

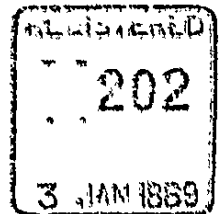
No. of Certificate

27970 L.N.L. 24115.

Form No. 25.



*The Christian Herald* COMPANY, LIMITED.



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

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

Presented for registration by

*Ranger & Burton*  
*Langbourn Chambers*  
*17 Fenchurch St.*



*Eg*

The NOMINAL CAPITAL of the Christian Herald

Company, Limited,

is £ 70,000 , divided into shares of £ 10 each.

Signature

Ranger & Burton

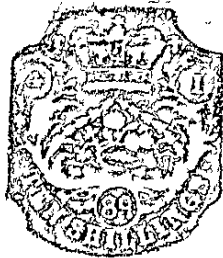
Description

Solicitors

Date

2<sup>nd</sup> Jan'y 1889

This statement should be signed by an Officer of the



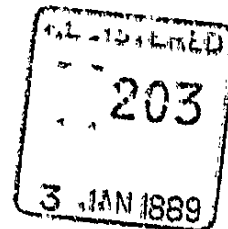
THE COMPANIES ACTS, 1862 to 1883.

*Company Limited by Shares.*

## Memorandum of Association

OF

# "THE CHRISTIAN HERALD" COMPANY, LIMITED.



1. The name of the Company is "THE CHRISTIAN HERALD" COMPANY, LIMITED."

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

3. The objects of the Company are :

(1) To purchase and acquire from the Rev. Michael Paget Baxter, and thereafter to edit, publish, vend, and carry on certain newspapers hitherto published by him in London and known as "The Christian Herald," "The Christian Herald Monthly Supplement," ~~"The Sign and the Word"~~ ~~"The Sign and the Word"~~ and "The Prophetic News," and any other papers and books connected therewith or appertaining thereto.

(2) To carry on generally the business of newspaper proprietors, printers, publishers, and advertising agents, and every department of such business.

(3) To carry on any other businesses which may seem to the Company capable of being conveniently or profitably carried on in connection with the above business, or calculated directly or indirectly to advertise, enhance in value, or render profitable any of the property or rights of the Company.

(4) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.

(5) To enter into and carry out any agreement or arrangement for amalgamation, sharing of profits, co-operation, joint adventure, agency or otherwise, with any person or company engaged or about to engage in any business or transaction similar to or connected with or calculated to benefit any business carried on by this Company. And to subscribe for, acquire, and hold, and to sell, deal with and dispose of upon any terms, any Shares or interests in or any securities of any such company.

(6) To sell all or any part of the business and property of the Company for such consideration as the Company shall think fit, and either to individuals or to another company, and in the latter case either for cash or for shares, debentures, or other securities of such other company, or partly for one such form of consideration and partly for another.

(7) To promote any other company for the purpose of acquiring all or any part of the business, property, and liabilities of this Company, or for any other purpose which may appear directly or indirectly beneficial to this Company.

(8) To purchase, hire, take on lease, and otherwise acquire, and to manage, improve, develop and turn to account, and to let, mortgage, sell, and otherwise deal with and dispose of any lands, buildings, easements, machinery, plant, stock-in-trade, trade names, copyrights, privileges, and other real and personal property of every description.

(9) To invest and deal with any moneys of the Company upon such securities and in such manner as may from time to time be determined.

(10) To receive money on deposit, at interest or otherwise, and to lend money to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons.

(11) To raise money in such manner as the Company shall from time to time think fit, and in particular by the issue of Debentures or Debenture Stock, or other securities or obligations, and either redeemable or irredeemable, and either at par or at any premium or discount, and charged upon all or any part of the business and property of the Company present and future, including uncalled Capital.

(12) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(13) To do all such other things as appear to the Company incidental or 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 £70,000, divided into 7000 Shares of £10 each.

Any new Shares that may be created by the Company and any Shares forming part of the original Capital of the Company that may be issued by the Company may be divided into different classes, and may have such respective rights, preference, rank, guarantee or privilege or postponement over or to one another as shall be determined by the regulations for the time being of the 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
Michael Paget Baxter 1 Bakehouse Court Clerk in Holy Orders, St Pauls, London	One share
Francis Eldon Baxter 5 Victoria Street Westminster - Solicitor	One Share

Names addresses and descriptions of subscribers

Number of shares taken  
by each subscriber

John Allen Robert Sage  
305 King Road Chelsea  
Insurance Agent

one

James Gledzer  
45 Buckleigh Rd.  
Streatham SW  
Clerk

one

John Snow Junr.  
2 Dry Lane Paternoster  
Publishers & Bookbinder E.C.

one

Robert Baxter.  
5 Victoria Street, Westminster,  
Solicitor. London.

one

Andrew Mc Cataline  
The Beech's Grosvenor  
Avenue E.C.  
Manager "Christian Herald"  
Office

one

Witness to all the above signatures  
William Appleford

The erasure of the words "The Signal & Blue"  
attached. Having been made before signatures of subscribers were

42 Darnley Rd

Hackney

Clerk to Rev. Mr. O. Banks

To be registered without Articles  
of Association.

Ranger & Burton  
3rd Jan 1889

The Christian Herald Company

Limited, is Incorporated under the Companies' Acts, 1862 to 1886, as a Limited

Company, this Third day of January

One thousand eight hundred and eighty-nine.

Wm. H. Webb

Assistant Registrar of Joint Stock Companies.

Certificate of Incorporation received by:—

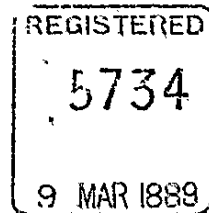
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alteration in objects  
clause 22*

H. Webster  
pro Ranger Burton  
17 Fenchurch St  
EC

Date 5<sup>th</sup> Jan 1889

“THE COMPANIES’ ACTS, 1862 to 1883.”

(25<sup>th</sup> & 26<sup>th</sup> VICT. c. 89; 30<sup>th</sup> & 31<sup>st</sup> VICT. c. 131; 40<sup>th</sup> & 41<sup>st</sup> VICT. c. 26; 42<sup>nd</sup> & 43<sup>rd</sup> VICT. c. 76;  
43<sup>rd</sup> VICT. c. 19; 46<sup>th</sup> & 47<sup>th</sup> VICT. cc. 28 & 30.)



Notice of the Situation of the Registered Office

of the *Christian Herald*

Company, *Limited*

*Pursuant to Section 40 of Companies’ Act, 1862.*

This Notice is to be signed by a Director, Manager, Secretary, or other authorized Officer of the Company (*vide p. 3*).

Notice of any *Change* in the Situation of the Registered Office must also be Registered (*vide* § 40 of Companies’ Act, 1862).

A Penalty of £5 per day is incurred by a Company for not having a Registered Office (*vide* § 39 of Companies’ Act, 1862).

Presented for Filing by

*Ranger Dunbar & Matthews*  
*Lancaster Chambers*

*17 Fenchurch St*

Published and Sold by WITHERBY & Co., Law and General Stationers, Newman’s Court, Cornhill, London.





## NOTICE

of the Situation of the Registered Office of the *Christian*

*Herald*

Company, *Limited*

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The *The Christian Herald*

Company *Limited*

hereby give you notice, in accordance with "The Companies Act, 1862," that the

Registered Office of the Company is situated at *1 Bakers Court*

*St Pauls in the City of London*

(Signature)

*Michael Reginald Baxter*

*Managing Director*

Dated *fourth* day

of *March* 18 *89*



5879  
11 MAR 1889

THE  
"CHRISTIAN HERALD" COMPANY,  
LIMITED.

At an Extraordinary Meeting of the Members of the above-named Company, duly convened, and held at No. 1, Bakehouse Court, Saint Paul's, in the City of London, on the 13th day of February, 1889, the subjoined 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 28th day of February, 1889, the said Resolution was duly confirmed.

RESOLUTION.

"That the regulations contained in the Table marked A in the Schedule to the Companies Act, 1862, shall no longer apply to the Company, and that the printed regulations annexed thereto shall henceforth be the regulations of the Company."

Dated this 8th day of March, 1889.

WITNESS

*W. J. Fox*  
Clerk to Messrs. Ranger

*Miss B. Baxter* Secretary.

*Durton & Matthews*

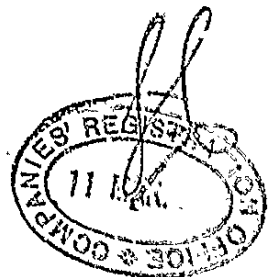
*Solicitors*

*Lancashire Chambers*

*17 Fenchurch Street*

*E. C.*

*42.*



DAMAGED DOCUMENT

THE COMPANIES ACTS, 1862 to 1883.

