, and also letting for any term and at any rent, and on any special conditions to any person or persons, any shop or shops, or other buildings to be erected or obtained as aforesaid.

Thirdly—Affiliating all or any Conservative Clubs now or hereafter to be instituted in the said Division.

Fourthly Deriving profit (on any such Club ceasing to exist, or on the expiration of any term therewith) by selling, mortgaging, or otherwise disposing of any lands, club house, shops, buildings, terms, estates, and interests as aforesaid, theretofore in the occupation of such Club, in any manner whatever, and in particular erecting, occupying, letting, selling, mortgaging, repairing, altering, pulling down, or otherwise disposing of buildings suitable for shops, dwelling-houses, offices, chambers, counting-houses, warehouses, or other purposes, it being the intention of this and the previous Clauses that the Company shall, when the objects for which it has been established, -viz: the maintenance of a Conservative Club in such District---shall have ended, have full power to do everything which a private landowner or capitalist might do, with no other restriction than that which connects its objects with land in the Parliamentary Division of Widnes aforesaid.

Fifthly--To borrow or raise or receive the payment of money in such manner as the Company may think fit, and in particular by creating mortgages upon all or any of the Company's property or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to redeem or pay off and recreate or re-issue any such securities.

Sixthly--To construct, maintain, and alter any works or buildings necessary or convenient for the purposes of the Company.

And the doing all such other things as are incidental and conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is limited.

5.--The Capital of the Company is two thousand five hundred pounds, divided into two thousand five hundred Shares of One Pound each.

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 respectfully ask to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	No. of Shares taken by each Subscriber.

DUPLICATE FOR THE FILE.

Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS OR FORM
OF CONSTITUTION.

Pursuant to s. 2 (1) of 53 & 54 Vict., ch. 62.

No. 23273



The Widnes Division Conservative Club
Buildings Company Limited having by Special
Resolution Altered its Objects as confirmed
by an Order made in the County Court of Lancashire held at Liverpool
bearing date the 16th day of March 1906

I Hereby Certify the Registration
of the said Order and of a Printed Copy of the Memorandum of Association
as altered

Given under my hand at London, this
one Thousand Nine Hundred and six.

This 15th day of March

F. J. Barker
Registrar of Joint Stock Companies.

Certificate received by W. S. Husband,

Solicitor, 20. St. Thomas Street, Liverpool.

Date 2nd April 1906



Please do not
write in this
binding margin



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

*Delete as
appropriate

THE COMPANIES ACTS 1948 TO 1980

Declaration by old public company that it does not meet the requirements for a public company

Pursuant to section 8(9) of the Companies Act 1980

Form No. R9

R9

For official use

Company number

1 2 0

23273 / 100

Name of Company

WIDNES DIVISION CONSERVATIVE CLUB
BUILDINGS COMPANY Limited

I, HAROLD GOW
of 115 HEATH RD, WIDNES, CHESHIRE

being [the Secretary] ~~or~~ [a Director] * of the above named company do solemnly and sincerely declare:
that the company does not at the time of this Declaration satisfy the conditions
specified in section 8(11) of the Companies Act 1980.
And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835

Declared at WIDNES.

Signature of Declarant

H. Gow

the EIGHTEENTH day of MARCH.

One thousand nine hundred and EIGHTY TWO.

before me J. R. Hughes J.P.

A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official use
General section

Post room



FILE COPY



CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 23273 | 12.1

I hereby certify that

WIDNES DIVISION CONSERVATIVE CLUB BUILDINGS COMPANY LIMITED

is, with effect from 24TH MARCH 1982 a private company
within the meaning of the Companies Act 1980.

Dated at Cardiff the 24TH MARCH 1982

A stylized, handwritten signature in black ink, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies