

# THE STAMP ACT, 1891.

(54 & 55 Vict., Ch. 39.)



COMPANY LIMITED BY SHARES.

REGISTERED

26484

13 OCT 1892

## Statement of the Nominal Capital

of *W. C. Ware and Sons*

*Company, Limited,*

*pursuant to Section 112 of The Stamp Act, 1891.*

*NOTE.—The Stamp Duty on the Nominal Capital is Two Shillings for every £100 or fraction of £100.—See last page of this form.*

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

**JORDAN & SONS,**

**Registration Agents, Printers, and Stationers,**

**120, CHANCERY LANE, LONDON, W.C.**

*Entered for filing by*



# THE NOMINAL CAPITAL

of the W. C. Ware and Sons Limited

Company, Limited,

is £ 5000, divided into 5000

Shares of one pound each.

Signature

Wm. J. Ware

364 & 371 Brighton Road S.W.

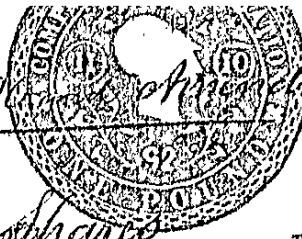
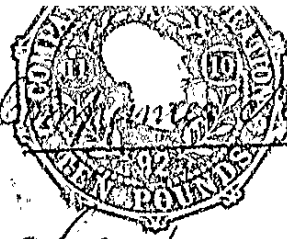
Officer

Solicitors to the said proposed  
Company

Dated the 7th day of

October 1892

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



*Company Limited by shares*



MEMORANDUM OF ASSOCIATION  
OF  
W. C. WARE AND SONS,  
LIMITED.

REGISTERED  
26 85  
13 OCT 1892

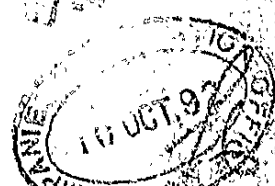
1. The name of the Company is W. C. WARE & SONS, LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—

(a) To undertake and carry on as successors to W. C. Ware and C. W. Ware, the trade and business carried on by them in partnership together, under the name or style of W. C. Ware & Son.

(b) To acquire, by purchase or otherwise, the goodwill of the said trade or business, and the property and rights of or belonging to or in connection with such trade or business.

(c) To make binding upon the Company and the said W. C. Ware and C. W. Ware, with or without variation, all arrangements which, in contemplation of the formation of the Company, were intended by them to be made binding upon themselves and the Company when formed respectively, touching or relating to the acquisition by the Company of the said business and the goodwill thereof, property and rights, and the carrying on of the said business by the Company, and in particular to adopt and carry into effect, either with or without modification, an Agreement made the 22nd day of September, 1892, between the said W. C. Ware and C. W. Ware, of the one part, and Albert Ware, on behalf of the Company, of the other part, a copy whereof has, for the purpose of identification, been endorsed with the signatures of the said W. C. Ware and C. W. Ware, two of the subscribers hereto.

(d) To carry on the businesses of timber and wood merchants generally, importers, exporters, and growers, brokers, ship brokers, commission merchants, and agents in the United Kingdom, and in any part of the world, and to establish depots, wharves, saw mills, stores, docks, piers, landing stages, and to adopt and



establish any plant, ways, machinery, rolling-stock, or otherwise, for the carriage of goods, and to advance money by way of loan upon wood, timber (either in a growing state or otherwise), or other merchandise, or upon or against bills of lading, policies of insurance, dock warrants, warehouse keepers' certificates, or other documents of title representing the same, and generally to carry on the said businesses in all branches, or any business of a character similar or analogous thereto, or any other businesses or any other works or acts which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(e) To fell, saw, plane, cut and dress timber, manufacture all articles made or principally made of timber or wood; acquire, construct, work and use, saw-mills or other mills or machinery, for the purpose of, or in connection with, any such manufacture, and do all things necessary or expedient for the purpose of rendering merchantable, and turning to account, the timber and other resources of any property owned or occupied by the Company.

(f) To acquire, by purchase or otherwise, any patent rights or other exclusive privileges, either in Great Britain or elsewhere, for the making, using, exercising, or vending of any inventions, and to sell the same or grant licenses to any person or company to work the same.

(g) To acquire for any of the purposes of the Company, by purchase, lease, concession, grant, license, or otherwise, such lands, buildings, and other property in the United Kingdom, or in any part of the world, or any rights, privileges or easements, as may from time to time be deemed necessary for carrying on the said business, and to build and erect such buildings, structures, and like things as may be deemed necessary for the purposes of the Company or any of them, and to hold any property whatsoever, either in the United Kingdom or abroad, and to sell, lease, mortgage, or otherwise dispose of the same, or any other property of the Company.

(h) To enter into any arrangements with any government or authority at home or abroad that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with the same, and to sell and dispose of all or any of them.

(i) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any firm, person, or company carrying on, or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(j) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or firm, or of any other company carrying on any business of a character similar to or auxiliary, ancillary, or in any way connected with any business which the Company is authorised to carry on, and in the case of any company to amalgamate therewith.

(k) To sell the undertaking, property, book debts and assets of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares whether fully paid up or not, debentures, or securities of any other company having objects altogether or in part similar to those of this Company, and either on terms that such shares, debentures or securities be distributed in specie amongst the Members or otherwise.

(l) To acquire, by original subscription or otherwise, and to hold and sell or otherwise dispose of shares, whether fully paid up or not, stock, debentures or debenture stock of any company carrying on, or formed for the purpose of carrying on, any trade or business within the objects of the Company, or relative thereto.

(m) To borrow or raise money by the issue of, or upon debentures, bills of exchange, promissory notes, bonds or other obligations or securities, or by mortgage or charge of all or any part of the property of the Company or of its uncalled capital, or in such other manner as may be deemed necessary, and to accept money on deposit at interest or otherwise, and to lend money, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons.

(n) To procure the Company to be registered or recognised in any foreign country or place.

(o) To acquire by purchase, charter, hire, building, or otherwise, steam or other ships or vessels, or shares therein, and equip the same, and to employ the same in the conveyance of merchandise, for the Company or for others, and to fill up or load independently with or carry passengers, mails, goods, plant, munitions of war, produce, or other property or effects.

(p) To promote any other company and subscribe for shares, stock, or debentures thereof, for the purpose of its acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to amalgamate with any other company, and to subscribe for stock, shares, or debentures therein, and to re-sell.

(q) To remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other securities of the Company.

(r) To make, accept, indorse, and execute promissory notes, bills of exchange, and any other negotiable instruments.

(s) To distribute any of the property of the Company among the Members in specie.

(t) To form, at the discretion of the Directors, and contribute to, at the like discretion, charitable or benevolent institutions for the benefit of the workmen employed by the said Company, their wives, families and relations, and to distribute amongst the said workmen as bonus or gratuities any portion of the net profits distributable as dividends of the Company, not exceeding 10 per cent of such profits in any one year.

(u) To increase the capital of the Company by the issue of ordinary, deferred preferred, or guaranteed shares at par, premium, discount, or otherwise, or to reduce the capital.

(v) To invest the moneys of the Company upon such securities as may from time to time be determined.

(w) To sell, surrender, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company.

(x) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

(y) To do all such other things as are incidental or conducive to the attainment of the objects before-mentioned, and so that the <sup>objects</sup>~~objects~~ specified in each paragraph of this clause shall be in no wise limited by reference to any other paragraph.

(z) And it is hereby declared that the word "Company" in this memorandum except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether corporated or not, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Capital of the Company is £50,00<sup>0</sup> divided into 50,000 Shares of £1 each.

of Trade,

use only on letter packets not exceeding 10" X 5" in size.

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 names:—

Names, Addresses and Descriptions of Subscriptions.	No. of Shares taken by each Subscriber.
1. <i>William Charles Ware Lambeth Finches Yard Loaves Remington Lane London Finches Merchant</i>	<i>One</i>
2. <i>Charles William Ware, Lambeth Finches Yard, Loaves Remington Lane, London. Finches Merchant.</i>	<i>One</i>
3. <i>Albert Ware, "Woodlands" Bromshire Rd Merton Surrey. Clerk.</i>	<i>One.</i>
4. <i>William Charles Ware Junior, Tauxhall Road Wicks Upper Kennington Lane London. Engineer.</i>	<i>One.</i>
5. <i>Sydney Edward Ware, Woodlands Bromshire Road, Merton, Surrey. Clerk</i>	<i>One.</i>
6. <i>Harriette Clara Ware Manor Lodge Gleneagle Rd, Streatham Married Lady.</i>	<i>one.</i>
7. <i>Emily Ware Woodlands Bromshire Road Merton Surrey Married Lady</i>	<i>one</i>

Dated the 20<sup>th</sup> day of September, 1892.

Witness to the above signatures of

*William Charles Ware,  
Charles William Ware  
Albert Ware William  
Charles Ware Junior, Sydney Edward  
Ware and Harriette Clara Ware.*

*R. H. Finckh  
369 to 371, Piccadilly Road S.W.  
Solicitor*

Witness to the signature of

*Emily Ware  
J. F. Partridge  
24 Nelson St Rotherham Congregational Minister*

*The Companies Act 1862 and amendments*

*57th 10th 1892*  
*Company limited by Shares*

REGISTERED

18486

13 OCT 1892

# Articles of Association OF W. C. WARE & SONS, LIMITED.

*Registered with Memorandum of Association.*

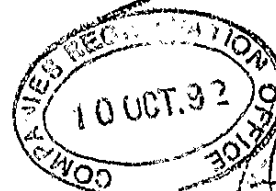
## CONSTITUTION.

1. W. C. WARE & SONS, LIMITED, is established as a Company limited by shares in accordance with and subject to the provisions of the Companies' Acts, 1862 to 1890, and amendments. None of the regulations contained in the table marked "A" in the first schedule to the first-mentioned Act shall be applicable to the Company.

## INTERPRETATION.

2. In the construction of these Articles generally, unless repugnant to the context, the singular shall include the plural and the masculine the feminine, and *vice versa*; words importing persons shall include corporations; and writing shall include printing, lithography and other usual substitutes for writing. The following words and expressions shall have the several meanings hereby assigned to them, unless there be something in the subject matter or context repugnant thereto, that is to say:

- "The Office" means the registered office for the time being of the Company;
- "The Register" means the register of Members to be kept pursuant to Section 25 of the Companies' Act, 1862;
- "Month" means calendar month;
- "In Writing" means written or printed or partly written and partly printed;
- "The Seal" means the common seal of the Company;
- "The Directors" means the Directors for the time being;
- "Special Resolution" and "Extraordinary Resolution" have the meanings assigned thereto respectively by the Companies' Act, 1862.





**PRELIMINARY.**

3. The Directors shall not employ the funds of the Company, or any part thereof, in the purchase of shares of the Company.
4. The business of the Company may be commenced as soon after the incorporation of the Company as the Directors in their absolute discretion shall think fit, and notwithstanding that part only of the shares may have been taken.
5. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and either at a discount premium, or otherwise, and at such times as the Directors think fit.
6. If by the conditions of allotment of any share the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the holder of the share.
7. Joint holders of shares shall be severally as well as jointly liable for all instalments and calls in respect to the shares.
8. In the case of the death of any one or more joint registered holders of any shares, the survivors of them shall be the only persons recognised by the Company as having any title to or interest in such shares.
9. The Company may exercise the powers given by the Companies' Seals Act, 1864, and by the Companies' (Colonial Registers) Act, 1883

**CERTIFICATES.**

10. The certificates of titles to shares shall be issued under the Seal of the Company, and signed in such manner as the Directors shall prescribe.
11. Every member shall be entitled to one certificate for all the shares registered in his name, or to several certificates each for a part of such shares.
12. If any certificate be worn out or defaced then upon production thereof to the Directors, they may order the same to be cancelled, and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.
13. Such sum (if any), not exceeding one shilling, as the Directors may determine, shall be paid to the Company for every certificate issued.
14. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the register in respect thereof.

### CALLS.

15. The Directors may from time to time make such calls as they think fit upon the Members in respect of all moneys unpaid on the shares held by them, and not by the conditions of allotment thereof, made payable at fixed times, and each Member shall pay the amount of every call so made to him to the persons and at the time and at the place appointed by the Directors. A call may be made either in one sum or by two or more instalments.

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

17. Three months notice at the least of any call shall be given specifying the time and place of payment, and to whom such call shall be paid.

18. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalments shall be due, shall pay interest for the same at the rate of £5 per cent. per annum from the day appointed for payment thereof to the time of the actual payment; but the Directors may where they think fit, remit altogether or in any part any sum becoming payable for interest under this clause.

19. The Directors may receive from any Member willing to advance the same, and upon such terms and conditions as they shall think fit, all or any parts of the moneys due upon the shares held by such Member beyond the sums paid up or payable thereon, and in particular such moneys may be received upon the terms that interest shall be paid thereon, or on so much thereof as for the time being exceeds the amount called up.

### TRANSFER AND TRANSMISSION OF SHARES.

20. The instrument of transfer of any shares shall be signed by both the Transferor and the Transferee, and the Transferor shall be deemed to remain a holder of the shares until the name of the Transferee is entered in the register in respect thereof.

21. Shares fully paid up shall be transferable and may be transferred by any usual common form of instrument of transfer.

22. The Directors may, in their absolute discretion, refuse to register any transfer of shares not fully paid up, or any transfer of shares made by a Member who is indebted to the Company, or shares upon which the Company has a lien.

23. Every instrument of transfer shall be delivered to the Company for registration accompanied by the certificate of the shares to be transferred, and such other evidence as the Directors may require to prove the title of the Transferor or his right to transfer the shares.

24. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.

25. A fee of 2s. 6d., or such smaller sum as the Directors may determine, may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

26. The executors or administrators of a deceased Member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such Member.

27. Any guardian of an infant Member and any Committee of a lunatic Member, and any person becoming entitled to shares in consequence of the death or bankruptcy of any Member, or otherwise by operation of law, upon producing such evidence of the character in respect of which he proposes to act under this clause or of his title as the Directors think sufficient, may with the consent of the Directors, which they shall be under no obligation to give, in either case be registered himself as a Member in respect of such shares or (subject to the regulations as to transfer hereinbefore contained) may transfer the same to some other person.

#### FORFEITURE OF SHARES.

28. If any Member fail to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may at any time thereafter during such time as the call or instalments remains unpaid, serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

29. The notice shall name a day (not being less than 14 days from the date of notice) and a place or places on and at which such call or instalment, and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or the instalment is payable will be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect.

31. Any shares so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.

32. Any Member whose shares have been forfeited shall, notwithstanding, be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest from the time of forfeiture until payment at the rate of £5 per cent. per annum, and the Directors shall enforce the payment of such moneys or any part thereof if they think fit, but shall not be under any obligation so to do.

33. The Directors may at any time before any share so forfeited shall have been sold, re-allotted, or otherwise disposed of annul the forfeiture thereof upon such conditions as they think fit.

#### LIEN ON SHARES.

34. The Company shall have a first and paramount lien upon all the shares registered in the name of each Member (whether solely or jointly with others) for his debts, liabilities, and engagements solely or jointly with any other person to or with the Company, whether the period for the payment or discharge thereof shall have actually arrived or not. And such lien shall extend to all dividends declared on such shares.

35. For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made until the period for payment or discharge thereof shall have arrived, and until notice in writing of the intention to sell shall have been served on such Member, his executors or administrators, and default shall have been made by him or them in the payment, fulfilment or discharge of such debts, liabilities or engagements for seven days after such notice.

36. The net proceeds of any such sale shall be applied in or towards satisfaction of the debts, liabilities or engagements of such Member to the Company, and the residue (if any) paid to such Member or his executors administrators or assigns.

37. Upon any sale under the 31st or 35th Article hereof, the Directors may cause the purchaser's name to be entered in the Register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or the application of the purchase-money, and after his name has been entered in the Register in respect of such shares the sale shall not, as against him, be impeached by the former holder of the shares or any other person.

#### SHARE WARRANTS TO BEARER.

38. The Company with respect to fully paid-up shares may issue warrants (hereinafter called "Share Warrants") stating that the bearer is entitled to the shares therein specified and may provide by coupons or otherwise for the payment of future dividends on the shares or stock included in such warrants.

39. The Directors may determine and from time to time vary the conditions upon which share warrants shall be issued, and in particular upon which a new share warrant or coupon will be issued, in the place of one worn out, defaced, lost, or destroyed, upon which the bearer of a share warrant shall be entitled to attend and vote at General Meetings, upon which dividends will be paid, and upon which a share warrant may be surrendered, and the name of the holder entered in the Register in respect of the shares or stock therein specified. Subject to such conditions, and to these presents, the bearer of a share warrant shall continue to be a Member of the Company to the full extent. The bearer of a share warrant shall be subject to such conditions, whether made before or after the issue of such share warrant.

**CONVERSION OF SHARES INTO STOCK.**

40. The Company (in General Meeting) may convert any fully paid-up shares into stock. When any shares have been converted into stock the several holders of such stock may thenceforth transfer their respective interests, therein or any part of such interests in the manner and subject to the regulations hereinbefore provided with respect to shares. Provided always that the Board may from time to time if they think fit fix the minimum amount of stock transferable and direct that fractions of a pound shall not be dealt with, but with power at their discretion to waive such rules in any particular case.

41. The stock shall confer on the holders thereof respectively the same privileges and advantages for the purposes of voting at meetings of the Company, and as regards participation in profits 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 stock as would not if existing in shares have conferred such privileges or advantages. No preference or other special privilege shall be effected by any such conversion. All provisions of these articles with regard to shares shall, where not inconsistent with the context or subject matter, be applicable to stock into which any shares shall have been converted.

**INCREASE AND REDUCTION OF CAPITAL.**

42. The Company in General Meeting may from time to time increase the capital by the creation of new shares of such amount as may be deemed expedient.

43. The new shares shall be issued upon such terms and conditions, at such times and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine, and either at a premium, discount or otherwise, and in particular such shares may be issued, with a preferential or qualified right to dividends or in the distribution of assets of the Company, and with a special or without any right of voting.

44. The Company in General Meeting may, before the issue of any new shares, determine that the same or any of them shall be offered in the first instances to all the then Members in proportion to the amount of the capital held by them or make any other provisions as to the issue and allotment of the new shares, but in default of any such determination, or so far as the same shall not extend, the new shares may be disposed of by the Directors as if they were part of the shares in the original capital.

45. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

46. The Company may from time to time reduce the capital in any manner permitted by law, and may <sup>consolidate</sup> ~~consolidate~~ or subdivide any of the shares. Paid-up capital may be returned upon the footing that the amount may be called up again or otherwise.

47. The special resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have any preference over the others, and that the profits applicable to the payment of dividends thereon shall be applicable accordingly.

#### **BORROWING POWERS.**

48. The Directors may from time to time, at their discretion, borrow from the Directors or any of them or from any other person, firm, or Company, any sum or sums of money for the purposes of the Company.

49. The Directors may borrow such moneys on debentures, bills of exchange, promissory notes, bonds, or other obligations or securities, or on a mortgage or charge of all or any part of the property of the Company, or of its uncalled capital, or in such other manner as they may think expedient, and generally in such manner, and upon such terms and conditions, in all respects as they think fit.

50. Every debenture or other instrument issued by the Company for securing the payment of money may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures, bonds or other instruments or securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares or otherwise.

51. The Directors shall cause a proper Register to be kept, in accordance with Section 43 of the Companies' Act, 1862, of all mortgages and charges specifically affecting the property of the Company.

#### **GENERAL MEETINGS.**

52. The first General Meeting shall be held at such time, not being more than four months after the registration of the Memorandum of Association of the Company, and at such place as the Directors may determine.

53. 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 once in the year 1894, and in each subsequent year, at such time and place as may be determined by the Directors.

54. The General Meetings mentioned in the last preceding clause shall be called Ordinary General Meetings; all other Meetings of the Company shall be called Extraordinary General Meetings.

55. The Directors may whenever they think fit, and they shall upon a requisition made in writing by not less than ten Members holding not less than one-fifth of the nominal amount of the issued capital, convene an Extraordinary Meeting.

56. Any such requisition shall specify the object of the Meeting required, and shall be signed by the Members making the same and shall be delivered at the office.

57. In case the Directors for fourteen days after such deposit fail to convene an Extraordinary Meeting to be held within twenty-one days after the delivery of such requisition, the requisitionists may themselves convene a Meeting to be held within six weeks after such delivery.

58. Seven clear days' notice at the least of every General Meeting, Ordinary or Extraordinary, specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given by notice sent by post or otherwise served as hereinafter provided.

59. The accidental omission to give any such notice to any of the Members shall not invalidate any resolution passed at any such Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

60. The business of an Ordinary Meeting shall be to receive and consider the statement of income and expenditure, the balance sheet, the ordinary reports of the Directors and Auditors, to elect Directors and other officers in the place of those, if any, retiring by rotation or otherwise, to declare dividends and to transact any other business which under these Articles ought to be transacted at any Ordinary Meeting. All other business transacted at an Ordinary Meeting (and all business transacted at an Extraordinary Meeting) shall be deemed special.

61. Five Members personally present, qualified to vote, shall be a quorum for a General Meeting, and no business except the declaration of a dividend shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

62. The Chairman of the Directors, if any (and in his absence the Deputy-Chairman, if any), shall be entitled to take the chair at every General Meeting. If such officers have not been appointed, or if neither of them be present at a meeting within fifteen minutes after the time appointed for holding such meeting, the Directors present, or in default the Members present, shall choose a Director as Chairman, and if no Director be present, or if all the Directors present decline to preside, then the Members present shall choose one of their number to be Chairman.

63. If within half-an-hour from the time appointed for the Meeting a quorum is not present, the Meeting if convened upon such requisition as aforesaid shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present, those Members who are present shall be a quorum, and may transact the business for which the Meeting was called.

64. Every question submitted to a Meeting shall, unless unanimously decided, be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

65. At any General Meeting (unless a poll is demanded by at least five Members personally present, holding or entitled to vote in respect of at least one-tenth of the nominal amount of the Capital represented at the Meeting) a declaration by the Chairman that a resolution has been carried, or carried by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

66. If a poll is demanded as aforesaid it shall (subject to Article 69), be taken in such manner and at such time and place, and either immediately or after an interval or adjournment not exceeding seven days, as the Chairman of the Meeting directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

67. The Chairman of a General Meeting may, with the consent of the Meeting, adjourn the same from time to time and 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.

68. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

69. Any poll demanded upon any question of adjournment, or as to the election of a Chairman, shall be taken at the Meeting without adjournment.

#### VOTES OF MEMBERS.

70. Every Member shall have one vote for every ten shares held by him, and shall not be entitled to any vote in respect of any fraction of ten shares.

71. Any guardian or other person entitled under Article 27 to transfer any shares, may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the Meeting at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares, or that the Directors shall admit his right to vote thereat in respect of such shares.

72. Votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if such appointor is a corporation, under its Common Seal. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote.



73. 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. Any instrument appointing a proxy shall be in the following form:—

" I, \_\_\_\_\_ of \_\_\_\_\_  
 " \_\_\_\_\_ in the \_\_\_\_\_  
 " \_\_\_\_\_ being a Member of W. C. Ware and Sons, Limited, and entitled  
 " to \_\_\_\_\_ votes, hereby appoint  
 " \_\_\_\_\_ of \_\_\_\_\_  
 " or failing him, \_\_\_\_\_ of \_\_\_\_\_  
 " as my proxy, to vote for me and on my behalf at the Ordinary (or  
 " Extraordinary, *as the case may be*) General Meeting of the Company to be held  
 " on the \_\_\_\_\_ day of \_\_\_\_\_ 18\_\_\_\_ and at any adjournment thereof.  
 " As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 18\_\_\_\_  
 " Witness \_\_\_\_\_ "

74. In the case of joint owners of shares the Member whose name stands first on the Register of Members, and no other, shall be entitled to speak and vote in respect of such shares; Provided always that any one of them, if appointed to act and vote as proxy by the other or others of them, may act and vote in behalf of all of them; but the other or others of the joint owners shall in either case be entitled to be present though without speaking or voting.

75. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the appointment, unless notice in writing of the death or revocation shall have been received at the office of the Company twenty-four hours at the least before the Meeting.

76. No Member shall be entitled to be present or to vote on any question, either personally or by proxy, or as proxy for another Member, at any General Meeting, or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such Member, and no Member shall be entitled to be present or to vote in respect of any shares that he has acquired by transfer at any Meeting held after the expiration of three months from the registration of the Company, unless he has been possessed of the shares in respect of which he claims to vote for at least three months previously to the time fixed for holding the Meeting at which he proposes to vote, or (if such Meeting be an adjourned Meeting) the time originally fixed for holding the same.

#### DIRECTION AND MANAGEMENT.

77. There shall be a Board of Directors for the purposes of the Company, constituted in accordance with the Company's regulations, and the affairs of the Company shall be managed by the Directors pursuant and subject to such regulations.

78. No person shall be eligible or act as a Director unless he be a Member of the Company, nor unless he shall hold 250 shares at least; and no person shall be eligible to act as a Managing-Director unless he be a Member of the Company, nor unless he shall hold 1,000 shares at least.

79. Until otherwise determined by a General Meeting the number of Directors shall be not less than three nor exceed five.

80. William Charles Ware and Charles William Ware, shall be the first Directors of the Company, who shall have power to appoint any other persons to be Directors at any time before the Ordinary General Meeting to be held in the year 1894, but so that the total number of Directors shall not exceed the maximum number fixed as above.

81. At the Second Ordinary Meeting after the registration of the Company, and at the Ordinary Meeting in every subsequent year, the Director, if only one, and if more than one, then one of the Directors, other the Managing Directors shall retire from office. The Director to retire shall be the Director who has been longest in office since his last election, and as between Directors of equal seniority, the Director to retire shall, unless otherwise agreed, be selected by ballot. Any Director may, save as provided by contract with him to the contrary, at any time retire from office on giving notice in writing under his hand of his resignation, either by delivering such notice to the Secretary personally, or leaving it at the office of the Company. The Company may in General Meeting, save as provided by any contract to the contrary by a Special Resolution, remove any Director.

82. The office of Director shall be vacated:

(a.) If he be adjudicated bankrupt, or suspend payment, or compound with his creditors.

(b.) If he be found lunatic or become of unsound mind.

(c.) If he shall absent himself from the Meetings of the Directors during a period of six calendar months without special leave of absence from the Directors.

(d.) If he cease to hold the requisite number of shares to qualify him to act as a Director.

(e.) If by notice in writing to the Company he (not being bound by contract to the contrary) resigns his office.

83. Whenever there is a vacancy on the board of Directors, either original or occurring subsequently to the incorporation of the Company, the Company in General Meeting shall appoint a Director or Directors to fill such vacancy or vacancies, and prescribe his or their term of office, and until any such appointment shall have taken place, the vacancy in the office may be filled up by the Directors for the time being temporarily, but any person so appointed by the Directors shall retain office so long only as the vacating Director could have done. The Directors for the time being may act notwithstanding any vacancy in their body.

84. No person not being a retiring Director shall, unless recommended by the Directors for election, be eligible as a Director at any General Meeting, unless he, or some other member intending to propose him, has, at least seven clear days before the meeting, left at the office of the Company a notice in writing under his hand signifying the candidature for the office, or the intention of such member to make such proposal.

85. No Director shall be disqualified from his office by contracting with the Company, either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement entered into by, or on behalf of the Company with any company or partnership, of or in which any Director shall be a member or otherwise interested be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established, but excepting in relation to any contract between the said W. C. Ware and C. W. Ware and the Company in accordance with and to carry out their intentions with reference to its formation, no Director shall vote in respect of any such contract or arrangement, and the nature of his interest where it does not appear on the face of the Contract shall be disclosed by him at the meeting of the Directors at which the Contract or arrangement is determined on, if his interest then exists, or in any other case at the first meet of the Directors after the acquisition of his interest.

#### MANAGING DIRECTORS.

86. The Directors may from time to time appoint one or more of their body to be Managing Director or Directors of the Company, either for a fixed term or without any limitation as to the period for which he is to hold such office, and may, subject to any contract between him and the Company, from time to time remove or dismiss him from office and appoint another in his place; and if he cease to hold the office of Director from any cause he shall *ipso facto* and immediately cease to be a Managing Director.

87. The said William Charles Ware and Charles William Ware shall be the first Managing Directors of the Company, and upon the terms of the Contract of the 22nd day of September, 1892, mentioned in the Memorandum of Association. In the case of any vacancy in the office of Managing Directors, the Directors may either fill up the office by the appointment of some other of the Directors, or may discontinue such office, as they may think fit.

88. The remuneration of a Managing Director shall subject to any contract between him and the Company from time to time be fixed by the Directors, and may be by way of salary or commission, or participation in profits, or by any or all of these modes.

89. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

# PROCEEDINGS OF DIRECTORS.

90. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit, and may determine the quorum necessary for the transaction of business, and until otherwise determined two Directors shall be a quorum. A Director may, and the Secretary at the request of any Director shall, at any time summon a Meeting of the Directors. Questions arising at any Meeting of Directors shall be decided by a majority of votes of the Directors present, and in case of equality of votes the Chairman shall have a second or casting vote.

91. The Directors may elect a Chairman and Deputy-Chairman of their Meetings, and may determine the period for which such officers shall respectively hold office. In the absence of the Chairman (if any) the Deputy-Chairman (if any) shall preside. If such officers have not been appointed, or if neither be present at the time appointed for a meeting, the Directors present shall choose some one of their number to be Chairman of such meeting.

92. A Meeting of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these articles vested in or exercisable by the Directors generally.

93. The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors.

94. The Meetings and proceedings of any such Committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the Meeting and proceedings of Directors so far as the same are applicable thereto, and so far as they are not superseded by the express terms of the appointment of the Committee.

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

96. If any of the Directors shall be called upon to perform extra services, or to make any special exertions or to go or reside abroad for any of the purposes of the Company or the business thereof, the Company may remunerate the Director or Directors so doing, either by a fixed sum or by a percentage of profits or otherwise as may be determined and such remuneration may be either in addition to or in substitution for his or their share in the remuneration hereinbefore provided for the Directors.

97. A Director of the Company may act as a Director of any company promoted by or in which this Company is interested, and shall not be accountable to this Company for any profits so made, and a Director of this Company may act as secretary, manager, ship broker, bill broker, or solicitor of this Company and shall be entitled to remuneration for services as such, notwithstanding his office.

## POWERS OF DIRECTORS.

98. The management of the business and the control of the Company shall be vested in the Directors, who in addition to the powers and authorities by these articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and not hereby or by statute expressly directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to such regulations, not being inconsistent with these presents, as may from time to time be made by extraordinary resolution of a General Meeting, but no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

99. Without prejudice to the general powers conferred by the last preceeding Clause, and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Directors shall be entrusted with the following powers, namely:—power

(i.) To do all things which may be necessary or proper for carrying into effect and making obligatory and binding upon the Company and the said W. C. Ware and C. W. Ware, either with or without alteration, the arrangements which, in contemplation of the formation of the Company, they had proposed or determined should be carried out between them and the Company when formed, and made binding upon them respectively, and in particular to adopt and to carry into effect, either with or without modification, the said Agreement of the 22nd day of September, 1892.

(ii.) To purchase or otherwise acquire for the Company <sup>any</sup> and property, rights or privileges which the Company is authorised to acquire, including the goodwill and connection of any business which the Company can lawfully carry on at such price and generally on such terms and conditions as they may think fit.

(iii.) At their discretion to pay for any property or rights acquired by or services rendered to the Company, either wholly or partially in cash, or in shares, bonds, debentures, or other securities of the Company.

(iv.) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property and rights of the Company, including their uncalled Capital for the time being, or in such other manner as they may think fit.

(v.) To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.

(vi.) To appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company or in which they are interested, and to execute and do all such deeds and things as may be requisite to vest the same in such person or persons.

(vii.) To make temporary advances or loans of any money not for the time being required for the purposes of the Company to such persons and upon such security as they may think fit.

(viii.) To accept upon such terms and conditions as may be arranged the surrender of any Shares in the Company's Capital.

(ix.) To execute in the name and on behalf of the Company such mortgages, charges and other securities on the Company's property (present and future), including their uncalled Capital, as they think fit in favour of any Director or Directors of the Company or other person who may incur or be about to incur any personal liability, whether as principal or surety, for the benefit of the Company, and any such instrument may contain a power of sale and such other powers, covenants and provisions as may be agreed on.

(x.) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or their officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company.

(xi.) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims or demands of the Company.

(xii.) To give any Director, Managing Director, officer or any other person employed by the Company a commission on the profits of any particular business or a share in the general profits of the Company; and such interest, commission or share of profits shall be treated as part of the working expenses of the Company, and to pay commissions and make allowances to any persons introducing business to the Company, or otherwise promoting the interest thereof.

(xiii.) To empower and authorise any Director, or the Secretary, or any other person to represent and act for the Company in all matters relative to recovery and enforcement of debts due to and claims enforceable by the Company, and particularly, but not exclusively, in the following instances:—In prosecuting, discontinuing or superseding proceedings in bankruptcy or liquidation, and in proving and claiming debts against the estates of bankrupts and companies in liquidation:—In convening, attending, acting, and voting at creditors' meetings and in appointing committees, trustees, inspectors, or liquidators under or for the purpose of any bankruptcy, liquidation, or analogous proceedings:—In assenting to and carrying out arrangements with and for the benefit of creditors and the

releasing of debtors, and in executing any deeds or instruments in reference to such arrangements, and in receiving and giving receipts for any dividends or composition payable under any such proceedings or arrangements.

(xiv.) To give a receipt signed by any two or more of the Directors, or by any person whom the Directors shall authorise, which shall be an effectual discharge on behalf of and against the Company for the moneys or property which in such receipt shall be acknowledged or received.

(xv.) To nominate and appoint any persons to act as attorneys for the Company or the Directors for any purpose, matter, or thing in which the Directors may consider that it may be necessary or desirable that the Company or the Directors should act by attorney, and to constitute such attorneys by any instrument under the common seal or otherwise, and to delegate to such persons or authorise them to exercise any powers which for the time being may be exercisable by the Directors or by the Company through the Directors, which the Directors may think proper to delegate.

(xvi.) To subscribe for or otherwise acquire and hold or dispose of the whole or any part of the shares, debentures or securities of any company carried on or formed with a view of carrying on any business comprised in the objects of the Company, and to promote or establish or assist in the promoting or establishing of any such company, and to make and carry out all such financial arrangements in relation thereto as may be deemed expedient.

(xvii.) To make all deposits of money or securities and do all things necessary or expedient in compliance with the laws or regulations of any foreign or colonial government or local authority where the Company may be desirous of transacting its business and for such or any other purpose if it be deemed expedient to form or carry on, and to conduct any part of the business of the Company through any subsidiary company.

(xviii.) To negotiate for, and, subject to the approval of the Company in General Meeting, contract for the transfer of its undertaking, or any part thereof, as a going concern, with or subject to the benefit of all or any part of its property or assets, subject or not subject to all or any of its obligations and liabilities.

(xix.) To make, execute and deliver all deeds, and generally do and perform all acts, matters, and things in relation to the Company, which shall from time to time be authorised or agreed to at a General Meeting.

(xx.) Before recommending any dividend, to set aside out of the profits of the Company such sum as they think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing, improving and maintaining any of the property of the Company, and for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company, and

either to employ the same in the business of the Company, or to invest the several sums so set aside upon such investments as they think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and to divide the Reserve Fund into such special funds as they think fit.

#### REMUNERATION OF DIRECTORS.

100. The remuneration of the Directors, subject to any contract with the Managing Directors, shall be as the Board may from time to time decide.

#### DIVIDENDS.

101. Subject to the rights of Members entitled to shares issued upon special conditions, the profits of the Company shall be divisible among the Members in proportion to the amount paid up on the shares held by them respectively, provided nevertheless that where money is paid up in advance of calls upon the footing that the same shall carry interest, such money shall carry interest accordingly, and not (whilst carrying interest) confer a right to participate in profits.

102. The Company in General Meeting may declare a dividend to be paid to the Members according to their rights and interests in the profits.

103. No dividend shall be payable except out of the profits arising from the business of the Company, but whenever a profit shall have been derived from the Company's undertaking for and during the period covered by any balance-sheet, then such profit or any part thereof may be distributed by way of dividend notwithstanding that the undertaking may have theretofore been carried on at a loss or that the Company's assets may not be estimated and considered equal in value to the amount of the paid-up capital, and notwithstanding that any part of the part of the paid-up capital may previously to such period have been wholly or partially lost or unprofitably expended.

104. The Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.

105. Any General Meeting declaring a dividend, may, by subsequent resolution, authorise the Directors to pay such dividend wholly or in part, by the distribution of specific assets, and in particular of paid-up shares in the Company's capital, or of shares, stock, or debentures of any other company or partly in one mode and partly in the other, and the Directors may if they think fit give effect to such resolution, and, where any difficulty arises in regard to the distribution, they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so paid, in order to adjust the rights of all.



106. The Directors may retain dividends payable on any shares upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, and engagements in respect of which the lien exists.

107. The Directors may retain the dividends payable upon registered shares in respect of which any person is under Article 27 entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member in respect of such share, or shall duly transfer the same.

108. In case several persons are registered as the joint holders of any shares, any one of such persons may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

109. Notice of declaration of any Dividend, whether interim or otherwise, shall be given to the registered Members in manner hereinafter provided.

110. The Company shall not be responsible for the loss of any Cheque, Dividend Warrant, or Post Office Order, which shall be sent by post in respect of Dividends whether by request or otherwise.

111. No Dividend shall bear interest as against the Company.

#### ACCOUNTS.

112. The Directors shall cause true Accounts to be kept of the sums of money received and expended by the Company, and of all matters in respect of which such receipt and expenditure take place, and of the assets, credits and liabilities of the Company.

113. The books of account shall be kept at the registered Office of the Company, or at such other place or places as the Directors think fit.

114. The Directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of the Members, and no Member shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors or by a resolution of the Company in General Meeting.

115. At the Ordinary Meeting in every year the Directors shall lay before the Company a statement of the income and expenditure, and a balance-sheet containing a summary of the property and liabilities of the Company, made up to a date to be therein mentioned, and which shall be as near the day of Meeting as can conveniently be fixed.

116. Every such statement shall be accompanied by a report of the Directors as to the state and condition of the Company, and to the amount which they recommend to be paid out of the profits by way of dividends or bonus to the Members, and the amount (if any) which they propose to carry to the reserve fund.

**AUDIT AND INSPECTION OF ACCOUNTS.**

117. The accounts of the Company shall once at least in every year be examined and audited by an Auditor or Auditors. No Director, or other officer of the Company, shall be eligible to act as Auditor.

118. The number of Auditors, the person or persons to fill the office of Auditor or Auditors, and the remuneration of the Auditors, and his or their term of office, may from time to time be determined and varied by the Company in General Meeting.

119. Messrs. Percy Mason and Co., shall be the first Auditors of the Company, but shall retire at the first Ordinary General Meeting, but shall be eligible for re-election.

120. The Auditor or Auditors for the time being shall retire at the first Ordinary General Meeting in every year, but shall be re-eligible. If, on the retirement of any Auditor, as aforesaid, no person shall be appointed his successor by the General Meeting at which his retirement shall take place, he shall be considered as re-elected for another year, though no resolution to that effect shall be passed or proposed.

121. If there shall be only one Auditor, or if there shall be several Auditors, and the concurrence of all the Auditors shall be impracticable or inconvenient, any Auditor may act singly.

122. Before any balance-sheet is laid before a General Meeting, it shall be laid before the Auditor or Auditors a sufficient time before the day appointed for the Meeting, to allow time to examine the same; and the Auditor or Auditors shall report thereon to the General Meeting, generally or specially as he or they shall think fit.

123. All accounts of the Company shall at all times be open to the Auditor or Auditors for the purpose of audit.

**INDEMNITIES TO DIRECTORS, OFFICERS, AND OTHERS.**

124. The Directors, officers and agents of the Company shall not be answerable or accountable for any loss or damage which may happen, or be occasioned to the Company or the Members thereof, by reason of any act, matter or thing done, or authorised, or suffered by them in good faith, and with the intention of benefiting the Company, which shall have been ordered, sanctioned, or approved by a Resolution of the Directors, although such act, matter or thing shall have exceeded the objects of the Company, or the powers of the Directors, or been otherwise irregular or improper.

125. No Director shall incur any personal liability by reason of anything done or authorised by any other or others of the Directors, unless he personally shall have actually concurred in doing or authorising the same, and assent or concurrence shall not be implied against any Director merely because he has not expressly and in terms dissented or not opposed otherwise than by not assenting.

126. The officers, servants, and legal advisers of the Company shall incur no liability for acts done by them in pursuance of or in conformity with any Resolution of the Directors, although in excess of the powers of the Directors, or not warranted by the objects of the Company, and shall be indemnified by and at the expense of the Company for all the consequences of so acting.

127. Every bond, debenture, certificate, mortgage, charge or security, purporting to be transferable, and to bind or affect the Company, or the property thereof, which shall be made and issued under a resolution of the Board, and shall have the common seal attached thereto, shall be absolutely binding upon the Company according to the tenor and effect of such instrument, and unimpeachable as against any person who shall from time to time become, for good and valuable consideration, the *bona fide* transferee thereof, or of the benefit thereof.

128. Every Trustee, Director, Managing Director, Auditor, Secretary and other officer and his heirs, executors and administrators, shall be indemnified by the Company from all losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happen from their own respective wilful acts or defaults.

129. No Trustee, Director, Managing Director, Secretary or other officer, his heirs, executors or administrators, shall be liable for any other person whomsoever, or for joining in any receipt or other act for the sake of conformity, or for any loss or expenses happening to the Company by the insufficiency or deficiency of title to any property, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be vested, or for any loss or damage arising from the Bankruptcy or insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his respective office, or in relation thereto, unless the same happen through his own wilful act or default.

#### NOTICES.

130. A Notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of address.

131. A Member whose registered place of address is not in the United Kingdom shall from time to time notify in writing to the Company some place in England to be called his address for service, which shall be deemed his registered place of address, for the purposes of the last preceding clause hereof.

132. As regards Members (if any) who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be duly served on them at the expiration of twenty-four hours after it is posted up.

133. All Notices with respect to shares standing in the names of joint holders shall be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all holders of such shares.

134. Any Notice sent by post shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put in a Post Office letter box or handed in at a Post Office.

135. Where a given number of days' notice, or notice extending over any other period is required to be given, the day of service shall, but the day upon which such notice will expire shall not be included in such number of days or other period.

#### DISCOVERY.

136. No Shareholder, or General or other Meeting of Shareholders, shall be entitled to require discovery of, or any information respecting any detail of the Company's trading, or any matter which may be or is in the nature of a trade secret, or mystery of trade, or which may relate to the conduct of the business of the Company, and which, in the opinion of the Directors, it will not be expedient in the interest of the Shareholders of the Company to communicate to the public.

#### WINDING - UP.

137. If the company shall be wound up and the surplus assets shall be insufficient to repay the whole of the paid-up capital, such surplus assets shall be distributed so that as nearly as may be the losses shall be borne by contributories in proportion to the capital paid up or which ought to have been paid up on the shares in respect of which they are contributories at the commencement of the winding up. But this clause is to be without prejudice to the rights of the holders of shares issued upon special conditions.

138. If the Company shall be wound up the liquidator, whether voluntary or official, may with the sanction of an extraordinary resolution divide among the contributories in specie any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit.

139. If at any time the liquidator of the Company shall make any sale or enter into any arrangement pursuant to Section 161 of the Companies' Act, 1862, a dissentient Member within the meaning of that Section shall not have the rights thereby given to him, but instead thereof he may by notice in writing (addressed to the liquidator and left at the office not later than 14 days after the Meeting at which the special resolution authorising such sale or arrangement was passed) require the liquidator to sell the share or other benefits to which under the said sale or arrangement he would otherwise have

become entitled, and to pay the net proceeds over to him and such sale and payment shall be made accordingly. Such last mentioned sale may be made in such manner as the liquidator shall think fit.