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THE

**"Christian Herald" Company,**  
**LIMITED.**

---

**Articles of Association.**

---

RANGER & BURTON,

LANGBOURN CHAMBERS,

17, FENCHURCH STREET, E. Court,

Directors may

---

R. O. HEARSON, Steam Printer, 6, Billiter Street, London, E. Establish Branch  
[Telephone No. 4380.]

THE COMPANIES ACTS, 1862 to 1883.

---

*Company Limited by Shares.*

---

Articles of Association  
OF  
THE "CHRISTIAN HERALD" COMPANY,  
LIMITED.

---

INTERPRETATION.

1. In the construction of these Articles, and except where the context shall otherwise require, words importing the singular number shall include the plural number, words importing the plural number shall include the singular number, words importing the masculine gender shall include the feminine gender, words importing persons shall include corporations, and writing shall include printing, lithographing, and other usual substitutes for writing.

BUSINESS.

2. The Office of the Company shall be at No. 1, Bakehouse Court, Saint Paul's, London, E.C., or at such other place as the Directors may from time to time appoint. The Directors may also establish Branch

Offices or Agencies at such places as they from time to time deem necessary for the efficient carrying on of the business of the Company. The Company, acting by the Directors, may exercise all the powers of the Companies Seals Act, 1864.

3. The Company may commence business notwithstanding that any part of the capital may remain unallotted or unsubscribed for.

4. The first business of the Company shall be the purchase and acquisition from the Rev. Michael Paget Baxter, and the subsequent carrying on of the business of editing, publishing, and vending the newspapers hitherto published by him in London, and known as "The Christian Herald," "The Christian Herald Monthly Supplement," "The Christian Herald Monthly Part," "The Prophetic News," and any other papers connected therewith or appertaining thereto. Inasmuch as almost the entirety of the Share Capital of the Company to be at present issued is intended to be taken up by and allotted to the said Michael Paget Baxter, it shall be no objection to the said purchase that the said Michael Paget Baxter may have acted therein, not only as Vendor, but also as a promoter or Director of the Company, or may otherwise have been placed in a position of conflicting interests and duties.

#### SHARE CAPITAL.

5. The Directors may (subject to the provisions of the Companies Act, 1867) issue any Shares as fully or partially paid as the consideration or part of the consideration for any property acquired by or work done for the Company, and may with respect to any Shares (including Shares in lieu of forfeited or surrendered Shares) which may from time to time remain unissued after providing for the acquisition of the business and property aforesaid, issue the Shares to such persons as they think fit.

6. If two or more persons are registered as joint holders of any Share any one of such persons may give effectual receipts for any dividend payable in respect of such Share.

7. The Company shall not be obliged to recognise any partial equitable future or contingent interest in any Share, or any joint or divided liability in respect of any Share or any other interest or liability in respect of any Share than the interest and liability of the registered holder thereof.

8. Every Member shall be entitled to a Certificate under the Common Seal of the Company specifying the Shares held by him and the amounts paid up thereon.

9. If such Certificate be worn out or lost, it may be renewed on payment of one shilling, or such less sum, and on such terms as to evidence or otherwise as the Directors may prescribe.

10. Subject to any special terms that may be made hereafter on any increase of capital by special resolution, all new capital shall be divided into Shares of £10 each, and such Shares shall be subject to these regulations as if they had formed part of the original capital of the Company.

11. No preferential rights or special privileges or restrictions shall be attached to or imposed upon any Share except by the authority of a special resolution, and in the event of the creation of special classes of Shares (and subject to any special resolution to the contrary on the creation thereof), all Shares shall be held on the terms that no special resolution shall be deemed invalid on the ground that the interests of one class of Shareholders are affected thereby more than the interests of another class, if such number of Shareholders of each class shall have been present and shall have so voted for the resolution at the Meetings passing and confirming such resolution as would have been necessary to make such resolution a valid special resolution if the Shareholders of such class were the only Shareholders in the Company entitled to vote.

12. The Company may at any time reduce the capital or subdivide Shares in the manner and with all or any of the incidents prescribed or allowed by the Companies Acts for the time being.

#### CALLS.

13. The Directors may, with respect to any Shares not issued as paid up, for the purchase of property require such sum to be paid on application for and allotment of each Share as they think fit, and may from time to time make such calls in respect of moneys unpaid upon

Shares as they think fit, provided that (unless otherwise arranged as part of the contract for taking the Shares) 21 days' notice at least shall be given of such call, and that no call shall exceed £2, or be made payable on a day less than three calendar months subsequent to the day on which the last previous call was made payable, and each Member shall be liable to pay the amount of calls to the persons and at the time and place appointed by the Directors.

14. The liability of joint holders of a Share, in respect of the calls on such Share, shall be several as well as joint.

15. A call shall be deemed to have been made at the time when a resolution of the Directors authorising such call was passed.

16. If the call payable in respect of any Share be not paid before or on the day appointed for payment thereof, the holder for the time being of such Share shall be liable to pay interest for the said call in arrear at such rate, not exceeding 10 per cent. per annum, as the Directors may determine, from the day appointed for the payment thereof to the time of actual payment.

17. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys unpaid upon the Shares held by him beyond the sums actually called up, and the money so paid in advance, or so much thereof as shall from time to time be in advance of calls, may, as the Directors and the Members paying the same may agree, be treated either as entitling the holder for the time being of the Share to dividends, or as entitling such holder to interest at such rate and on such terms as the Member paying such sum in advance and the Directors shall agree upon.

#### TRANSFER AND TRANSMISSION OF SHARES.

18. The instrument of transfer of any Share in the Company shall be executed both by the Transferor and Transferee, and the Transferor shall be deemed to remain a holder of such Share until the name of the Transferee is entered in the Register in respect thereof.

19. Shares in the Company may be transferred in the following form:

I, \_\_\_\_\_ of \_\_\_\_\_  
 in consideration of the sum of £ \_\_\_\_\_ paid to  
 me by \_\_\_\_\_ hereby assign  
 unto the said \_\_\_\_\_  
 the Share (or Shares) numbered \_\_\_\_\_, standing in my  
 name in the books of the "Christian Herald" Company, Limited.  
 To hold to the said \_\_\_\_\_ subject to the  
 several conditions on which I hold the same at the time of the  
 execution hereof And I, the said \_\_\_\_\_  
 do hereby agree to take the Share (or Shares) subject to the  
 same conditions.

AS WITNESS our hands the \_\_\_\_\_ day  
 of \_\_\_\_\_ 18 \_\_\_\_\_

20. Before registration of any transfer, the instrument of transfer shall be left at the Office of the Company together with the Certificate of the Shares to be transferred, and together with any other evidence the Directors may require to prove the title of the Transferor, and the transfer shall thenceforward be kept by the Company.

21. There shall be paid in respect of the registration of any transfer or transmission of Shares such sum not exceeding 2s. 6d. as the Directors shall from time to time prescribe.

22. The Transfer Books may be closed during such time preceding any General Meeting as the Directors may determine.

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

24. Any person entitled to a Share by transmission of interest by operation of law, may, upon producing such evidence as the Directors think sufficient, be himself registered as a holder of such Share, or may, upon producing such evidence and (after having given notice of intention to transfer and a purchaser not having been found for him by the Directors



as hereinafter provided) executing a transfer in accordance with these regulations, have his transferee registered as such holder, provided that the Directors shall have the same discretion to refuse to register a transferee in this case as in the case of transfers by registered Members.

25. No person entitled to a Share by transmission of interest by operation of law, shall have any rights in respect of such Share except the right to be registered or to have his transferee registered under the regulations of the Company, and a right to receive dividends (if any) actually declared before the transmission of interest under which he is entitled.

26. No Share shall, except as provided by Article 31 hereof, be transferred to a person who is not a Member of the Company, so long as any Member is willing to purchase the same at par.

27. In order to ascertain whether any Member is willing to purchase a Share, the person proposing to transfer the same shall give notice in writing to the Company, specifying the Share he proposes to transfer, and the Company shall thereupon become, for the space of 28 days, the sole agent of the person giving such notice for the sale of his Share at the par value thereof. Any such notice may specify and include any number of Shares, and shall in that case be equivalent to concurrent separate notices, in respect of every Share therein specified. No notice of proposal to transfer shall be revocable.

28. If the Company shall, within 28 days after receipt of such notice as aforesaid, find and notify in writing to the person proposing to transfer, a Member willing to purchase the Share, the person proposing to transfer shall thereupon be bound to transfer the Share to the Member so notified at the par value thereof. And for the purpose of enforcing this obligation, the Company may, in case of default in transferring by the person having given notice of intention to transfer, themselves register the Member notified in the place of such person, and receive from the Member notified, and give him a good discharge for, the purchase-money of the Share in question, such purchase-money being then held by the Company upon trust for the person having given notice to transfer.

29. If the Company shall not within 28 days after receipt of notice of proposal to transfer, find and notify in writing to the person giving such notice a Member willing to purchase the Share, the person giving such notice shall be at liberty at any time, within three calendar months afterwards, to sell and transfer, in accordance with the other regulations hereof, the Share to any person not objectionable otherwise than as not being a Member of the Company.