140. Any such sale or arrangement or the special resolution confirming the same may provide for the distribution or appropriation of the shares, cash, or other benefits to be received in compensation otherwise than in accordance with the legal rights of the contributories of the Company, and in particular any class may be given preferential or special rights, or may be excluded altogether or in part, but in case any such provision shall be made the last preceding clause shall not apply to the intent that a dissentient Member in such case may have the rights conferred on him by Section 161 of the Companies' Act, 1862.

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 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.
 

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- ✓ William Charles Ware Lambeth Limber Yard
1. Lower Kennington Lane London Limber Merchant
- ✓ Charles William Ware, Lambeth Limber Yard,
2. Lower Kennington Lane, London, Limber Merchant.
- ✓ Albert Ware, "Woodlands", Devonshire
3. Road, Merton, Surrey. Clerk.
- ✓ William Charles Ware, <sup>Junior</sup> Trenchard Iron Works.
4. Upper Kennington Lane London Engineer.
- ✓ Sydney Edward Ware, Woodlands, Devonshire Road
5. Merton, Surrey. Clerk.
- ✓ Harriette Clara Ware Manor Lodge.
6. Gleneagle Hall, Skeatham. Married Lady.
- ✓ Emily Ware "Woodlands" Devonshire
7. Road Merton Surrey Married Lady

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 Dated this 30<sup>th</sup> day of September 1892.

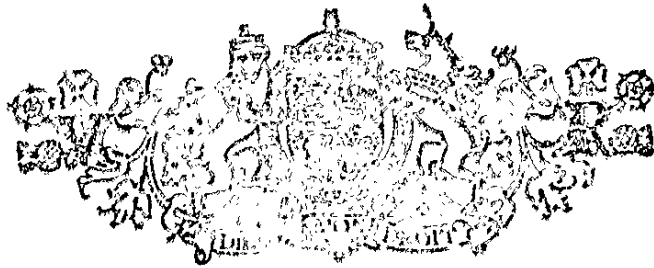
Witness to the signatures of William Charles Ware  
 Charles William Ware, Albert Ware, William Charles  
 Ware Junior, Sydney Edward Ware, and Harriette Clara  
 Ware

R. A. Humphreys  
 309 & 371 Brighton Road, S.W. Solicitor

Witness to the signatures of Emily Ware  
 J. Garmister  
 24 Nelson Street, Rotherham, Congregational Minister.

375421

N.L. 36395



# Certificate of Incorporation

OF THE

*W. C. Ware & Sons, Limited.*

I hereby Certify, That the

*W. C. Ware & Sons, Limited,*

is this day Incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited**.

Given under my hand at London this *Thirteenth* day of *October*, One

Thousand Eight Hundred and Ninety *Two*.

Fees and Deed Stamps £ *17* 10.

Stamp Duty on Capital £ *50*.

*James Clerk*

Assistant Registrar of Joint Stock Companies.

Certificate received by.

*Kingbury & Turner*  
*per J. Bellamy*  
*369 Briston Road*  
*London SW.*

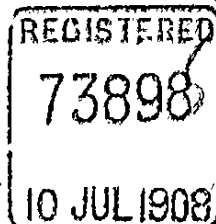
Date *17 October 1892*

[SEE BACK.]

## SPECIAL RESOLUTION

(Pursuant to Companies Act, 1862, Sec. 51.)

W. C. WARE & SONS, LIMITED.



Passed 11th June, 1908.

Confirmed 26th June, 1908.

At an EXTRAORDINARY GENERAL MEETING of the members of the said Company, duly convened and held at the Lambeth Timber Yard, Lower Kennington Lane, in the County of London, on Thursday, the 11th day of June, 1908, 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 June, 1908, the following Special Resolution was duly confirmed:—

That the Articles of Association of the Company be amended and added to in the following manner:—

(A) Article 21 shall be cancelled, and in lieu thereof there shall be inserted the following, namely:—

21a. No share shall, save as provided by Clause 21g hereof, be transferred to a person who is not a Member, so long as any Member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership, is willing to purchase the same at a fair value.

21b. In order to ascertain whether any Member or person selected as aforesaid is willing to purchase a Share, the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of his Shares to any Member of the Company or person selected as aforesaid at the price so fixed, or, at the option of the purchaser, at the fair value, to be fixed by the Auditor in accordance with these Articles. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

21c. If the Company shall, within the space of 28 days after being served with such notice, find a member or person selected as aforesaid willing to purchase the Share (hereinafter called "the approved purchaser") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer his Share to the approved purchaser.





21d. If any difference arise between the proposing transferor and the approved purchaser as to the fair value of a Share, the Auditor shall on the application of either party certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act, 1859, shall not apply. No fee for such opinion as aforesaid shall be payable by either party, but his giving of such Certificate shall be deemed to be included in the duties of the Auditor, for which he is to be remunerated by the Company.

21e. Should the proposing transferor after having become bound as aforesaid make default in transferring his share, the Company may receive the purchase money, and shall thereupon cause the name of the approved purchaser to be entered on the Register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the approved purchaser, and after his name has been entered in the Register the validity of the proceedings shall not be questioned.

21f. If the Company shall not within the space of 28 days after being served with the transfer notice, find a purchaser willing to purchase the Shares, and give notice in manner as aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject only to Clause 22, to sell and transfer the shares or those not placed to any person and at any price.

21g. Nevertheless any share may be transferred by a Member to any other Member, or to a son, grandson, daughter, grand-daughter, son-in-law, daughter-in-law, nephew, niece, wife or husband of such Members, and any share of a deceased Member may be transferred by his Executors as aforesaid to a son, grandson, daughter, grand-daughter, nephew, niece, son-in-law, daughter-in-law, widow or widower of such deceased Member, and shares standing in the name of the trustees of the Will of any deceased Member may be transferred upon any change of Trustees to the Trustees for the time being of such Will, and Clause 21a hereof shall not apply to any transfer authorised by this Clause.

(b) No invitation shall be made to the public to subscribe for any shares or Debentures of the Company.

(c) The number of the members of the Company (exclusive of persons in the employment of the Company) shall be limited to 50, provided that for the purpose of this provision where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member.

  
Secretary.

Watts & Son, Ltd., Printers, 22-24 Lower Kensington Lane, W.8.

*Filed by Frank Macdonald*  
*5 Dundel Street, Manchester*  
*London W.1 Solicitors*

W. C. WARE & SONS, LIMITED.

SPECIAL RESOLUTIONS.

Passed the 21st day of August, 1936.



REGISTRED

15 SEP 1936

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Office of the Company's Solicitors, Messrs. Macdonald & Stacey, at 2/3, Norfolk Street, W.C.2, on Friday, the 21st day of August, 1936, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS, viz.:—

1. "The capital of the Company already issued and issued hereafter may be divided into different classes with differing rights and/or restrictions."

2. "That the Articles of Association of the Company be amended and added to as follows:—

141. That the capital of the Company be divided into 25,007 Preference Shares of £1 each and 24,993 Ordinary Shares of £1 each; that the whole of the issued share capital of 25,007 shares be such Preference Shares and this conversion into Preference Shares shall have effect as from the 1st day of April, 1936. The allotment of the said 24,993 Ordinary Shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit.

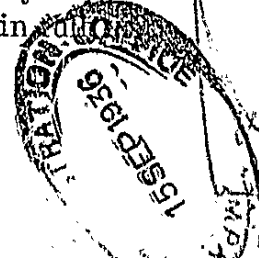
142. The Holders of the said Preference Shares shall be entitled to a fixed cumulative preferential dividend at the rate of 5% per annum on the capital paid up thereon payable half-yearly on the 30th day of September and the 31st day of March in every year.

143. The Holders of the said Preference Shares shall in a winding-up have priority as to return of capital and payment off of arrears of the said preferential dividend whether declared or earned or not up to the commencement of the winding-up over all other shares in the capital for the time being of the Company. The Holders of the said Preference Shares shall further be entitled to share *pari passu* with the Ordinary Shareholders in any surplus assets after the latter have received a return of capital in full.

*Filed by.*

*Macdonald Stacey*

*2, Norfolk Street*



144. Preference Shares shall not confer upon the Holders thereof any right to vote at any meeting of the Company unless:—

- (a) A Resolution is proposed by the Directors or an Ordinary Shareholder for the election of a new Director in which case the Holders of Preference Shares shall be entitled to vote for or against the election of the Director proposed but not to themselves propose any other Director; or
- (b) The dividend on the Preference Shares shall be at least three months in arrear; or
- (c) Any Resolution is proposed which alters the rights of Preference Shareholders.

145. The rights attached to Preference Shares shall not be altered except:—

- (a) With the sanction of an Extraordinary Meeting of Preference Shareholders by a Resolution passed by at least three-fourths in value of the Preference Shareholders attending a meeting of which at least 21 days' notice has been given specifying the Resolution proposed to be passed; and
- (b) With the sanction of an Extraordinary General Meeting of all the Shareholders including Preference Shareholders of the Company.

146. At any meeting at which Preference Shareholders are entitled to vote they shall be entitled to one vote for every Preference share held.

147. Any person proposing to transfer any Preference Share or Shares shall give notice in writing to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value and shall constitute the Company his agent for the sale of the shares to a Director for the time being of the Company at the price so fixed or at the option of the proposed purchaser at the fair value to be fixed by an accountant nominated in accordance with these Articles and being not less than par value. The Transfer Notice may include several Preference Shares and in such case shall operate as if it were a separate notice in respect of each. The Transfer Notice shall not be revocable with the sanction of the Directors.

148. If the Company shall within the space of 28 days after being served with such Notice find a Director willing to purchase the Preference Share or Shares and shall give notice thereof to the proposing Transferor he shall be bound upon the fair value being paid as hereinafter provided to transfer the Preference Share or Shares to the Director so found or selected.

149. In case any difference arises between the proposing Transferor and the Purchaser or if there are more than one any of the Purchasers as to the fair value of a Preference Share it shall be referred to a Chartered Accountant to be nominated on the application of any party to the proposed transfer by the President

for the time being of the Institute of Chartered Accountants and such Accountant shall be asked to certify in writing the sum which in his opinion is the fair value and such sum shall for the purposes of these Articles be deemed to be the fair value provided it is the par value or over. Each party shall be entitled to supply to the Accountant a statement supported by any accounts or particulars he thinks fit bearing on the value and if he does so shall also supply copies to the other party. In certifying the fair value the Accountant shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration Acts 1889 and 1934 shall not apply.

150. If in any case the proposing Transferor after having become bound as aforesaid makes default in transferring the shares the Company may receive the purchase money and shall cause the name of the Purchaser to be entered in the Register as the Holder of the Preference Shares and shall hold the purchase money in trust for the proposing Transferor.

151. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser and after his name has been entered in the Register in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

152. If the Company shall not within the space of 28 days after being served with a Transfer Notice find or select a Director of the Company willing to purchase the Preference Shares at the price fixed by the proposing Transferor or at the fair value being not less than par and give notice in manner aforesaid the proposing Transferor shall at any time within three calendar months afterwards be at liberty to sell and transfer the Preference Shares or such number of them as still remain unsold to any person and at any price provided however that the Directors may refuse to register any Transfer of Shares where the Directors are of opinion that the proposed Transferee is not a desirable person to admit to membership.

153. Preference Shares comprised in any Transfer Notice shall be offered to the Directors generally and shall so far as possible be distributed equally between the Directors of the Company for the time being.

154. The Directors may within three calendar months after the death of a Preference Shareholder require his Executors or Administrators to serve a Transfer Notice relating to the whole or such proportion of the Preference Shares of the deceased as the Directors shall think fit and if the Executors or Administrators do not comply within eight days with such request they shall be deemed to have served the Company with a Transfer Notice relating to the whole of the Preference Shares of the deceased Member and to have specified therein a sum equal to the amount paid up on the Preference Shares to which the same relates as the fair value and thereupon the provisions 147 to 153 above shall apply.

This Article shall apply to shares held in the names of the Executors of the late Mr. W. C. Ware on the death of Mrs. Rosa Parmiter.

155. On any purchase of Preference Shares in accordance with these revised Articles the Director purchasing shall be entitled to three years calculated from the date of his accepting the shares within which to pay for the same. A proportionate number of Preference Shares shall be transferred to him as against each payment and he shall pay interest at the rate of 5% per annum on the amount for the time being outstanding less any dividend which the Vendor shall have received from the Company in respect of the same apportioned to the same period. All interest shall be payable half-yearly on the 31st March and 30th September. The Purchaser shall be entitled to complete his payments and obtain a Transfer of all shares which he has accepted at any time on giving at least fourteen days' notice to the Vendor.

156. Article 61 is hereby cancelled. Two Members personally present and qualified to vote shall be a quorum for the General Meeting and no business except the declaration of a dividend shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

157. Article 65 is hereby cancelled. At any General Meeting (unless a poll is demanded by any Member personally present and entitled to vote thereat) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

158. Article 70 is hereby cancelled. Every Member shall have one vote for every Ordinary Share held by him and where Preference Shareholders are entitled to vote they shall have one vote for every Preference Share.

159. Article 79 is hereby cancelled. Until otherwise determined by a General Meeting the number of Directors shall not be less than two nor exceed five.

160. Without in any way limiting the general effect of the amendments made by these Special Resolutions Article 21a and 21g shall only continue in force subject to the terms of these Special Resolutions."

DATED this twenty-ninth day of July, 1936.

By Order of the Board,

*H. Haur* Chairman.



# Extraordinary Resolutions

OF PREFERENCE SHAREHOLDERS

OF

## W. C. WARE & SONS LIMITED

*Passed 25th July, 1960*

AT an EXTRAORDINARY GENERAL MEETING of the holders of the Cumulative 5 per cent. Preference Shares in the capital of the Company, duly convened, and held on the 25th day of July, 1960, the following RESOLUTIONS were duly passed as EXTRAORDINARY RESOLUTIONS, namely :—

### RESOLUTIONS

1. That subject to the sanction of an Extraordinary Resolution of the members of the Company the rights attaching to the issued Cumulative 5 per cent. Preference Shares in the capital of the Company be modified as follows :—

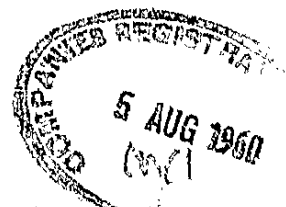
(A) That with effect from the 16th day of June, 1960, the fixed cumulative preferential dividend to which the holders of the said Preference Shares are entitled shall be increased from a rate of 5 per cent. per annum to a rate of  $7\frac{1}{2}$  per cent. per annum payable half-yearly on the 30th day of September and the 31st day of March in each year, the first payment of such dividend due on the 30th day of September, 1960, to be calculated at the said rate of  $7\frac{1}{2}$  per cent. per annum from the 16th day of June, 1960, to the said 30th day of September, 1960.