30. The Company in General Meeting may make, and from time to time vary, any rules as to the mode in which any Share specified in any notice of proposal to transfer are to be offered to the Members. And subject to, and until and in default of, any such rules, the Directors may in their absolute discretion from time to time decide how any such Share shall be offered, whether to themselves or to one of themselves, or to any other Member. But *prima facie* every such Share shall first be offered to the said Michael Paget Baxter during his life.

31. Any transfer by a Member or by his executors or administrators, to any son or daughter, son-in-law, wife or husband, of such Member, shall not be deemed to be a transfer to a person not being a Member of the Company within the meaning of the foregoing provisions.

32. The Directors may decline to register the transfer of a Share on any of the following grounds :

That the transferor is indebted to the Company or is under an obligation to the Company on any bill, or note, or other contract remaining unfulfilled.

That the transfer has not been effected according to the regulations of the Company.

That the transferee is a person unable to pay calls or is a person whose interest in the business carried on by the Company, or business of the same nature, render it undesirable in the opinion of the Directors that he should be a Member, or is a person otherwise reasonably objectionable.

### FORFEITURE OF SHARES.

33. If any Member fail to pay any call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as the call remains unpaid, serve a notice on him to pay such call, together with interest, and any expenses that have accrued by reason of such non-payment, and stating that, in the event of non-payment on some day and at some place (either the Office of the Company or a Bank), his Share will be liable to be forfeited.

34. If the requisitions of any such notice as aforesaid are not complied with, any Share in respect of which such notice has been given may at any time thereafter be forfeited by a resolution of the Directors to that effect, and the holder thereof shall thereupon cease to have any interest therein, and his name may be removed from the Register as such holder.

35. Any Member whose Share shall be forfeited, shall, notwithstanding the forfeiture, be liable to pay to the Company all calls owing upon the Share at the time of forfeiture, and the interest (if any) thereon.

### SURRENDER OF SHARES.

36. The Directors may accept a surrender of any Share on such terms as they think fit, provided that no part of the assets of the Company shall be employed in the purchase of the Company's own Shares.

### SALE OR CANCELLATION AND RE-ISSUE OF FORFEITED OR SURRENDERED SHARES.

37. The Directors may sell any forfeited or surrendered Share as they see fit, and register the purchaser as the holder thereof.

38. The Directors may cancel any Share acquired by forfeiture or surrender, and may issue new Shares in lieu thereof.

39. For the purpose of giving effect to a sale of any Share acquired by the Company by forfeiture or surrender, which the Directors may

prefer to sell rather than to cancel and re-issue, or a sale of any Share in respect of which any lien exists as hereinafter mentioned, the Directors may execute under the Company's seal a transfer of such Share to the purchaser thereof, and such transfer shall operate to confer the same rights upon the transferee as if it had been executed by the Member in whose name the Share was previously registered.

40. The remedy of any Shareholder for any irregularity in any forfeiture of a Share, or in the enforcing of a lien or alleged lien on any Share, shall be in damages, only, and the Register shall be conclusive evidence of title to a Share as against any person claiming as a former holder of a Share, which the Directors shall have purported to forfeit, cancel, or dispose of under these regulations.

#### LIEN ON SHARES.

41. The Company shall have a first and paramount lien on the Share of any Member who shall be indebted to the Company, and on all dividends and benefits accruing to him by virtue of such Share, for the payment of the debt due, and such lien shall exist for debts due from such Member, either solely or jointly with any other person, and for any debts accruing due at any time before an actual registration of a transferee, if the Company shall have refused such registration on any of the grounds hereinbefore mentioned, and shall extend to the absolute interest in any Share belonging to a Member jointly with any other person.

42. The Company shall be entitled to give effect to such lien, by sale or forfeiture and re-issue of the Share under the provisions aforesaid, or by retaining all dividends and profits in respect thereof, or by any combination of the said means, provided that (but so as not to prejudice or affect any subsequent holder) no sale or forfeiture of a Share shall take place without one calendar month's previous notice to the registered holder thereof.

#### BORROWING OF MONEY.

43. The Directors may at any time, or from time to time, without the authority of a General Meeting, borrow any moneys on the security

of the property of the Company, by the issue of debentures, debenture stock, bonds, or other obligations, to a nominal amount not exceeding £35,000, and such debentures, debenture stock, bonds, or other obligations shall bear interest at such rate, and shall be perpetual or terminating, redeemable or irredeemable, in such manner and upon such terms, and either above, at, or under par, and shall be issued or otherwise dealt with at such price and upon such terms as the Directors shall think fit. The Directors may also at any time, or from time to time, with the consent of a General Meeting, borrow any further or other moneys whatsoever, by any means and on any terms. The Directors may also, without the consent of a General Meeting, borrow money from and incur liabilities to bankers and others, otherwise than on the security of the Company's property, for all current expenses and outgoings of the Company. Any issue may be made, or security given, under any part of this Article, not only for money actually borrowed, but also in payment for money due, property purchased, work done, services rendered, and the like.

44. No person lending money, or giving credit to the Company shall be bound to inquire for what purpose moneys are required, or whether the amount authorised to be borrowed has been or will thereby be exceeded.

#### GENERAL MEETINGS.

45. The first General Meeting shall be held at such time, not being more than four months after the registration of the Company, and at such place as the Directors may determine, and in default of determination, at the Registered Office of the Company.

46. Subsequent General Meetings shall be held at such time and place as may be prescribed by the Company in General Meeting, and if no other time or place is prescribed, a General Meeting shall be held not later than the 31st day in the month of March in every year, at such place as may be determined by the Directors, and in default of determination, at the Registered Office of the Company.

47. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

48. The Directors may, whenever they think fit, and they shall, upon a requisition made in writing by not less than one-fifth in number of the Members of the Company holding in the aggregate one-fifth of the paid-up Share Capital, convene an Extraordinary General Meeting.

49. Any requisition made by the Members shall express the object of the Meeting proposed to be called, and shall be left at the Registered Office of the Company.

50. Upon the receipt of such requisition the Directors shall forthwith convene an Extraordinary General Meeting. If they do not convene the same within twenty-eight days from the date of the requisition, the requisitionists, or any other Members holding in the aggregate one-fifth of the paid-up Share Capital, may themselves convene an Extraordinary General Meeting.

51. The Directors calling any General Meeting, and the Members calling any Extraordinary Meeting, shall respectively give at least seven and not more than twenty-one days' notice of such Meeting, the length of such notice to be reckoned exclusively of the day of giving the notice, but inclusively of the day of Meeting.

52. The non-receipt of notice by any one or more Shareholders shall not invalidate the proceedings at any General Meeting.

53. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business shall be deemed special that is transacted at any Ordinary Meeting, with the exception of the re-election of retiring Directors, appointing Auditors, sanctioning of dividends, and the consideration of the accounts, balance-sheets, and the ordinary report of the Directors.

54. No business shall be transacted at any General Meeting, except the declaration of a dividend, unless a quorum of Members be present in person or by proxy at the time when the Meeting proceeds to business. A quorum shall consist of not less than three Members, of whom two shall be personally present.

55. If within one hour from the time appointed for the Meeting a quorum be not present, the Meeting, if convened by Members under the

powers aforesaid, shall be deemed to fail and be at an end, and in any other case it shall stand adjourned to the same day in the next week, at the same hour and place as were fixed for the original Meeting, or to such other day and at such other hour and place as the Members then present shall determine.

56. At any such adjourned General Meeting originally convened by the Directors, with or without requisition from Members, the Members present, whatever their number, shall have power to decide on all matters which might have been disposed of at the Meeting from which the adjournment took place if a quorum had been present thereat, provided that three days' notice of such adjournment shall be given to the Members generally, in order to enable special business to be transacted thereat by less than a quorum.

57. The Rev. Michael Paget Baxter, so long as he is a Director of the Company, and subsequently the person (if any) appointed by the Directors in that behalf, or in default, the Chairman of the Board of Directors for the time being, shall preside as Chairman at General Meetings of the Company.

58. If there is no Chairman under the last preceding Article, or if at any Meeting such Chairman is not present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairman.

59. The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

60. At any General Meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

61. No poll shall be demanded on the appointment of a Chairman or on a question of adjournment.

62. If a poll is demanded it shall be taken in such manner as the Chairman directs, and the result of such poll shall be deemed to be a resolution of the Company in General Meeting. In case of an equality of votes (either on a show of hands or on a poll) at any General Meeting, the Chairman shall be entitled to a second or casting vote.

#### VOTES.

63. Every Member shall have one vote for every Share held by him in the Company.

64. If a Member become a lunatic, his committee may vote in respect of his Share, but otherwise no vote shall be accepted in respect of a Share registered in the name of a person under disability.

65. If two or more persons are jointly entitled to any Share, the person whose name stands first on the register as one of the holders of such Share, and no other, shall be entitled to vote in respect of the same.

66. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if the appointor be a corporation, under their common seal.

67. Subject as aforesaid, and to the proper stamping of the instrument of proxy or power of attorney, proxies may be appointed to act at one or more Meetings named in the instrument of appointment, or to act for any space of time named in such instrument, or to act generally until revocation of such instrument, and the sufficiency of any instrument of proxy or power of attorney for the purposes of any Meeting shall be determined by the Chairman of that Meeting.

68. If any votes are given or counted at a General Meeting which shall afterwards be discovered to have been improperly given or counted, the mistake shall not affect the validity of any resolution or thing passed or done at the said Meeting, unless the objection to such votes be taken at the same Meeting, and unless the Chairman shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.



## DIRECTORS.

69. The qualification of a Director shall be the holding of one Share in his own name. The number of Directors shall not exceed five, unless increased by the Company in General Meeting, and shall not be less than two, provided that less than two may act for the purpose of filling up vacancies.

70. The following shall be the first Directors—that is to say, the Rev. Michael Paget Baxter, Chairman, and Managing Director, and Secretary; Robert Baxter, Esq., 5, Victoria Street, Westminster; John Snow, Junior, Esq., 2, Ivy Lane, Paternoster Row, E.C. And the said Michael Paget Baxter shall continue to be the Chairman, and Managing Director, and Secretary during his life, or until he shall resign or vacate his office as hereinafter mentioned.

71. At the Ordinary Meeting in the year 1891, and at the Ordinary Meeting in every subsequent year, one of the Directors other than the said Michael Paget Baxter shall retire from office, and such Director shall (unless the Directors otherwise agree) be the Director who has been longest in office, or in the case of the first retirement and other occasions, when there may not be any Director so ascertainable, the Director to retire shall be selected by lot from amongst those who have been longest in office.

72. The Company, at the General Meeting at which any Director retires in manner aforesaid, shall fill up the vacated office by the election of Members duly qualified.

73. A retiring Director shall be eligible to be re-elected, and shall be deemed to offer himself for re-election unless he shall have given to the Company notice in writing of a contrary intention.

74. No person other than a retiring Director, or a person proposed by the Directors, shall be eligible to supply the place of a Director retiring by rotation at any Meeting, unless notice of the intention to propose him shall have been given to the Company at least seven days and not more than one month previously to the day of the Meeting.

75. If the place of a retiring Director is not filled up either at the

Meeting at which the election ought to take place or at some adjournment thereof, the vacating Director shall continue in office until the Ordinary Meeting in the next year, and so on from time to time until his place is filled up.

76. The Company may from time to time, in General Meeting, increase or reduce the number of Directors, so that the total number may be never more than five or less than two.

77. Any casual vacancy occurring in the Board may be filled up by the Directors by the election of a Member duly qualified, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred. The continuing Directors may act notwithstanding any vacancy in their body.

78. The office of any Director shall be vacated—

(a) If he cease to be a Shareholder in the Company.

(b) If he hold any office of profit under the Company other than that of Director, Managing Director, or Secretary.

(c) If he become a bankrupt or liquidating debtor, or compound with his creditors.

(d) If he be declared a lunatic, or become of unsound mind.

(e) If he absent himself from Meetings of the Directors for more than six months.

(f) If he become concerned in or participate in the profit of any contract made with the Company without having declared the fact of his interest previously to such contract being made.

Provided that (except in case of loss of qualification in Shares, or of actual lunacy or bankruptcy) the vacation of office shall not take effect unless the Directors shall pass a resolution to the effect that the Director is disqualified and has vacated office.

79. The Directors shall be entitled by way of remuneration to such sum as the Company in General Meeting shall determine, and subject to any special directions of the Company in General Meeting, such sum shall be divided amongst the Directors in such manner as they shall determine. An additional yearly sum may also be allowed to a Managing Director and Secretary not otherwise disentitled to receive it.

#### POWERS OF DIRECTORS.

80. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, or in any negotiations, valuations, and arrangements relating to the business and property acquired by the Company from the said Michael Paget Baxter in contemplation of the formation of the Company, and may exercise all such powers of the Company as are not hereby or by the Companies Act 1862 to 1883 required to be exercised by the Company in General Meeting, and no regulation hereafter made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

81. The Directors may delegate any of their powers (other than powers as to the financial affairs of the Company) to a Managing Director, and may delegate any of their powers to Committees of two or more of their body, and may authorise any Director or other person to make, draw, accept, sign and negotiate promissory notes, bills of exchange, cheques, or other instruments for the purposes of the Company's business.

82. No act, matter, or thing within the power of the Company in General Meeting done by the Directors or any Committee and adopted by the Directors which shall afterwards receive the express or implied consent of the Company in General Meeting shall be afterwards impeached on any ground whatever.

#### PROCEEDINGS OF DIRECTORS.

83. The said Michael Paget Baxter shall, so long as he is a Director of the Company, be the Chairman of the Company, and shall

have a second or casting vote at all Meetings of Directors in case of an equality of votes. Subject to this provision the Directors may determine the mode and regulation of their proceedings, and may from time to time appoint one of their number to be their Chairman, and give him such powers (including the exercise of such second or casting vote as aforesaid) as they think fit, and may fix the quorum for Meetings of the Directors, provided that, unless otherwise determined, two shall form a quorum, except in the case of the said Michael Paget Baxter, who may act alone.

84. Any Committee of Directors shall conform to any mode of proceeding and regulations which the Directors may prescribe in that behalf, and, subject thereto, may determine and regulate their own proceedings in the same manner as the Directors may do.

85. All acts done by any Meeting of Directors or of any Committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that any such Director or other person was disqualified, be as valid as if such Director or person had been duly appointed and qualified.

86. The Directors shall keep proper minutes of their proceedings, and all acts done in pursuance of any thing appearing by such minutes to be resolved upon or authorised by the Directors, shall be deemed to be acts of the Directors within the meaning of these regulations.

#### DIVIDENDS.

87. The Directors may, with the sanction of the Company in General Meeting, declare a dividend to be paid to the Members in proportion to their Shares; or to the amounts paid up thereon, as the case may be.

88. The Directors may at their own discretion pay to the Members in anticipation of a dividend expected to be declared at the expiration of any one year, and on account of such dividend, interim dividends at the expiration of the first three, six, or nine months of such year.

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

90. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sum as they think proper as a Reserve Fund to meet contingencies, or for equalising dividends, or for acquiring further property, or for repaying any moneys borrowed by the Company, or for renewal or maintenance of property connected with the business of the Company, and the Directors may invest the sum so set apart as a Reserve Fund upon such investments (other than Shares of the Company) as they may select, without being liable for any loss or depreciation in consequence of such investments, whether the same be usual or authorised investments for trust funds or not.

91. The Directors may deduct from the dividends payable to any Member all such sums of money as may be due from him to the Company on account of calls or otherwise.

92. Notice of a dividend that may have been declared shall be given to each Member in manner hereinafter mentioned, and no dividend shall bear interest against the Company.

#### ACCOUNTS.

93. The Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Company, and of all other matters necessary for showing the true state and condition of the Company, and the accounts shall be kept in such books and in such manner as the Directors think fit, and to the satisfaction of the Auditors.

94. The Books of Account shall be kept at such place or places as the Directors appoint, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Directors, shall be open to the inspection of Members during the hours of business.

95. Once at least in every year the Directors shall lay before the Company in General Meeting a statement, made up to a date not more than six months before the Meeting, of the income and expenditure of the Company from the foot of the last statement, or in case of the first statement, from the commencement of the Company.

96. A general balance-sheet shall be made out in every year, and laid before the Company in General Meeting, and shall contain a summary of the estimated assets and estimated liabilities of the Company, made up to the same date, and arranged under convenient heads. A printed copy of such balance-sheet shall at least seven days previously to such Meeting be sent by post, or delivered at the registered address of every Shareholder registered as having an address in the United Kingdom.

#### AUDIT.

97. The accounts of the Company shall be annually examined, and the correctness of the balance-sheet ascertained by an Auditor or Auditors to be elected by the Company at the Ordinary Meeting in each year. The first Auditor shall be appointed by the Directors, and continue in office until the second Ordinary Meeting of the Company.

98. If one Auditor only is appointed, all the provisions herein contained relating to Auditors shall apply to him.

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

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

101. Any retiring Auditor shall be eligible for re-election.

102. If any casual vacancy occur in the office of any Auditor appointed by the Company, the Directors shall forthwith call an Extraordinary General Meeting for the purpose of supplying the same.

103. If no election of Auditors is made in manner aforesaid 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.

104. Every Auditor shall at all reasonable times have access to the books and accounts of the Company.

105. The Auditors shall certify the correctness of the balance-sheet and accounts, and shall make a report thereon, and such report shall, together with the general balance-sheet be laid before the Company in General Meeting.