(B) That in a winding up the holders of the said Preference Shares shall be entitled to receive out of the surplus assets of the Company remaining after payment of its liabilities and in priority to the holders of all other shares in the capital for the time being of the Company repayment of the capital paid

*Norton Rose Boulton & Locke*

*Canonsmile St*

*£.c.3*



up on the said Preference Shares together with a premium of 5s. per share and payment of a sum equal to any arrears or deficiency of the said fixed cumulative preferential dividend thereon calculated down to the date of commencement of the winding up and to be payable irrespective of whether such dividend has been earned or declared or not, but the said Preference Shares shall not confer on the holders thereof any right to participate further in any surplus assets remaining after the holders of the shares of any other class have received a return of their capital in full.

(c) The holders of the said Preference Shares shall not be entitled to receive notice of or to attend or vote at any General Meeting of the Company by virtue of their holdings thereof unless either—

(i) at the date of the notice convening such meeting the dividend on the said shares is six months in arrear after one of the half-yearly dates provided for payment of such dividend; or

(ii) the business of the meeting includes any resolution varying or abrogating any of the special rights or privileges attached to the Preference Shares when they shall be entitled to vote on any such resolution but not in respect of any other business of the meeting.

(D) The existing right to vote at any General Meeting for or against the election of a Director shall cease to apply.

2. That this meeting approves the proposed alteration of the Company's Articles of Association as set forth in Resolution No. 2 (to be proposed as a Special Resolution) of the notice of Extraordinary General Meeting of the Company to be held the same day as and immediately following the Extraordinary General Meeting of the holders of the said Preference Shares.



Chairman. M.E. MEASURES

No. 37342/64



The Companies Act, 1948

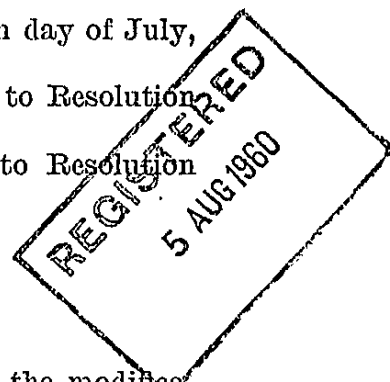
## Extraordinary and Special Resolutions

OF

## W. C. WARE & SONS LIMITED

Passed 25th July, 1960

AT an EXTRAORDINARY GENERAL MEETING of the members of the Company (including the holders of the Cumulative 5 per cent. Preference Shares), duly convened, and held on the 25th day of July, 1960, the following RESOLUTIONS were duly passed, as to Resolution No. 1, as an EXTRAORDINARY RESOLUTION, and, as to Resolution No. 2, as a SPECIAL RESOLUTION, namely:—



### RESOLUTIONS

1. That this meeting approves and sanctions the modification of the rights attaching to the issued Cumulative 5 per cent. Preference Shares in the capital of the Company resulting from and as set out in Resolution No. 1 to be proposed at an Extraordinary General Meeting of the holders of the said Preference Shares convened for the same day as this meeting. 14

2. That the Articles of Association of the Company be amended by—

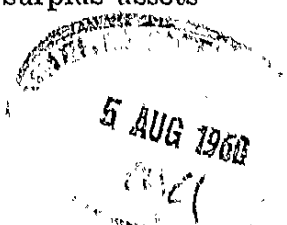
(A) deleting Article 78; and

(B) deleting Articles 142 to 145 inclusive, and substituting therefor the following new Articles, namely:—

“142. The holders of the said Preference Shares shall be entitled, with effect from the 16th day of June, 1960, to a fixed cumulative preferential dividend at the rate of  $7\frac{1}{2}$  per cent. per annum payable half-yearly on the 30th day of September and the 31st day of March in each year.

143. In a winding up the holders of the said Preference Shares shall be entitled to receive out of the surplus assets

*Justin Rose Batterell & Roche.*  
Cambridge St  
E.C.3



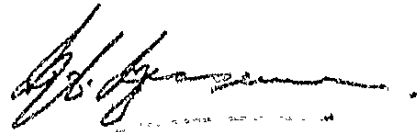


of the Company remaining after payment of its liabilities and in priority to the holders of all other shares in the capital for the time being of the Company repayment of the capital paid up on the said Preference Shares together with a premium of 5s. per share and payment of a sum equal to any arrears or deficiency of the said fixed cumulative preferential dividend thereon calculated down to the date of commencement of the winding up and to be payable irrespective of whether such dividend has been earned or declared or not, but the said Preference Shares shall not confer on the holders thereof any right to participate further in any surplus assets remaining after the holders of the shares of any other class have received a return of their capital in full.

144. The holders of the said Preference Shares shall not be entitled to receive notice of or to attend or vote at any General Meeting of the Company by virtue of their holdings thereof unless either—

- (i) at the date of the notice convening such meeting the dividend on the said shares is six months in arrear after one of the half-yearly dates provided for payment of such dividend; or
- (ii) the business of the meeting includes any resolution varying or abrogating any of the special rights or privileges attached to the Preference Shares when they shall be entitled to vote on any such resolution but not in respect of any other business of the meeting.

145. The rights attached to the said Preference Shares may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Preference Shares, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of such shares. To every such separate General Meeting the provisions of the Company's Articles of Association relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued Preference Shares, and so that any holder of any of the said Preference Shares present in person or by proxy may demand a poll."



Chairman. M. F. MEASOR

373 42/80

*The Companies Act, 1948*



1/16  
COMPANY LIMITED BY SHARE

## Special and Ordinary Resolutions

OF

### W. C. WARE & SONS, LIMITED

Passed 8th December, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on Thursday, the 8th day of December, 1960, the following RESOLUTIONS, of which Resolutions numbered 1 and 3 were proposed as SPECIAL RESOLUTIONS and Resolutions numbered 2 and 4 were proposed as ORDINARY RESOLUTIONS, were duly passed, namely :—

#### RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company with respect to its objects be altered by deleting sub-clause (T) of clause 3 thereof and substituting therefor the following new sub-clause (T), namely :—

“(T) To grant pensions, allowances, gratuities and bonuses to and make payments for or towards insurance on the life or lives of Directors, ex-Directors, officers, ex-officers, employees or, ex-employees of the Company or its predecessors in business or its associated or subsidiary companies or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support and subscribe to any charitable funds or

REGISTERED  
5 DEC 1960



of 7½ per cent. per annum payable half-yearly on the 30th day of September and the 31st day of March in each year.

(n) In a winding up the holders of the said Preference Shares shall be entitled to receive out of the surplus assets of the Company remaining after payment of its liabilities and in priority to the holders of all other shares in the capital for the time being of the Company repayment of the capital paid up on the said Preference Shares, together with a premium of 5s. per share and payment of a sum equal to any arrears or deficiency of the said fixed cumulative preferential dividend thereon calculated down to the date of commencement of the winding up and to be payable irrespective of whether such dividend has been earned or declared or not, but the said Preference Shares shall not confer on the holders thereof any right to participate further in any surplus assets remaining after the holders of the shares of any other class have received a return of their capital in full.

(o) The holders of the said Preference Shares shall not be entitled to receive notice of or to attend or vote at any General Meeting of the Company by virtue of their holdings thereof unless either—

(i) at the date of the notice convening such meeting the dividend on the said shares is six months in arrear after one of the half-yearly dates provided for payment of such dividend ; or

(ii) the business of the meeting includes any resolution varying or abrogating any of the special rights or privileges attached to the Preference Shares when they shall be entitled to vote on any such resolution, but not in respect of any other business of the meeting.

5. Regulation 4 in Part I shall be read and construed as if the words "or abrogated" were included therein immediately after the word "varied."

6. (A) Unless otherwise determined by the Company by Special Resolution, new shares from time to time to be created shall, before they are issued be offered to the holders of the Ordinary Shares in proportion as nearly as may be to the number of Ordinary Shares held by them.

(B) Such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not

accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

(c) The Directors may, in like manner, dispose of new shares, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot, in the opinion of the Directors, be conveniently offered in manner hereinbefore provided.

(d) Subject to the foregoing and to the provisions of regulation 2 in Part II, new shares shall be at the disposal of the Directors who may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

7. In regulation 11 in Part I the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES.

8. As from the date of adoption of these Articles of Association:—

(A) A member or the legal personal representatives of a member may at any time—

- (i) transfer any of the Preference or Ordinary Shares registered in the name of such member to a privileged relation of such member or to another person who is already a member;
- (ii) transfer any of the Ordinary Shares registered in the name of such member to trustees to be held upon approved trusts.

(B) If Ordinary Shares have been transferred to or are held by trustees upon approved trusts—

- (i) such shares may on any change of trustees be transferred to the trustees for the time being;
- (ii) such shares may at any time be transferred to any person to whom under paragraph (A) (i) hereof the same could be transferred if the member concerned (as mentioned in paragraph (C) (iii) hereof) were the holder thereof;
- (iii) if and whenever any such shares cease to be held upon approved trusts (otherwise than in consequence

of a transfer authorised under the preceding subparagraph hereof) the trustees shall (save as regards any shares to be transferred by them to any person beneficially entitled thereto) be bound forthwith to give a transfer notice (as defined in the next following article) in respect of the shares which have ceased so to be held.

(c) For the purposes of this Article—

- (i) the word "member" shall not (save so far as the context may require) include persons who are trustees holding shares upon approved trusts;
  - (ii) the expression "privileged relation" shall mean a spouse, a child or other issue, a nephew or niece, or any spouse of any such relation, and so that for this purpose a step-child, adopted child or illegitimate child of any person shall be deemed to be a child of such person;
  - (iii) the expression "approved trusts" shall mean in relation to any member or deceased member trusts under any settlement entered into prior to the adoption of these Articles of Association or which has been or shall at any time be approved by a resolution of the Directors and to which all the Directors have previously assented in writing or trusts (whether arising under a settlement or a testamentary disposition by whomsoever made or on an intestacy) under which no immediate beneficial interest in the shares in question is for the time being vested in any person other than the member concerned or a privileged relation of such member and where no power of control over the voting powers conferred by such shares is for the time being exercisable by or subject to the consent of any person other than the trustees or the member concerned or a privileged relation of such member.
- (d) Regulation 3 in Part II shall not apply to any transfer within the preceding paragraphs of this Article but the Directors may decline to register any such transfer if the Company has a lien on the shares proposed to be transferred or if the registration of the transfer would cause the number of the members of the Company to exceed the number permitted by paragraph (b) of regulation 2 in Part II.

9. Except in the case of a transfer of shares expressly authorised by the last preceding Article, the right to transfer shares shall be subject to the following restrictions, namely :—

- (A) Any person proposing to transfer any shares (hereinafter called "the transferor") shall give notice in writing to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value and shall constitute the Company his agent for the sale of the shares to any member holding shares of the same class at the price so fixed or, at the option of the proposed purchaser, at the fair value certified by an accountant in accordance with the provisions of paragraph (c) hereof. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.
- (B) If the Company shall within the space of twenty-eight days after being served with such notice find a member or members holding shares of the same class willing to purchase any of the ~~Ordinary~~ Shares (each of whom is hereinafter referred to as "a purchaser") and shall give notice thereof to the transferor, he shall be bound upon the fair value being paid as hereinafter provided to transfer to the purchaser the shares agreed to be purchased by him, but so that a purchaser shall not be bound to acquire more shares than he is willing to purchase.
- (C) If a difference arises between the transferor and a purchaser as to the fair price of the shares agreed to be purchased by the latter, the same shall be referred to a chartered accountant to be nominated, on the application of either the transferor or the purchaser, by the President for the time being of the Institute of Chartered Accountants, and such accountant shall be asked to certify in writing the sum which in his opinion is the fair value and the sum so certified shall for the purposes of this Article be deemed to be the fair value. Each party shall be entitled to supply to such accountant a statement supported by any accounts or particulars he thinks fit, bearing on the value, and if he does so shall also supply copies to the other party. The costs of and incidental to the obtaining of the certificate shall be borne by the transferor if the fair value as so certified is less than the price fixed by him and otherwise by the purchaser. In certifying the fair

*[Handwritten signature]*

value the accountant shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration Act, 1950, shall not apply.

- (D) If in any case the transferor after having become bound as aforesaid makes default in transferring the shares the Company may receive the purchase money and appoint any Director or the Secretary to execute the transfer on behalf of the transferor and upon the transfer being so executed on behalf of the transferor and executed by the purchaser and stamped, the Company may cause the name of the purchaser to be entered in the register of members as the holder of the shares to which the transfer relates and shall hold the purchase money in trust for the transferor.
- (E) The receipt of the Company for the purchase money shall be a good discharge to the purchaser and after his name has been entered in the register of members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.
- (F) The shares comprised in a transfer notice shall be offered by the Directors to the members holding shares of the same class in proportions as nearly as may be to their respective holdings of such shares until the requirements of each of the members concerned are satisfied.
- (G) If the Company shall not within the space of twenty-eight days after being served with a transfer notice find a member holding shares of the same class willing to purchase the shares and give notice in manner aforesaid the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to the provisions of regulation 2 of Part II, to sell and transfer the shares or such of them as still remain unsold to any person and at any price.

10. The Directors may within three calendar months after the grant of probate or letters of administration in relation to a deceased shareholder require his executors or administrators to serve a transfer notice relating to the whole or such proportion of the shares of the deceased as the Directors shall think fit and if the executors or administrators do not comply within three weeks with such request they shall be deemed to have served the Company with a transfer notice relating to the whole of the shares of the deceased member and to have specified therein a sum equal to the amount paid up on the shares to which the same relates as the fair value and thereupon the provisions of the preceding Article shall apply.



### TRANSMISSION OF SHARES.

11. The proviso to Regulation 32 in Part I shall be omitted.

### GENERAL MEETINGS.

12. Every notice convening a General Meeting shall comply with the provisions of section 130 (2) of the Act as to giving information to members in regard to their right to appoint proxies; and the Company shall send to the Auditor for the time being of the Company copies of any notices of and other communications relating to any General Meeting which any member is entitled to receive.

13. The words "the appointment of, and" shall be omitted in regulation 52 in Part I.

14. Regulation 54 in Part I shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

15. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 in Part I.

### VOTES OF MEMBERS.

16. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or by proxy not being himself a member shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every Ordinary Share held by him and in respect of any matter enabling the holder of Preference Shares to notice of and the right to vote at any General Meeting pursuant to Article 4 (c) hereof, four votes for each Preference Share held by him.

### DIRECTORS.

17. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than three nor more than seven.

18. The Directors shall not be required to hold any shares in the capital of the Company to qualify for office as Directors.

19. At the date of the adoption of these Articles the Directors of the Company are Max Edgar Measures, John William Jessiman, Cyril James Wade and David Geoffrey Higgs.

20. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

21. The words "unless the Company otherwise direct" at the end of regulation 78 in Part I shall be deleted.

### BORROWING POWERS.

22. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### POWERS AND DUTIES OF DIRECTORS.

23. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and regulation 84 in Part I shall be modified accordingly.

24. It shall not be necessary for the Directors to sign a book recording their attendance at meetings of Directors, and regulation 86 in Part I shall be modified accordingly.

25. The Directors may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were any at time Directors or officers of the Company or of any such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependents of any such persons. The Directors may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such person as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Directors may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

### ROTATION OF DIRECTORS.

26. The said Max Edgar Measures and John William Jessiman shall not be liable to retire by rotation, but all other Directors shall retire at each Annual General Meeting.

### PROCEEDINGS OF DIRECTORS.

27. So long as the number of Directors shall not exceed four the quorum necessary for the transaction of the business of the Directors shall be two, but in any other case the quorum shall be three.

28. The said Max Edgar Measures shall be Chairman of the Directors so long as he continues in office as a Director unless he shall resign as Chairman. Regulation 101 in Part I shall be deemed to be modified accordingly.

### MANAGING DIRECTOR.

29. Regulation 107 in Part I shall apply as if for the second sentence there were substituted the following :—

“ A Director so appointed shall not, whilst holding that office, be subject to retirement.”

### ALTERNATE DIRECTORS.

30. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence, and may, at his discretion, revoke the appointment of such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that, if any Director retires but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

31. Notice of all Board and General Meetings shall be sent to every alternate Director as if he were a Director and member of the Company until revocation of his appointment.

32. The appointment of an alternate Director shall be revoked and the alternate Director shall cease to hold office whenever the

Director who appointed such alternate Director shall give notice in writing to the Secretary of the Company that he revokes such appointment.

33. Any instrument appointing an alternate Director shall be left at the office, and shall, as nearly as circumstances will admit, be in the form or to the effect following :—

“ W. C. WARE & SONS LIMITED.

“ I,  
 “ a Director of the above-named Company, in pursuance  
 “ of the power in that behalf contained in the Articles  
 “ of Association of the Company, do hereby nominate  
 “ and appoint  
 “ of  
 “ to act as alternate Director in my place during my  
 “ absence, and to exercise and discharge all my duties  
 “ as a Director of the Company.

“ As witness my hand this       day of       , 19       .”

#### NOTICES.

34. In regulation 131 in Part I, the words “ in the case of a notice of a meeting ” and all the words after the words “ the letter containing the same is posted ” shall be omitted therefrom.

#### WINDING UP.

35. In regulation 135 in Part I, the words “ with the like sanction ” shall be inserted immediately before the words “ determine how such division,” and the word “ members ” shall be substituted for the word “ contributories.”

#### INDEMNITY.

36. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court and no Director or other officer shall be liable to any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

# THE COMPANIES ACT, 1948



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

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

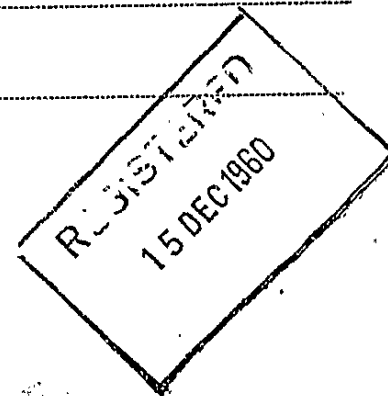
*Pursuant to Section 62.*

Present the  
Name of  
the  
Company

W.C.WARE & SONS,

LIMITED

Presented by



MANCHESTER STREET, E.C.3.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 5 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

W.C.WARE & SONS,

LIMITED

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

that by Ordinary Resolution duly passed on the 8th December 1960 each of the existing Ordinary Shares of £1 each in the capital of the Company was sub-divided into four Ordinary Shares of five shillings each.

(Signature) \_\_\_\_\_

*B.G. Higgins.*

(State whether Director or Secretary) \_\_\_\_\_

Director

Dated the \_\_\_\_\_

*8th*

day of December

19 60

NOTE.—This margin is reserved for binding, and must not be written upon.



812

1/11/1900  
I, the undersigned, Registrar of Companies, Madras, do hereby certify that the following is a true and correct copy of the resolution passed at an Extraordinary General Meeting of the Company duly convened and held on the 8th day of December 1900 the following Resolution was duly passed as an Ordinary Resolution -namely:-  
"4.(a) That it is desirable to capitalise the sum of Rs. 24,000 being part of the sum standing to the credit of Profit and Loss Account, and accordingly that subject to and conditional upon Resolution No.3. above being duly passed as a Special Resolution, such sum be capitalised accordingly and that the Directors be and they are hereby authorised and directed to appropriate such sum to the persons who at the close of business on the date of the passing of this Resolution were the registered holders of Ordinary Shares in the capital of the Company, and to apply such sum on their behalf in paying up in full 90,400 Ordinary Shares of 5/- each in the capital of the Company, and 90,400 Ordinary Shares to be allotted and distributed credited as fully paid up to and amongst such persons respectively in the proportion of eighty two new Ordinary Shares of 5/- each for every one Ordinary Share

WITNESSETH:-

(a) At an Extraordinary General Meeting of the Company duly convened and held on the 8th day of December 1900 the following Resolution was duly passed as an Ordinary Resolution -namely:-

"4.(a) That it is desirable to capitalise the sum of Rs. 24,000 being part of the sum standing to the credit of Profit and Loss Account, and accordingly that subject to and conditional upon Resolution No.3. above being duly passed as a Special Resolution, such sum be capitalised accordingly and that the Directors be and they are hereby authorised and directed to appropriate such sum to the persons who at the close of business on the date of the passing of this Resolution were the registered holders of Ordinary Shares in the capital of the Company, and to apply such sum on their behalf in paying up in full 90,400 Ordinary Shares of 5/- each in the capital of the Company, and 90,400 Ordinary Shares to be allotted and distributed credited as fully paid up to and amongst such persons respectively in the proportion of eighty two new Ordinary Shares of 5/- each for every one Ordinary Share

REGD  
15 DEC 1900

(c) Resolution No. 3 referred to in the foregoing Resolution and being a resolution proposed as a Special Resolution approving and adopting new Articles of Association was duly passed as a Special resolution

NOW IT IS HEREBY AGREED as follows:-

- ... of the persons whose names appeared on the  
... at the close of business on the 6th  
... of December 1960 is a holder of ordinary Shares in the



as WITNESS the hands of *David Geoffrey Higgs*

signed by the said *David*  
*Jeffrey Higgo* and the  
presence of :-

C. Swade  
114 Beattyville Gardens  
Jefford Coxs Company Director

Signed by the said  
 Max Edgar Measures  
 in the presence of:-

The Old Rectory  
South Wamborough,  
Barnstoke, Hants.  
Orramy J. S. J. S.

No. 100

1st DECEMBER,

1900

W.C. RAMES & SONS LIMITED

and -

M.A. RAMES & SONS Ltd.


---

AGREEMENT

relating to the allotment  
of shares.

---

NORTON, ROSE, BOTTLELL & ROYLE,  
Kempson House,  
Canonic Street,  
London, E.C.3.



No. 373420

N.L. 36395



[COPY]

**Certificate of Incorporation**  
OF  
**W. C. WARE & SONS, LIMITED**

---

I HEREBY CERTIFY that W. C. WARE & SONS, LIMITED, is this day  
Incorporated under the Companies' Acts, 1862 to 1890, and Amend-  
ments, and that this Company is Limited.

Given under my hand at London, this 13th day of October,  
One Thousand eight hundred and ninety-two.

ERNEST CLEAVE,  
*Assistant Registrar of Joint Stock Companies.*

*Fee and Deed Stamps £17.10.*

*Stamp duty on Capital £50.*

11/89  
C/60 15/12/1900  
200 26.



# Memorandum of Association

OF

## W. C. WARE & SONS, LIMITED

1. The name of the Company is "W. C. WARE & SONS, LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—
  - (A) To undertake and carry on as successors to W. C. Ware and C. W. Ware, the trade and business carried on by them in partnership together, under the name or style of W. C. Ware & Son.
  - (B) To acquire, by purchase or otherwise, the goodwill of the said trade or business, and the property and rights of or belonging to or in connection with such trade or business.
  - (C) To make binding upon the Company and the said W. C. Ware and C. W. Ware, with or without variation, all arrangements which, in contemplation of the formation of the Company, were intended by them to be made binding upon themselves and the Company when formed respectively, touching or relating to the acquisition by the Company for the said business and the goodwill thereof, property and rights, and the carrying on of the said business by the Company, and in particular to adopt and carry into effect, either with or without modification, an Agreement made the 22nd day of September, 1892, between the said W. C. Ware and C. W. Ware, of the one part, and Albert Ware, on behalf of the Company, of the other part, a copy whereof has, for the purpose of identification, been endorsed with the signatures of the said W. C. Ware and C. W. Ware, and of the subscribers hereto.

REGISTERED  
30 DEC 1900

(D) To carry on the businesses of timber and wood merchants generally, importers, exporters, and growers, brokers, ship brokers, commission merchants, and agents in the United Kingdom, and in any part of the world, and to establish depots, wharves, saw mills, stores, docks, piers, landing stages, and to adopt and establish any plant, ways, machinery, rolling-stock, or otherwise, for the carriage of goods, and to advance money by way of loan upon wood, timber (either in a growing state or otherwise), or other merchandise, or upon or against bills of lading, policies of insurance, dock warrants, warehouse keepers' certificates, or other documents of title representing the same, and generally to carry on the said businesses in all branches, or any business of a character similar or analogous thereto, or any other businesses or any other works or acts which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(E) To fell, saw, plane, cut and dress timber, manufacture all articles made or principally made of timber or wood ; acquire, construct, work and use, saw-mills or other mills or machinery, for the purpose of, or in connection with, any such manufacture, and do all things necessary or expedient for the purpose of rendering merchantable, and turning to account, the timber and other resources of any property owned or occupied by the Company.

(F) To acquire, by purchase or otherwise, any patent rights or other exclusive privileges, either in Great Britain or elsewhere, for the making, using, exercising, or vending of any inventions, and to sell the same or grant licences to any person or company to work the same.

(G) To acquire for any of the purposes of the Company, by purchase, lease, concession, grant, license, or otherwise, such lands, buildings, and other property in the United Kingdom, or in any part of the world, or any rights, privileges or easements, as may from time to time be deemed necessary for carrying on the said business, and to build and erect such buildings, structures, and like things as may be deemed necessary for the purposes of the Company or any of them, and to hold any property whatsoever, either in the United Kingdom or abroad, and to sell, lease, mortgage, or otherwise dispose of the same, or any other property of the Company.

- (ii) To enter into any arrangements with any government or authority at home or abroad that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with the same, and to sell and dispose of all or any of them.
- (i) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any firm, person, or company carrying on, or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (j) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or firm, or of any other company carrying on any business of a character similar to or auxiliary, ancillary, or in any way connected with any business which the Company is authorised to carry on, and in the case of any company to amalgamate therewith.
- (k) To sell the undertaking, property, book debts and assets of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares whether fully paid-up or not, debentures, or securities of any other company having objects altogether or in part similar to those of this Company, and either on terms that such shares, debentures or securities be distributed in specie amongst the Members or otherwise.
- (l) To acquire, by original subscription or otherwise, and to hold and sell or otherwise dispose of shares, whether fully paid-up or not, stock, debentures or debenture stock of any company carrying on, or formed for the purpose of carrying on, any trade or business within the objects of the Company, or relative thereto.
- (m) To borrow or raise money by the issue of, or upon debentures, bills of exchange, promissory notes, bonds or other obligations or securities, or by mortgage or charge of all or any part of the property of the Company or of its uncalled capital, or in such other manner as may be deemed necessary, and to accept money on deposit at interest or otherwise, and to lend money, and

in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons.

- (N) To procure the Company to be registered or recognised in any foreign country or place.
- (O) To acquire by purchase, charter, hire, building, or otherwise, steam or other ships or vessels, or shares therein, and equip the same, and to employ the same in the conveyance of merchandise, for the Company or for others, and to fill up or load independently with or carry passengers, mails, goods, plant, munitions of war, produce, or other property or effects.
- (P) To promote any other company and subscribe for shares, stock, or debentures thereof, for the purpose of its acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to amalgamate with any other company, and to subscribe for stock, shares, or debentures therein, and to re-sell.
- (Q) To remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other securities of the Company.
- (R) To make, accept, indorse, and execute promissory notes, bills of exchange, and any other negotiable instruments.
- (S) To distribute any of the property of the Company among the Members in specie.
- (T) To grant pensions, allowances, gratuities and bonuses to and make payments for or towards insurance on the life or lives of Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or its associated or subsidiary companies or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support and subscribe to any charitable funds or institutions, society or club, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or such persons as

*This sub-clause  
was substituted  
for the former  
sub-clause (x)  
pursuant to a  
Special Resolution  
duly passed on the  
8th December, 1960*

aforesaid or may be connected with any town or place where the Company carries on business, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons as aforesaid, and to join, participate in, and subsidise or assist any association of employers or employees or any trade association.

- (U) To increase the capital of the Company by the issue of ordinary, deferred, preferred, or guaranteed shares at par, premium, discount, or otherwise, or to reduce the capital.
- (V) To invest the moneys of the Company upon such securities as may from time to time be determined.
- (W) To sell, surrender, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company.
- (X) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (Y) To do all such other things as are incidental or conducive to the attainment of the objects before-mentioned, and so that the objects specified in each paragraph of this clause shall be in no wise limited by reference to any other paragraph.
- (Z) And it is hereby declared that the word "Company" in this memorandum except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Capital of the Company is £50,000 divided into 50,000 Shares of £1 each.

Certified to be a true copy of the Memorandum of Association of W.C.Ware & Sons, Limited, as amended pursuant to Special Resolution duly passed on the 8th December 1900.

*[Signature]*  
 Chairman and Director of W.C.Ware  
 & Sons, Limited.



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 names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
1. WILLIAM CHARLES WARE, Lambeth Timber Yard, Lower Kennington Lane, London, Timber Merchant.	One
2. CHARLES WILLIAM WARE, Lambeth Timber Yard, Lower Kennington Lane, London, Timber Merchant.	One
3. ALBERT WARE, "Woodlands," Devonshire Road, Merton, Surrey, Clerk.	One
4. WILLIAM CHARLES WARE, junior, Vauxhall Iron Works, Upper Kennington Lane, London, Engineer.	One
5. SYDNEY EDWARD WARE, "Woodlands," Devonshire Road, Merton, Surrey, Clerk.	One
6. HARRIETTE CLARA WARE, Manor Lodge, Gleneagle Road, Streatham, Married Lady.	One
7. EMILY WARE, "Woodlands," Devonshire Road, Merton, Surrey, Married Lady.	One

Dated the 30th day of September, 1892.