#### NOTICES:

106. All notices may be served by the Company upon any registered Member either personally, or by leaving the same, or sending them through the post in a prepaid letter addressed to such Member at his registered address.

107. All notices directed to be given to the Members shall, with respect to any Share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and notice so given shall be sufficient notice to all the holders of such Share.

108. Any notice, if sent by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post-office.

109. A notice given to any Member shall be binding on all persons claiming on his death, or by any transmission of his interest.

110. A Member who shall not be described in the Register as having a registered address in the United Kingdom, shall not be entitled to have any notice sent to him from the Company, and the Registered Office of the Company shall be deemed the registered address of such Member for the purposes of formal notice, and all proceedings taken without other notice to any such Member shall be as valid as if he had had due notice thereof.

William Baxter  
Secretary.

St. Pauls. 25



To  
The Christian Herald  
Company Limited

In pursuance of clause 3 of  
an agreement dated the 28<sup>th</sup>  
day of March 1889 made between  
your company of the one part and  
myself of the other part I beg  
to give you notice that I elect  
to pay for the 6600 shares of £10  
each in the capital of your  
company referred to in clause  
2 of such agreement and  
allotted to me on the 12<sup>th</sup> day  
of April instant in property  
and not in cash.

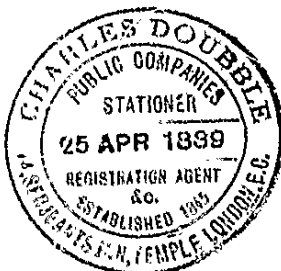
Dated this 18<sup>th</sup> day of April 1889

Wm. P. Baxter

Witness

H. Webster

Clerk Messrs Rangan Burt & Matthews  
17 Fenchurch St  
London E.C.







# COMPANY LIMITED BY SHARES.

(COPY.)

## SPECIAL RESOLUTION

(Pursuant to Companies Act, 1862, ss. 34, 50, & 51).

OF THE

## CHRISTIAN HERALD COMPANY LIMITED.

*Passed the 24th day of May, 1895. Confirmed the 12th day of June, 1895.*

At an Extraordinary General Meeting of the Members of the said Company, duly convened, and held at 20, Tudor Street, Salisbury Square, in the City of London, on the 24th day of May, 1895, 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 12th day of June, 1895, the following Special Resolution was duly confirmed:—

### RESOLVED—

“ That the Capital of the Company be altered and increased from  
“ £70,000, divided into 7,000 Shares of £10 each, to £75,000, divided  
“ into 5000 Ordinary Shares of £10 each, and 1000 Preference Shares of  
“ £25 each.

“ That the said alteration and increase be effected by the conversion  
“ of the £66,100 issued Share Capital of the Company into £50,000  
“ Ordinary Share Capital, divided into 5000 Ordinary Shares of £10 each,  
“ and £16,100 Preferential Share Capital, divided into 644 Preference  
“ Shares of £25 each, and by the issue of the £3900 existing unissued Share  
“ Capital of the Company as Preferential Share Capital, divided into 156  
“ Preference Shares of £25 each, and the creation and issue of £5000 new  
“ Capital as Preferential Share Capital, divided into 200 Preference Shares  
“ of £25 each.

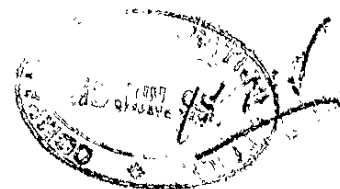
“ That in order to carry out the aforesaid conversion of the existing  
“ issued Share Capital of the Company the Directors be at liberty to accept  
“ surrenders of and cancel the whole of the issued Share Capital of the  
“ Company, and to issue in exchange for every surrendered fully-paid £10  
“ Share, numbered with any number from 1 to 5000 inclusive, a fully-paid  
“ new Ordinary £10 Share numbered with the same number, and in  
“ exchange for every five surrendered fully-paid £10 Shares, numbered

*Rev: Mr F. Bascher*

*20 Tudor Street E.C.*

*Secretary*

*36*



" with any number from 5001 to 6610 inclusive, two fully-paid new  
" Preference £25 Shares numbered with any number from 1 to 644  
" inclusive, or such other numbers as the Directors shall think fit.


" That all the said 1000 Preference Shares of £25 each be held  
" with and subject to the following Preferential rights and special con-  
" ditions, that is to say :—

" The holders of the said Preference Shares are to be entitled to a  
" Cumulative preferential Dividend at the rate of  $6\frac{1}{2}$  per cent. per annum  
" on the amount for the time being paid up thereon, and such Dividend  
" for the first five years after the issue of any of the said Shares, or for  
" any other period or periods, may be represented by quarterly Dividend  
" Coupons attached to or detached from the Certificates of the said Shares  
" or otherwise, and generally in such form as the Directors shall think fit,  
" but not so as thereby to give or purport to give any right to Dividend  
" except out of profits arising from the business of the Company.

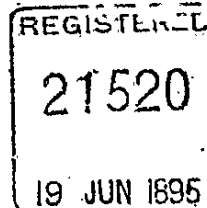
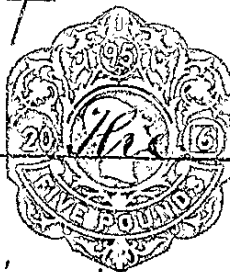
" In the event of the Company being wound up the holders of the  
" said Preference Shares are to be entitled to have the surplus assets of the  
" Company applied in the first place in repaying to them the amount paid  
" up thereon, and the residue of such surplus assets is to belong to and be  
" divided among the holders of the Ordinary Shares of the Company.

" If and so long as or at any time when not less than two-thirds of  
" the Ordinary Share Capital of the Company shall be held in the name of  
" a single holder or single set of joint holders (hereinafter referred to as  
" "the predominant holder or holders") any of the said Preference Shares  
" may at any time be demanded and purchased by the predominant holder  
" or holders upon the predominant holder or holders having given to the  
" holder of any such Share six calendar months' previous notice in writing  
" of intention so to do, and paying such holder the full nominal amount  
" paid up on such Share, and Interest or Dividend thereon at the rate of  
"  $6\frac{1}{2}$  per cent. per annum from the end of the period for which the last  
" payment of Interest or Dividend shall have been made to the expiration  
" of the notice; and for the purpose of this condition any holder of any  
" Preference Share shall be bound upon the terms aforesaid to transfer any  
" such Share in such manner or to such person or persons as the pre-  
" dominant holder or holders require, and in default the Directors may  
" execute a transfer thereof in the like manner and with the like con-  
" sequences as is provided by Article 39 of the Regulations of the  
" Company in the case of a Share acquired by the Company by forfeiture  
" or surrender.

" No Preference Share shall confer any right of voting at any  
" Meeting of the Company."

  
Secretary.

Dated the 19<sup>th</sup> day of June, 1895.



Christian Herald

COMPANY LIMITED.

STATEMENT of Increase of Nominal Capital pursuant to s. 11 of 51 Vict.,

cap. 8, Customs and Inland Revenue Act, 1883. (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

PUBLISHED BY

CHARLES DOUBBLE,

Public Companies' Registration Agent and Stationer,

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

Rev. W. P. Bassett  
20 India Street - E.C.  
Secretary

The NOMINAL CAPITAL of the Christian Herald

Company Limited,

has been increased by the addition thereto of the sum of £ 5000 divided into

1000 shares of £ 25 each beyond the Registered Capital of

Seventy thousand pounds

Signature M P Baxter

Description Secretary

Date 19<sup>th</sup> June 1895

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

27972 / 17

[Form No. 3.]

"THE COMPANIES ACT, 1862."



(25 & 26 VICT. c. 89.)

REGISTERED  
21521  
19 JUN 1895

LIMITED COMPANY.

Notice of Increase in the Nominal Capital

of the Christian Herald

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,

Public Companies' Registration Agent and Stationer.

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

Rev. Mr P Bascher  
20 Essex Street  
E.C.

Secretary

# NOTICE

Of increase in the nominal Capital of the Christian  
Herald Company Limited

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Christian Herald Company  
Limited

\_\_\_\_\_ hereby give you notice,  
in accordance with "The Companies Act, 1862," that by a Special  
Resolution of the Company passed the Twenty fourth day of  
May, 1895, and confirmed the twelfth  
day of June, 1895, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of Five thousand  
\_\_\_\_\_ pounds divided into 1000  
\_\_\_\_\_ Shares of £2.5 each,  
beyond the present Registered Capital of £ Seventy thousand  
\_\_\_\_\_ pounds.

M. P. Baxter

Dated the 19<sup>th</sup> day }  
of June 1895 }

Secretary

\*When the Resolution is not required to be confirmed, the words "and confirmed the \_\_\_\_ day of \_\_\_\_, 18\_\_" should be struck out.

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



(COPY.)

23 AUG 1899

## SPECIAL RESOLUTION

(Pursuant to Companies Act, 1862, ss. 34, 50, & 51),

OF THE

# "CHRISTIAN HERALD" COMPANY, LIMITED.

*Passed the 25th day of July, 1899 Confirmed the 10th day of August, 1899.*

At an Extraordinary General Meeting of the Members of the said Company, duly convened, and held at 20, Tudor Street, Salisbury Square, in the City of London, on the 25th day of July, 1899, 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 10th day of August, 1899, the following Special Resolution was duly confirmed:—

### RESOLVED—

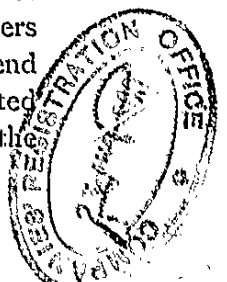
"That the manner in which the Share Capital of The Christian Herald Company, Limited, is divided be altered so that instead of being £75,000, divided into 5,000 Ordinary Shares of £10 each, and 1,000 Preference Shares of £25 each, it shall be £75,000, divided into 4,000 Deferred Ordinary Shares of £10 each, 400 Preferred Ordinary Shares of £25 each, and 1,000 Preference Shares of £25 each.

"That for the purpose of the aforesaid alteration in the division of the Capital of the Company, the Directors be at liberty to accept surrenders of and cancel the whole of the issued Ordinary Shares of the Company, and to issue in exchange for every fully-paid Ordinary £10 Share, numbered with any number from 1 to 4,000 inclusive a fully-paid new Deferred Ordinary £10 Share, numbered with the corresponding numbers, and in exchange for every five surrendered fully-paid Ordinary £10 shares, numbered with any number from 4,001 to 5,000 inclusive two fully-paid new Preferred Ordinary Shares of £25 each with any number from 1 to 400 inclusive.

"That the said Preferred Ordinary Shares of £25 and Deferred Ordinary Shares of £10 each respectively shall be held with and subject to the following rights and conditions, that is to say:—

"That the net profits available for distribution after payment of the cumulative Preferential Dividend payable upon the Preference Shares of £25 each of the Company shall be applied first in paying to the holders of the said Preferred Ordinary Shares a cumulative Preferential Dividend at the rate of 6½ per cent. per annum on the amount paid up or credited as paid up thereon and the balance (if any) shall be divided among the holders of Deferred Ordinary Shares.

*Henry M. A. Brand. 20 Tudor Street E.C.*



"That in the event of the Company being wound up, the holders of the said Preferred Ordinary Shares shall be entitled to have the Assets remaining after paying the debts and liabilities of the Company and the costs of liquidation and repaying the amount paid up on the said Preference Shares of £25 each, applied in the first instance in repaying to them the amount paid up on such Preferred Ordinary Shares, and the residue of such Assets shall belong to and be divided among the holders of the Deferred Ordinary Shares of the Company.

"That the amount of the said Preferred Ordinary Shares may at any time be increased, and such increase may be effected either by the issue of additional Preferred Ordinary Shares upon an increase of the Capital of the Company or by the surrender and exchange of Deferred Ordinary Shares for Preferred Ordinary Shares.

"If and so long as or at any time when not less than two thirds of the Deferred Ordinary Share Capital of the Company shall be held in the name of a single holder or single set of joint holders (herein-after referred to as the predominant holder or holders) any of the said Preferred Ordinary Shares may at any time be demanded and purchased by the predominant holder or holders upon the predominant holder or holders having given to the holder of any such Share six calendar months' previous notice in writing of intention to do so and paying such holder the full nominal amount paid up on such Share and Interest or Dividend thereon at the rate of  $6\frac{1}{2}$  per cent. per annum from the end of the period for which the last payment of Interest or Dividend shall have been made to the expiration of the Notice; and for the purpose of this Condition any holder of any Preferred Ordinary Share shall be bound upon the terms aforesaid to transfer any such Share in such manner or to such person or persons as the predominant holder or holders require, and in default the Directors may execute a transfer thereof in the like manner and with the like consequences as is provided by Article 39 of the Regulations of the Company in the case of a Share acquired by the Company by forfeiture or surrender. No Preferred Ordinary Share shall confer any right of voting at any Meeting of the Company."

M. P. BAXTER,

*Secretary.*

Dated the 16th day of August, 1899.

*Miss Baxter, Secretary*



NO. OF  
Certificate

27570

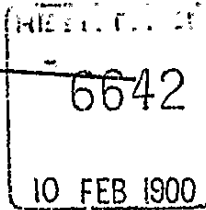
25

(Price Twopence per Sheet.)

Form No. 28,

**"THE COMPANIES' ACTS, 1862 to 1886."**

(25° & 26° Vict., c. 89; 30° & 31° Vict., c. 131; 40° & 41° Vict., c. 26; 42° & 43° Vict., c. 76;  
43° Vict., c. 19; 46° & 47° Vict., cc. 28 & 30; 49° Vict., c. 23 and 53 & 54 Vict., cc. 62, 63 & 64.)



A 5/-  
Companies'  
Registration  
Fee Stamp  
must be  
impressed  
here.

NOTICE of CONSOLIDATION, DIVISION, or CONVERSION into STOCK of  
SHARES, specifying the SHARES so Consolidated, Divided, or Converted into Stock, of the

Christian Herald

COMPANY, LIMITED.

*Pursuant to Section 28 of the Companies' Act, 1862.*

This Notice is to be signed by a Director, Manager, Secretary, or other authorized Officer of the  
Company (see page 3).

Presented for Filing

by James B. Somerville

H. P. Lincolnson Son & Co.

135 London W.C.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The *Christian Herald*

COMPANY, LIMITED,

hereby gives you notice in accordance with "The Companies' Act, 1862," that\*

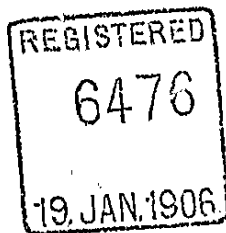
~~The 4000 Ordinary £10 Shares of this Company numbered 1 to 4000 have been converted into 4000 Deferred Ordinary £10 Shares numbered 1 to 4000 and the 1000 Ordinary £10 Shares of this Company numbered 4001 to 5000 have been consolidated and divided into 400 Preferred Ordinary Shares of £25 each numbered 1 to 400~~

Dated 9<sup>th</sup> day } Signature Michael Pager Baxter  
of 7 February 1900 } Officer Managing Director & Secretary

\* e.g. (In the case of Conversion into Stock) "the 10,000 Ordinary £5 Shares of this Company, numbered 1 to 10,000, have been converted into £50,000 Ordinary Stock." (In the case of Consolidation and Division) "the 1000 Preference £10 Shares of this Company, numbered 1 to 1000, have been Consolidated and Divided into 500 Preference Shares of £20 each, numbered 1 to 500."

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

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



(COPY.)



## SPECIAL RESOLUTION

(Pursuant to The Companies Acts)

OF THE

# "Christian Herald" Co., Ltd.,

Passed the 21st of Dec., 1905. Confirmed the 11th of Jan., 1906.

**A**T an Extraordinary General Meeting of the Members of the said Company duly convened and held at 6, Tudor Street, in the City of London, on the 21st of December, 1905, 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 11th of January, 1906, the following Special Resolution was duly confirmed:

"That the Directors have power to subscribe to charitable institutions or give donations or gifts for charitable purposes."

*W. H. Baxster*  
The Christian Herald  
Company, Ltd.

*W. H. Baxster*  
The Christian Herald  
Company, Ltd.

*W. H. Baxster*, Secretary

*W. H. Baxster*

120

*W. H. Baxster*

27977  
Form No. 10.

# COMPANIES (CONSOLIDATION) ACT, 1908

COMPANY LIMITED BY SHARES.