Witness to the above signatures of WILLIAM CHARLES WARE, CHARLES WILLIAM WARE, ALBERT WARE, WILLIAM CHARLES WARE, junior, SYDNEY EDWARD WARE, and HARRIETTE CLARA WARE,

R. A. KINGSBURY,  
369 & 371, Brixton Road, S.W.,  
Solicitor.

Witness to the signature of EMILY WARE,

J. F. PARMITER,  
24, Nelson Street,  
Rotherham,  
Congregational Minister.

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

## Resolutions

OF

# W. C. WARE & SONS, LIMITED

*Passed 31st March, 1964*

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on Tuesday, the 31st day of March, 1964, the following RESOLUTIONS were duly passed, Resolution No. 1 being passed as a SPECIAL RESOLUTION and Resolution No. 2 being passed as an ORDINARY RESOLUTION:—

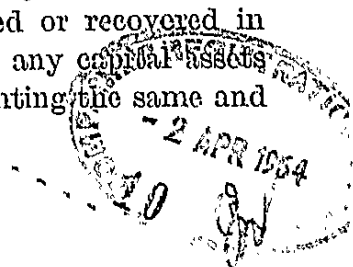
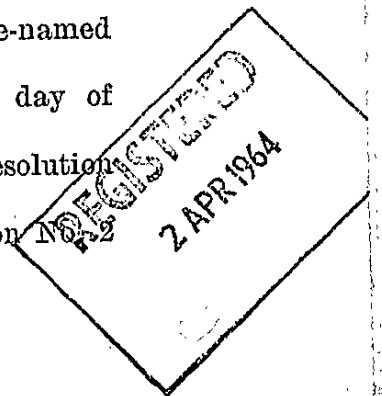
### RESOLUTIONS

1. That the Articles of Association of the Company be altered by inserting after Article 33 the following heading and new Article, to be numbered 33A:—

#### "DISTRIBUTION OF REALISED CAPITAL PROFITS.

33A. The Company in General Meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from the receipt of moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same and

NORTON ROSE BOTTECELL & CO.,  
KEMPSON HOUSE,  
CAMDEN MILLS ST.,  
EC2



not required for the payment or provision of any fixed preferential dividend instead of being applied in the purchase of any other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend. Provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being."

2. That the sum of £24,900, being surplus moneys in the hands of the Company arising from the realisation of capital assets, be divided amongst the persons who, at the date and time of passing this Resolution, are registered as the holders of Ordinary Shares in the capital of the Company, in proportion to the numbers of Ordinary Shares held by them respectively, and that the Directors be and they are hereby authorised to divide the said sum accordingly.

*J. H. Jensen*  
31/3/66 Chairman.

( M. E. MEASURES )

COMPANY LIMITED BY SHARES

**Special Resolution**

OF

**W. C. WARE & SONS LIMITED**

*Passed 1st June, 1965*

REGISTERED

2 JUN 1965

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly held at Kempson House, Camomile Street, Bishopsgate, London, E.C.3, on Tuesday, the 1st day of June, 1965, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

RESOLUTION

That the Articles of Association of the Company be altered in manner following, that is to say :—

1. Article 2 shall be amended by including therein among the regulations contained in Part I which shall not apply to the company regulations 60 and 98.

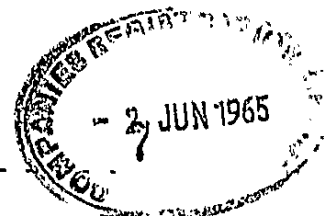
2. By deleting Articles 9 and 10.

3. By deleting from Article 17 the word "seven" and substituting the word "six".

4. There shall be inserted after the existing Article 20 a new Article to be numbered 20A, reading as follows :—

"20A. The holder or holders of the Ordinary Shares Nos. 1 to 24504 inclusive and 49469 to 50618 inclusive and

*W. C. Ware, Rosa, Boltwell + Roche*



59119 to 182864 inclusive shall be entitled to appoint not more than three Directors, and the holders of the Ordinary Shares Nos. 24505 to 49468 inclusive and 50619 to 59118 inclusive and 182865 to 298800 inclusive shall be entitled to appoint an equal number of Directors but so that the total number of Directors shall not exceed the maximum fixed by Article 17. Any Director appointed pursuant to the provisions of this Article shall not be liable to retire by rotation (and Article 26 shall be modified accordingly) and the appointors of any such Director shall be entitled by notice to the Company to remove any Director so appointed and to appoint another Director in his place."

5. There shall be inserted after the existing Article 28 a new Article to be numbered 28A, reading as follows:—

"28A. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall, save as herein provided, have a second or casting vote. The Chairman shall not be empowered to exercise a second or casting vote in relation to any questions involving:—

- (1) dividend policy of the Company and its subsidiaries ;  
or
- (2) purchase or sale of fixed assets in either case in excess of £5,000 in respect of any one transaction or any series of transactions in any one month amounting in the aggregate to £5,000 ; or
- (3) borrowing by the Company and/or its subsidiaries in excess of £650,000 ; or
- (4) his own appointment to any office or place of profit under the Company or the arrangement of the terms thereof ; and
- (5) the registration of any transfer of any share.

A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom."

  
Chairman.

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

W. C. WARE & SONS LIMITED

REGISTERED

2 JUN 1965

*Passed 31st May, 1965*

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly held at 6-12 Kennington Lane, London, S.E.11, on Monday, the 31st day of May, 1965, the following RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS :—

RESOLUTIONS

1. That the capital of the Company be increased from £50,000 to £100,000 by the creation of 200,000 additional Ordinary Shares of 5s. each.

2. That it is desirable to capitalise the sum of £49,800 being as to £49,172 the sum standing to the credit of the capital reserves and as to £628 part of the sum standing to the credit of the general revenue reserve, and that such sum be capitalised accordingly, and that the Directors be and they are hereby authorised and directed to appropriate the said sum of £49,800 to the persons who, at the close of business on the 1st day of May, 1965, were the registered holders of Ordinary Shares in the capital of the Company in the proportions in which they would have been entitled thereto if the said sum had been distributed by way of dividend and to apply such sum on their behalf in paying up in full at par 199,200 new Ordinary Shares of 5s. each in the capital of the Company, such shares to be allotted and distributed credited as fully paid up to and amongst such persons in the proportion of two new Ordinary Shares for every one Ordinary Share then held by such persons respectively.

*naman, Rose, Saltwell & Roche*



10/

3. That the 199,200 Ordinary Shares of 5s. each to be allotted pursuant to Resolution No. 2 above shall rank for any dividends declared on the Ordinary Shares in the capital of the Company in respect of the year ended 31st March, 1965, and in all other respects *pari passu* with the Ordinary Shares in the capital of the Company.

  
Chairman.

Number of  
Company

37342

2/105

Form No. 10

# THE COMPANIES ACT, 1948

ck  
12-15

## Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED

2 JUN 1965

Insert the  
Name  
of the  
Company

W.C.WARE & SONS

LIMITED

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

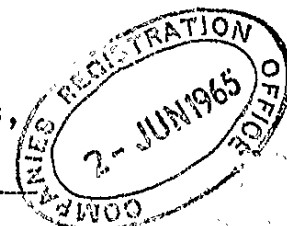
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Norton, Rose, Botterell & Roche

Kempsons House, Camomile Street,

Bishopsgate, E.C.3.



The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A



To THE REGISTRAR OF COMPANIES,

W. C. WARE & SONS

Limited, hereby gives you notice, pursuant to  
Section 63 of the Companies Act, 1948, that by and Ordinary  
Resolution of the Company dated the 31st day of May 1965  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £50,000 beyond the Registered Capital  
of £50,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
200,000	Ordinary	5s.

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

To rank pari passu with existing Ordinary Shares

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

Signature

State whether Director  
or Secretary

Dated the

31<sup>st</sup>

day of

May

1965

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

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

W.C. VAHE & SONS

REGISTERED

2 JUN 1965

LIMITED

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

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

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

Presented by

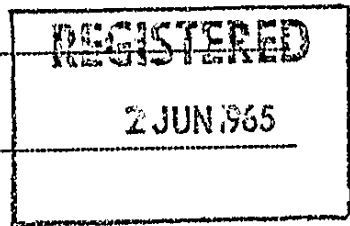
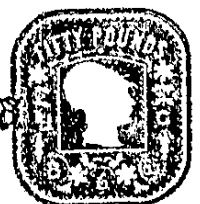
Norton Rose, Botterell & Roche

Kempson House, Camomile Street,

Bishopsgate, E.C.3.

The Solicitors' Law Stationery Society, Limited.  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



03

# THE NOMINAL CAPITAL

OF

W. C. WARE & SONS

Limited

has by a Resolution of the Company dated

31st May 1965 been increased by

the addition thereto of the sum of £50,000,

divided into:—

200,000 Shares of 5s. each

- Shares of - each

beyond the registered Capital of £50,000

Signature

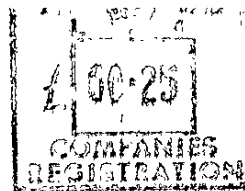
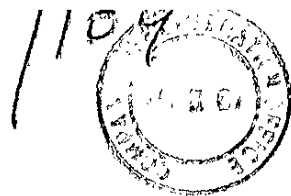
L. A. Lumsden

(State whether Director or Secretary)

Secretary

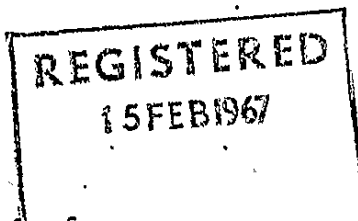
Dated the 31<sup>st</sup> day of May 1965

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



W. C. WARE & SONS, LIMITED

We, the undersigned, being together the holders of the whole of the 25,007 issued 7½% Cumulative Preference Shares of £1 each and the 298,800 issued Ordinary Shares of £1 each in the capital of the above-named Company hereby consent to the passing by the Company of the Special Resolutions set forth in the Notice convening the Extraordinary General Meeting of the Company for the 6th day of January, 1967 and consent to every variation of the rights attached to the Preference and Ordinary Shares involved or requisite for giving effect to such Resolutions.



For and on behalf of  
BARCLAYS NOMINEES (LOMBARD STREET) LIMITED

H. W. GREENWOOD.

.....  
Director

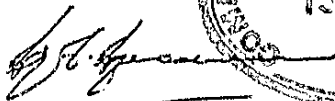
H. M. HOBSON.

.....

S.C. MAJOR.

.....

11

  
M. E. Measures  
Chairman.





W. C. WARE & SONS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 6th day of January 1967 the following Resolutions were duly passed as SPECIAL RESOLUTIONS, namely:-

RESOLUTIONS

REGISTERED  
15 FEB 1967

1. THAT as on and from the 1st January 1967
  - (a) the 298,800 issued Ordinary Shares of 5s. each be consolidated into 74,700 Ordinary Shares of £1 each.
  - (b) the 1,172 unissued Ordinary Shares be consolidated into 293 Ordinary Shares of £1 each.
2. THAT as on and from the 1st January 1967, with the written consent already obtained of the holders of the whole of the issued 25,007 7½ per cent Cumulative Preference Shares of £1 each in the capital of the Company, the rights and privileges attached to such shares be cancelled and extinguished and that all such Preference Shares be converted into 25,007 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of the Company.
3. THAT the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles of Association thereof.

10  
*M. E. Measures*

M. E. Measures  
Chairman



THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES

*[Signature]*  
Chairman

ARTICLES OF ASSOCIATION

of

W. C. WARE & SONS LIMITED

(adopted by Special Resolution passed on the 6th January, 1967)

1. Save in so far as they are excluded or varied hereby the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company and to the exclusion of other Regulations (if any) as apply thereto. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.
2. Regulations 24, 53, 75, 87, 89 to 94 inclusive and 106 of Table A shall not apply to the Company.
3. Subject to any direction to the contrary given by the Company in General Meeting either generally or in any particular case, the whole of the unissued Shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons on such terms and conditions as the Directors may think fit, and Regulation 2 of Table A shall be read subject to this Article.
4. In Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.
5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.
6. In Regulation 54 of Table A the words "the members present shall be a quorum" shall be omitted and the words "the Meeting shall be dissolved" substituted therefor.
7. A poll may be demanded by the Chairman or any member present in person or by proxy and entitled to vote, and Regulation 58 of Table A shall be modified accordingly.
8. The following sentence shall be added at the end of Regulation 5 of Part II of Table A "Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney."
9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two.

10. Any Director may at any time and from time to time appoint any other Director or appoint any other person who is approved by a majority of the other Directors to be his alternate, and may at any time remove any such alternate and (subject to such approval as aforesaid) appoint another in his place. An alternate shall not be entitled to receive any remuneration from the Company nor to appoint an alternate, nor shall it be necessary for him to acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and in the absence of the Director appointing him to attend and vote as a Director at any such meeting and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate may be removed from office by a resolution of the Board, and shall, ipso facto, cease to be an alternate if his appointer ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

11. In Regulation 79 of Table A the proviso thereto shall be omitted and the following proviso substituted therefor:

"Provided that the Directors shall restrict the borrowings of the Company so as to secure that the aggregate amount for the time being remaining undischarged of all moneys borrowed by the Company and its subsidiary companies for the time being (exclusive of moneys borrowed by the Company from The Sabah Timber Company Limited) shall not at any time without the previous sanction of a Resolution of the Board of Directors of The Sabah Timber Company Limited exceed £800,000. No lender or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time the debt was incurred or security given that the limit hereby imposed had been or would thereby be exceeded."

12. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

13. The Directors may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the

Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependents of any such persons. The Directors may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such person as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Directors may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

14. The last sentence of Regulation 95 and of Regulation 97 of Table A shall be omitted.

15. If the Company shall be or become subject to the provisions of Section 185 of the Act then any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of 70 or any other age.

16. Without prejudice to the provisions of Regulations 96 and 97 of Table A, the Company may, by Extraordinary Resolution remove any Director (including a Managing Director) but without prejudice to any claim he might have for damages) before the expiration of his period of office, and may, by an Ordinary Resolution, appoint another person in his stead.

17. A Resolution in writing signed by all the Directors (or their alternates) shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted and may consist of several documents in like form each signed by one or more of the Directors.

18. The following sentence shall be added at the end of paragraph (a) of Regulation 134 of Table A, namely:-

"and except those who under the provisions of the Company's Regulations and Articles of Association or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company."

X

*[Signature]*

2/1/67.



1126

10

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

W. C. WARE & SONS LIMITED

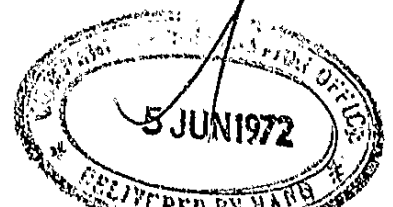
Passed 2nd June, 1972.