(COPY)



## Special Resolution

OF THE

## CHRISTIAN HERALD COMPANY LIMITED.

REGISTERED  
90336  
6 AUG 1910

Passed July 9th, 1910. Confirmed July 26th, 1910.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at No. 6, Tudor Street, London, E.C., in the County of Middlesex, on the 9th day of July, 1910, 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 26th day of July, 1910, the following Special Resolution was duly confirmed

Be it and it is hereby resolved that the manner in which the share capital of the "Christian Herald" Company Limited is divided at the time of passing this resolution be altered so that instead of being £75,000 divided into 2,500 Deferred ordinary shares of £10 each 1,000 Preferred ordinary shares of £25 each and 1,000 Preference shares of £25 each it shall consist of £75,000 divided into 500 Deferred ordinary shares of £10 each 1,800 Preferred ordinary shares of £25 each and 1,000 Preference shares of £25 each and that such alteration shall be effected by the consolidation and conversion of the 1,440 Deferred ordinary shares of £10 each numbered respectively from 710 to 2,149 inclusive of which Elizabeth Baxter and Michael Paget Baxter are joint registered holders the 440 Deferred ordinary shares of £10 each numbered respectively from 158 to 597 inclusive of which the said Elizabeth Baxter is registered holder and the 120 Deferred ordinary shares of £10 each numbered respectively from 3 to 127 inclusive of which the said Elizabeth Baxter and Michael Paget Baxter (Junior) as survivors of themselves and the late Michael Paget Baxter (Senior) are registered holders into (a) 576 Preferred ordinary shares (b) 176 Preferred ordinary shares and (c) 48 Preferred ordinary shares respectively each of £25 and numbered respectively 1,601 to 1,576 inclusive 1,577 to 1,752 inclusive and 1,753 to 1,800 inclusive. And be it further resolved that all the said 576 176 and 48 Preferred ordinary shares of £25 each shall have similar rights to those declared in favour of Preferred ordinary shares by the special Resolution of the Company passed on the 25th day of July 1899 and confirmed on the 10th day of August 1899 and shall be subject to similar conditions so that all the Preferred ordinary shares of the Company whether created by the said Resolution passed and confirmed in the year 1899 or by the special Resolution of the Company passed on the 4th day of March 1901 and confirmed on the 19th day of March 1901 or by this Resolution shall rank equally and be entitled to the preferences over the deferred ordinary shares expressed in the said special Resolution passed and confirmed in the year 1899 and be alike subject to the right of purchase thereby conferred upon the predominant holder or holders of the deferred ordinary share capital of the Company and so that for the purpose of this Resolution the said deferred ordinary share capital shall be the deferred ordinary share capital for the time being.

Signature Michael Paget Baxter

Officer Director

37  
Filed by Faithfull & Dewey  
14 Broad Street



## COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES.

(CO. Y)

## Special Resolution

OF THE

CHRISTIAN HERALD  
COMPANY LIMITED.

Passed August 20th, 1910. Confirmed September 5th, 1910.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at No. 6, Tudor Street, London, E.C., in the County of Middlesex, on Saturday, the 20th day of August, 1910, 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 Monday, the 5th day of September, 1910, the following Special Resolution was duly confirmed:

1. Whenever any Deferred Ordinary Shares of the Company are registered in the names of two or more persons as joint holders thereof, each of such persons shall be entitled to receive notices of, and to attend and vote at, all general meetings of the Company, and shall be entitled upon any poll to vote either in person or by proxy in respect of such a number of the Deferred Ordinary Shares so registered as he or she would take if all such Deferred Ordinary Shares were distributed equally between the persons in whose names the same are so registered, neglecting fractions of shares, and the Company's Articles of Association shall be read as altered so far as necessary for giving effect to this provision.

2. No secretary or other officer or employee of the Company shall receive any salary or other remuneration from the Company at a higher rate than the rate of £500 per annum, except pursuant to a special resolution of the Company; but the Manager or Managing Director may receive any sum voted by the Directors not exceeding £1,000 per annum.

3. That so long as Michael Paget Baxter shall hold either alone or jointly with any other person or persons not less than 100 Ordinary Shares of the Company, no person shall be eligible as Director of the Company or (if elected) competent to act as Director unless the said Michael Paget Baxter shall have consented to his appointment.

REGISTERED  
1912  
SEP 1910

Presented for filing

By J. Robertson

6 Tudor St

FOR THE CHRISTIAN HERALD COMPANY, LIMITED.

John Crabb

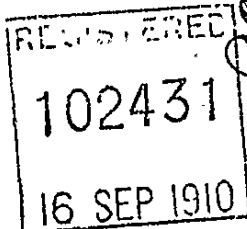
ACTING SECRETARY.

14 SEP 1910

## COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES.

(COPY)



# Special Resolution

OF THE

## CHRISTIAN HERALD

### COMPANY LIMITED.



2157

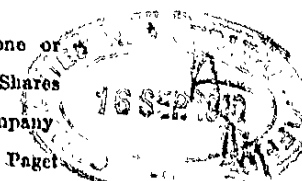
Passed August 20th, 1910. Confirmed September 5th, 1910.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at No. 6, Tudor Street, London, E.C., in the County of Middlesex, on Saturday, the 20th day of August, 1910, 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 Monday, the 5th day of September, 1910, the following **Special Resolution** was duly confirmed

1. Whenever any Deferred Ordinary Shares of the Company are registered in the names of two or more persons as joint holders thereof, each of such persons shall be entitled to receive notices of, and to attend and vote at, all general meetings of the Company, and shall be entitled upon any poll to vote either in person or by proxy in respect of such a number of the Deferred Ordinary Shares so registered as he or she would take if all such Deferred Ordinary Shares were distributed equally between the persons in whose names the same are so registered, neglecting fractions of shares, and the Company's Articles of Association shall be read as altered so far as necessary for giving effect to this provision.

2. No secretary or other officer or employee of the Company shall receive any salary or other remuneration from the Company at a higher rate than the rate of £500 per annum, except pursuant to a special resolution of the Company; but the Manager or Managing Director may receive any sum voted by the Directors not exceeding £1,000 per annum.

3. That so long as Michael Paget Baxter shall hold either alone or jointly with any other person or persons not less than 100 Ordinary Shares of the Company, no person shall be eligible as Director of the Company or (if elected) competent to act as Director unless the said Michael Paget Baxter shall have in writing consented to his appointment.



*For the Board*  
*Michael Paget Baxter*  
*Director*

# Special Resolutions

(Pursuant to The Companies [Consolidation] Act 1908 Section 69)

OF THE

## "CHRISTIAN HERALD" COMPANY Limited.

Passed December 22nd 1911. / Confirmed January 11th 1912.

At an Extraordinary General Meeting of the above-named Company duly convened and held at the "Christian Herald" Office 6 Tudor Street London E.C. on Friday December 22 1911; the following SPECIAL RESOLUTIONS were 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 Thursday January 11 1912 the following Special Resolutions were duly confirmed that is to say:—

(1) That the Articles of Association of the Company be altered as follows:

(i.) By substituting the words "capable of being conferred by Section 79 of the Companies Consolidation Act 1908" for the words and figures "of the Companies Acts 1864" in clause 2.

(ii.) By substituting in clause 5 the words "Section 88 of the Companies Consolidation Act 1908" for the words "the Companies Act 1867."

(iii.) By substituting in paragraph (b) of clause 78 the words "Editor Manager Departmental Manager" for the word "Director."

(iv.) By inserting immediately after clause 78 the two clauses following that is to say:

78a A Director may accept and hold any other office in conjunction with his directorship and on such terms as to tenure of office duties powers and remuneration as the directors may arrange subject however to the limit imposed by paragraph 2 of the Special Resolution passed on the 20th August 1910 and confirmed on the 5th September 1910 as modified by paragraph vi. of this Resolution.

78b If any Director (not being a Manager or Managing Director in receipt of remuneration in that capacity) by arrangement with the Directors shall perform any special or extra services whether in devoting special time or attention to the business of the Company or any section or part thereof or making any journeys on behalf of the Company or making any special enquiries or investigations on its behalf or otherwise the Company shall give to such Director special remuneration for such services and it shall rest with the Directors to fix such special remuneration subject to the limit aforesaid and subject to confirmation by the Company at the next ensuing General Meeting and the decision of the Directors as to whether any services are or are not special within this clause shall be conclusive.

(v.) By inserting in Clause 53 after the word "Dividends" the words "fixing or confirming the remuneration of Directors and Auditors."

(vi.) By increasing in paragraph 2 of the said Special Resolution passed on August 20th 1910 and confirmed on September 5th 1910 the figures firstly mentioned by £20 and by adding at the end of the paragraph the words "exclusive of expenses for which the Directors shall allow £400 per annum until such latter amount shall be altered or modified by the Company in General Meeting."

(vii.) By adding in paragraph 3 of the same Special Resolution at the end of the paragraph the words "or re-appointment."

(2) All payments heretofore made by the Company which might have been validly and properly made if the foregoing Articles 78a and 78b had been originally inserted in the Company's Articles of Association are hereby ratified and confirmed.

and

(3) That the Share Capital of the Company be altered by subdividing the 500 Deferred Ordinary Shares numbered 1 to 500 inclusive into 5,000 Deferred Ordinary Shares of £1 each numbered 1 to 5,000 inclusive.

Dated this 12th day of January 1912.

REGISTERED

10007

23 JAN 1912

THE COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES.

(COPY)

# Special Resolution

(Pursuant to The Companies [Consolidation] Act, 1908, Section 69)

OF THE

## "Christian Herald" Company, Limited.

Passed May 23rd, 1918.

Confirmed June 17th, 1918.