At an Extraordinary General Meeting of the above named Company, duly convened and held on Friday, the 2nd day of June 1972, the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the name of the Company be changed to W. C. WARE (HOLDINGS) LIMITED.

*J. I. Gammie*  
J. I. Gammie  
Chairman





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 37342 /127

I hereby certify that

**W.C. WARE & SONS, LIMITED**

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

**W.C. WARE (HOLDINGS) LIMITED**

Given under my hand at London the 21st August 1972

*N Taylor*  
(N. TAYLOR)

Assistant Registrar of Companies

12  
In accordance with F.C. Act 1972 Sect. 9

*The Companies Acts, 1862 to 1890  
(and amendments)*

AND

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

## Memorandum

AND

## Articles of Association

OF

W. C. WARE (HOLDINGS) LIMITED

**W. C. WARE & SONS, LIMITED**

(Articles of Association adopted by Special Resolution passed on the 8th day of December, 1960)  
6th January 1967

NORTON, ROSE, BOTTERELL & ROCHE,  
KEMPSON HOUSE,  
CAMOMILE STREET,  
LONDON, E.C.3.

16

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

W. C. WARE & SONS LIMITED

Passed 2nd June, 1972.

At an Extraordinary General Meeting of the above named Company, duly convened and held on Friday, the 2nd day of June 1972, the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the name of the Company be  
changed to W. C. WARE (HOLDINGS) LIMITED.

J. I. Gammie  
Chairman

No. 373420

N.L. 36395



[COPY]

**Certificate of Incorporation**  
OF  
**W. C. WARE & SONS, LIMITED**

---

I HEREBY CERTIFY that W. C. WARE & SONS, LIMITED, is this day Incorporated under the Companies' Acts, 1862 to 1890, and Amendments, and that this Company is Limited.

Given under my hand at London, this 13th day of October,  
One Thousand eight hundred and ninety-two.

ERNEST CLEAVE,  
*Assistant Registrar of Joint Stock Companies.*

*Fee and Deed Stamps £17.10.*

*Stamp duty on Capital £50.*

# Memorandum of Association

OF

W. C. WARE (HOLDINGS) LIMITED

~~W. C. WARE & SONS, LIMITED~~

Note:- In pursuance of a Special Resolution passed on the 2nd June 1972 the name of the Company was changed from W. C. Ware & Sons Limited.

- 
- W.C. WARE (HOLDINGS) LIMITED
1. The name of the Company is "~~W. C. Ware & Sons, Limited.~~"
  2. The Registered Office of the Company will be situate in England.
  3. The objects for which the Company is established are :—
    - (A) To undertake and carry on as successors to W. C. Ware and C. W. Ware, the trade and business carried on by them in partnership together, under the name or style of W. C. Ware & Son.
    - (B) To acquire, by purchase or otherwise, the goodwill of the said trade or business, and the property and rights of or belonging to or in connection with such trade or business.
    - (C) To make binding upon the Company and the said W. C. Ware and C. W. Ware, with or without variation, all arrangements which, in contemplation of the formation of the Company, were intended by them to be made binding upon themselves and the Company when formed respectively, touching or relating to the acquisition by the Company for the said business and the goodwill thereof, property and rights, and the carrying on of the said business by the Company, and in particular to adopt and carry into effect, either with or without modification, an Agreement made the 22nd day of September, 1892, between the said W. C. Ware and C. W. Ware, of the one part, and Albert Ware, on behalf of the Company, of the other part, a copy whereof has, for the purpose of identification, been endorsed with the signatures of the said W. C. Ware and C. W. Ware, two of the subscribers hereto.

- (D) To carry on the businesses of timber and wood merchants generally, importers, exporters, and growers, brokers, ship brokers, commission merchants, and agents in the United Kingdom, and in any part of the world, and to establish depots, wharves, saw mills, stores, docks, piers, landing stages, and to adopt and establish any plant, ways, machinery, rolling-stock, or otherwise, for the carriage of goods, and to advance money by way of loan upon wood, timber (either in a growing state or otherwise), or other merchandise, or upon or against bills of lading, policies of insurance, dock warrants, warehouse keepers' certificates, or other documents of title representing the same, and generally to carry on the said businesses in all branches, or any business of a character similar or analogous thereto, or any other businesses or any other works or acts which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (E) To fell, saw, plane, cut and dress timber, manufacture all articles made or principally made of timber or wood; acquire, construct, work and use, saw-mills or other mills or machinery, for the purpose of, or in connection with, any such manufacture, and do all things necessary or expedient for the purpose of rendering merchantable, and turning to account, the timber and other resources of any property owned or occupied by the Company.
- (F) To acquire, by purchase or otherwise, any patent rights or other exclusive privileges, either in Great Britain or elsewhere, for the making, using, exercising, or vending of any inventions, and to sell the same or grant licences to any person or company to work the same.
- (G) To acquire for any of the purposes of the Company, by purchase, lease, concession, grant, license, or otherwise, such lands, buildings, and other property in the United Kingdom, or in any part of the world, or any rights, privileges or easements, as may from time to time be deemed necessary for carrying on the said business, and to build and erect such buildings, structures, and like things as may be deemed necessary for the purposes of the Company or any of them, and to hold any property whatsoever, either in the United Kingdom or abroad, and to sell, lease, mortgage, or otherwise dispose of the same, or any other property of the Company.

- (ii) To enter into any arrangements with any government or authority at home or abroad that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with the same, and to sell and dispose of all or any of them.
- (I) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any firm, person, or company carrying on, or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (J) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or firm, or of any other company carrying on any business of a character similar to or auxiliary, ancillary, or in any way connected with any business which the Company is authorised to carry on, and in the case of any company to amalgamate therewith.
- (K) To sell the undertaking, property, book debts and assets of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares whether fully paid-up or not, debentures, or securities of any other company having objects altogether or in part similar to those of this Company, and either on terms that such shares, debentures or securities be distributed in specie amongst the Members or otherwise.
- (L) To acquire, by original subscription or otherwise, and to hold and sell or otherwise dispose of shares, whether fully paid-up or not, stock, debentures or debenture stock of any company carrying on, or formed for the purpose of carrying on, any trade or business within the objects of the Company, or relative thereto.
- (M) To borrow or raise money by the issue of, or upon debentures, bills of exchange, promissory notes, bonds or other obligations or securities, or by mortgage or charge of all or any part of the property of the Company or of its uncalled capital, or in such other manner as may be deemed necessary, and to accept money on deposit at interest or otherwise, and to lend money, and



in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons.

- (N) To procure the Company to be registered or recognised in any foreign country or place.
- (O) To acquire by purchase, charter, hire, building, or otherwise, steam or other ships or vessels, or shares therein, and equip the same, and to employ the same in the conveyance of merchandise, for the Company or for others, and to fill up or load independently with or carry passengers, mails, goods, plant, munitions of war, produce, or other property or effects.
- (P) To promote any other company and subscribe for shares, stock, or debentures thereof, for the purpose of its acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to amalgamate with any other company, and to subscribe for stock, shares, or debentures therein, and to re-sell.
- (Q) To remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other securities of the Company.
- (R) To make, accept, indorse, and execute promissory notes, bills of exchange, and any other negotiable instruments.
- (S) To distribute any of the property of the Company among the Members in specie.
- (T) To grant pensions, allowances, gratuities and bonuses to and make payments for or towards insurance on the life or lives of Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or its associated or subsidiary companies or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support and subscribe to any charitable funds or institutions, society or club, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or such persons as

*This sub-clause  
was substituted  
for the former  
sub-clause (T)  
pursuant to a  
Special Resolution  
duly passed on the  
8th December, 1960*

aforesaid or may be connected with any town or place where the Company carries on business, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons as aforesaid, and to join, participate in, and subsidise or assist any association of employers or employees or any trade association.

- (U) To increase the capital of the Company by the issue of ordinary, deferred, preferred, or guaranteed shares at par, premium, discount, or otherwise, or to reduce the capital.
- (V) To invest the moneys of the Company upon such securities as may from time to time be determined.
- (W) To sell, surrender, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company.
- (X) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (Y) To do all such other things as are incidental or conducive to the attainment of the objects before-mentioned, and so that the objects specified in each paragraph of this clause shall be in no wise limited by reference to any other paragraph.
- (Z) And it is hereby declared that the word "Company" in this memorandum except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Capital of the Company is ~~£50,000~~ <sup>£100,000</sup> divided into ~~50,000~~ <sup>100,000</sup> Shares of £1 each. ✓

At an Extraordinary General Meeting held on 31st May 1965 the capital of the Company was increased from £50,000 to £100,000

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 names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
1. WILLIAM CHARLES WARE, Lambeth Timber Yard, Lower Kennington Lane, London, Timber Merchant.	One
2. CHARLES WILLIAM WARE, Lambeth Timber Yard, Lower Kennington Lane, London, Timber Merchant.	One
3. ALBERT WARE, "Woodlands," Devonshire Road, Merton, Surrey, Clerk.	One
4. WILLIAM CHARLES WARE, junior, Vauxhall Iron Works, Upper Kennington Lane, London, Engineer.	One
5. SYDNEY EDWARD WARE, "Woodlands," Devonshire Road, Merton, Surrey, Clerk.	One
6. HARRIETTE CLARA WARE, Manor Lodge, Glencagle Road, Streatham, Married Lady.	One
7. EMILY WARE, "Woodlands," Devonshire Road, Merton, Surrey, Married Lady.	One

Dated the 30th day of September, 1892.

Witness to the above signatures of WILLIAM CHARLES WARE, CHARLES WILLIAM WARE, ALBERT WARE, WILLIAM CHARLES WARE, junior, SYDNEY EDWARD WARE, and HARRIETTE CLARA WARE,

+ A. KINGSBURY,  
369 & 371, Brixton Road, S.W.,  
Solicitor.

Witness to the signature of EMILY WARE,  
J. F. PARMITER,  
24, Nelson Street,  
Rotherham,  
Congregational Minister.

THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

cf  
W. C. WARE (HOLDINGS) LIMITED  
~~W. C. WARE & SONS LIMITED~~

(adopted by Special Resolution passed on the 6th January, 1967)

1. Save in so far as they are excluded or varied hereby the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company and to the exclusion of other Regulations (if any) as apply thereto. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.
2. Regulations 24, 53, 75, 87, 89 to 94 inclusive and 106 of Table A shall not apply to the Company.
3. Subject to any direction to the contrary given by the Company in General Meeting either generally or in any particular case, the whole of the unissued Shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons on such terms and conditions as the Directors may think fit, and Regulation 2 of Table A shall be read subject to this Article.
4. In Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.
5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.
6. In Regulation 54 of Table A the words "the members present shall be a quorum" shall be omitted and the words "the Meeting shall be dissolved" substituted therefor.
7. A poll may be demanded by the Chairman or any member present in person or by proxy and entitled to vote, and Regulation 58 of Table A shall be modified accordingly.
8. The following sentence shall be added at the end of Regulation 5 of Part II of Table A "Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney."

... until otherwise determined by the Company in

10. Any Director may at any time and from time to time appoint any other Director or appoint any other person who is approved by a majority of the other Directors to be his alternate, and may at any time remove any such alternate and (subject to such approval as aforesaid) appoint another in his place. An alternate shall not be entitled to receive any remuneration from the Company nor to appoint an alternate, nor shall it be necessary for him to acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and in the absence of the Director appointing him to attend and vote as a Director at any such meeting and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate may be removed from office by a resolution of the Board, and shall, ipso facto, cease to be an alternate if his appointer ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

11. In Regulation 79 of Table A the proviso thereto shall be omitted and the following proviso substituted therefor:

"Provided that the Directors shall restrict the borrowings of the Company so as to secure that the aggregate amount for the time being remaining undischarged of all moneys borrowed by the Company and its subsidiary companies for the time being (exclusive of moneys borrowed by the Company from The Sabah Timber Company Limited) shall not at any time without the previous sanction of a Resolution of the Board of Directors of The Sabah Timber Company Limited exceed £800,000. No lender or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time the debt was incurred or security given that the limit hereby imposed had been or would thereby be exceeded."

12. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

13. The Directors may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the

Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependents of any such persons. The Directors may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such person as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Directors may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

14. The last sentence of Regulation 95 and of Regulation 97 of Table A shall be omitted.

15. If the Company shall be or become subject to the provisions of Section 185 of the Act then any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of 70 or any other age.

16. Without prejudice to the provisions of Regulations 96 and 97 of Table A, the Company may, by Extraordinary Resolution remove any Director (including a Managing Director but without prejudice to any claim he might have for damages) before the expiration of his period of office, and may, by an Ordinary Resolution, appoint another person in his stead.

17. A Resolution in writing signed by all the Directors (or their alternates) shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted and may consist of several documents in like form each signed by one or more of the Directors.

18. The following sentence shall be added at the end of paragraph (a) of Regulation 134 of Table A, namely:-

"and except those who under the provisions of the Company's Regulations and Articles of Association or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company."

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THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -


, W. C. WARE (HOLDINGS) LIMITED

Passed 14th February 1974

At an Extraordinary General Meeting of the above named Company, duly convened and held on Thursday, the 14th day of February 1974, the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the name of the Company be changed to  
SABAH TIMBER SOUTH EAST (MERCHANTS) LIMITED

  
J. I. Gammie  
Chairman





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 37342 / 32

I hereby certify that

**W.C. WARE (HOLDINGS) LIMITED**

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

**SABAH TIMBER SOUTH EAST (MERCHANTS) LIMITED**

Given under my hand at London the **1st March 1974**

**N. TAYLOR**

*Assistant Registrar of Companies*



37342/140



THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

SABAH TIMBER SOUTH EAST (MERCHANTS) LIMITED


Passed 8th June, 1977

At an Extraordinary General Meeting of the above-named Company, duly convened and held on Wednesday, the 8th day of June 1977, the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the name of the Company be changed to  
SABAH TIMBER S.E.M. (HOLDINGS) LIMITED

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J. MILLER  
Chairman



Williams & Glyn  
706776 K80 P/2



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 37342 / 141

I hereby certify that

**SABAH TIMBER SOUTH EAST (MERCHANTS) LIMITED**

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

**SABAH TIMBER S.E.M. (HOLDINGS) LIMITED**

Given under my hand at Cardiff the 12TH JULY 1977

*D.A. Pendlebury*  
D. A. PENDLEBURY

Assistant Registrar of Companies

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COMPANY NO. 37342

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THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-- of --

SABAH TIMBER S.E.M. (HOLDINGS) LIMITED

Passed 11th June 1985

At the Annual General Meeting of the above-named Company, duly convened and held on Tuesday 11th June 1985, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That in accordance with the provisions of Section 12 of the Companies Act 1981, the Company shall be released from its obligations to appoint Auditors under Section 14(1) of the Companies Act 1976.



  
B.J. JERMYN  
CHAIRMAN