At an EXTRAORDINARY GENERAL MEETING of the "Christian Herald" Company, Limited, held at No. 6, Tudor Street, Temple, in the City of London, on Monday, the Seventeenth day of June, 1918, at Eleven o'clock in the forenoon, the subjoined Resolution, which was duly passed as an Extraordinary Resolution at the Extraordinary General Meeting of the Company held on the Twenty-third day of May, 1918, was duly confirmed as a Special Resolution, that is to say:—

That the rights annexed by the Company's regulations to the Preference and Preferred Ordinary Shares of the Company be modified in manner following—viz.:

(a) The payment of dividend upon Preference and Preferred Ordinary Shares of the Company in respect of the years ending 30th June 1915 1916 1917 and half of the dividend for the year ending 30th June 1918 shall be postponed until not later than the expiration of the first complete financial year after the declaration of peace between Great Britain and the German Empire and until payment of the dividend so postponed each holder of Preference Shares shall be entitled to receive out of the profits of the Company in each year remaining after payment of the dividend for the year upon the Preference Shares of the Company interest for the year at the rate of £5 per cent. per annum upon the gross amount of the postponed dividend for the time being outstanding upon the Preference Shares held by him and each holder of Preferred Ordinary Shares shall be entitled to receive out of the profits of the Company in each year remaining after payment of the dividend for the year upon the Preference or Preferred Ordinary Shares of the Company and the interest so payable as aforesaid to the holders of the Preference Shares of the Company interest for the year at the rate of £5 per cent per annum upon the gross amount of the postponed dividend for the time being outstanding upon the Preferred Ordinary Shares held by him.

(b) Subject to payment of the interest mentioned in paragraph (a) of this resolution the profits of the Company during the postponement of dividend provided for by the same paragraph shall be applicable as if such dividend had been paid in due course.

Dated the 17th day of June 1918.

By Order

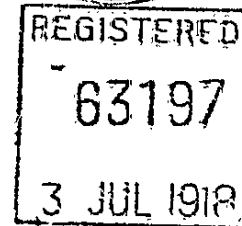
*John Crabb*  
Secretary.

Filed by

*Mauden Burnett & Pavy*  
11 Henrietta Street

3rd July 1918

*Cecil & Co.*  
Solicitors





THE COMPANIES (CONSOLIDATION) ACT, 1908.

REGISTERED

63195

3 JUL 1918

COMPANY LIMITED BY SHARES.

(COPY)



# Special Resolution

(Pursuant to The Companies [Consolidation] Act, 1908, Section 69)

OF THE

## "Christian Herald" Company, Limited.

Passed May 7th, 1918.

Confirmed May 23rd, 1918.

At an EXTRAORDINARY GENERAL MEETING of the "Christian Herald" Company, Limited, held at No. 6, Tudor Street, Temple, in the City of London, on Thursday, the Twenty-third day of May, 1918, at Eleven o'clock in the forenoon, the subjoined resolutions Nos. I. II. III., which were duly passed as Extraordinary Resolutions at the Extraordinary General Meeting of the Company held on the Seventh day of May, 1918, were duly confirmed as Special Resolutions, that is to say:—

I.

That for the purposes only of voting for or against a resolution in the terms set out in the schedule hereto at any meeting of the Company at which such resolution shall be proposed as an extraordinary resolution with a view to its subsequent confirmation as a special resolution or at which such resolution shall be proposed for confirmation as a special resolution after having been duly passed as an extraordinary resolution each Preference share and each Preferred Ordinary share of the Company confer upon the holder thereof the like rights of voting whether upon a show of hands or upon a poll and either in person or by proxy as are conferred by each Deferred Ordinary share upon the holders thereof.

II.

That notwithstanding the special resolution No. 2 passed on the 20th August 1910 and confirmed on the 5th September 1910 the Manager or Managing Director of the Company may receive as from the 1st January 1916 remuneration by way of salary at such a varying rate as after deduction therefrom of the income tax from time to time payable in respect thereof will leave a net sum at the rate of £1,400 per annum and that notwithstanding the above-mentioned Special Resolution and clause 6 of Special Resolution No. 1 passed on the 22nd December 1911 and confirmed on the 11th January 1912 the Secretary or any other officer or employee of the Company may as from the 1st January 1918 receive remuneration by way of salary at such a varying rate as after deduction therefrom of the income tax from time to time payable in respect thereof will leave a net sum at the rate of £520 per annum and may in addition thereto receive remuneration at a reasonable rate for his or her own contributions to the columns of the "Christian Herald."

III.

That clause vi. of the Special Resolution No. 1 passed on the 22nd December 1911 and confirmed on the 11th January 1912 be amended and take effect as from the 1st January 1916 as if the sum of £650 had been inserted therein in the place of the sum of £400 as the amount to be allowed by the Directors for expenses.

### THE SCHEDULE.

That the rights annexed by the Company's regulations to the Preference and Preferred Ordinary Shares of the Company may be modified in manner following—viz.:

(a) The payment of dividend upon Preference and Preferred Ordinary Shares of the Company in respect of the years ending 30th June 1915 1916 1917 and half of the dividend for the year ending 30th June 1918 shall be postponed until not later than the expiration of the first complete financial year after the declaration of peace between Great Britain and the German Empire and until payment of the dividend so postponed each holder of Preference Shares shall be entitled to receive out of the profits of the Company in each year remaining after payment of the dividend for the year upon the Preference Shares of the Company interest for the year at the rate of £5 per cent. per annum upon the gross amount of the postponed dividend for the time being outstanding upon the Preference Shares held by him and each holder of Preferred Ordinary Shares shall be entitled to receive out of the profits of the Company in each year remaining after payment of the dividend for the year upon the Preference or Preferred Ordinary Shares of the Company and the interest so payable as aforesaid to the holders of the Preference Shares of the Company interest for the year at the rate of £5 per cent. per annum upon the gross amount of the postponed dividend for the time being outstanding upon the Preferred Ordinary Shares held by him.

(b) Subject to payment of the interest mentioned in paragraph (a) of this resolution the profits of the Company during the postponement of dividend provided for by the same paragraph shall be applicable as if such dividend had been paid in due course.

Dated the 23rd day of May 1918.

By Order

Filed by  
Mauden Bennett Day  
11 Henrietta Street  
3rd July 1918  
Cambridge Square  
Solicitors

John Crabb  
Secretary

THE COMPANIES (CONSOLIDATION) ACT, 1908.



COMPANY LIMITED BY SHARES.

(COPY)

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# Special Resolutions

[Pursuant to The Companies (Consolidation) Act 1908, Section 69]

OF THE

## "Christian Herald" Company, Limited.

Passed November 29th, 1923.

Confirmed December 14th, 1923.

At an EXTRAORDINARY GENERAL MEETING of the "CHRISTIAN HERALD" COMPANY, LIMITED, held at No. 6, Tudor Street, Temple, in the City of London, on Friday, the Fourteenth day of December, 1923, at 2 o'clock in the afternoon, the subjoined **Resolutions** which were duly passed as **Extraordinary Resolutions** at the Extraordinary General Meeting of the Company held on Thursday, the 29th day of November, 1923, were duly confirmed as **Special Resolutions**; that is to say:—

That the Articles of Association of the Company be altered as follows:—

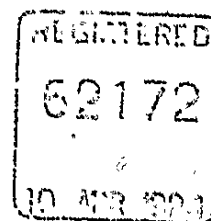
1. (i.) By inserting in Clause 24 before the words "as hereinafter provided" the words "in the case of a Deferred Ordinary Share."
- (ii.) By substituting in Clauses 26, 27, 28, 29 and 30 for the word "share" wherever the same occurs the words "Deferred Ordinary Share."
2. That all Transfers of Shares heretofore made be confirmed.

Dated this 17th day of December, 1923.

John Crabb

Secretary.

By ORDER.



143

093743/1



THE CHRISTIAN HERALD COMPANY LIMITED ✓

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company duly convened and held on the 12th day of  
December 1979 the following Resolution was duly passed  
as a SPECIAL RESOLUTION, namely:- ✓

"That with the consent of the  
Department of Trade the name of  
the Company be changed to South  
Wharf Investments (Portslade)  
Limited" ✓



*Rose E. Sheehan*..... ✓

Chairman





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**COPY**

No. 27970

141

I hereby certify that

**THE CHRISTIAN HERALD COMPANY LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**SOUTH WHARF INVESTMENTS (PORTSLADE) LIMITED**

Given under my hand at Cardiff the **28TH JANUARY 1980**

**E. A. WILSON**



Assistant Registrar of Companies

Number of } 27970 / 44  
Company }

*The Companies Acts 1948 to 1976*

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

South Wharf Investments (Portslade)

LIMITED

Passed 16th December, 1981.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at  
South Wharf, Aldrington Basin, Portslade, Brighton,  
Sussex BN4 1WP

on the 16th day of December, 1981, the subjoined  
SPECIAL RESOLUTION duly passed, viz.:—

### RESOLUTION

"That in regulation 43 of the Articles of Association the figure of £35,000 shall be deleted and there shall be substituted therefore the figure of £300,000."

Signature .....

DIRECTOR

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

Oyez Publishing Limited, Norwich House, 11/13 Norwich Street,  
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Limited.

Companies 7

F24583 10/78  
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