

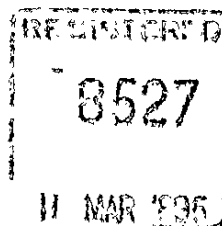
11527

11 MAR 1895

# THE STAMP ACT, 1891.

1891 No. 37. Vict. Ch. 49

COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital

OF THE

*Frictionless Engine*  
*Packing* Company, Limited.

Pursuant to Section 112 of The Stamp Act, 1891.

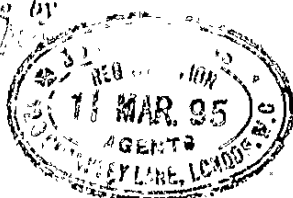
NOTE:- The Stamp Duty on the Nominal Capital is Two Shillings for every £100 or fraction of £100.-- See last page of this Form.

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

JORDAN & SONS,

Companies' Registration Agents, Printers, and Stationers,  
120 CHANCERY LANE, LONDON, W.C.

Presented for filing by  
J. Jordan,  
120 Chancery Lane,  
London, W.C.



# THE NOMINAL CAPITAL

OF THE

*Frictionless Engine  
Packing*

Company, Limited,

is £ *20 000* , divided into *15 000 Ordinary*  
*5 000 Preference*

Shares of *£ 1* ————— each.

Signature *R. W. Citchley*

Officer *Secretary*

Dated the *9<sup>th</sup>* . day of

*March* 189 *5*

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

# Memorandum

AND

## Articles of Association

OF

# The Frictionless Engine Packing Company,

LIMITED.

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T. W. MARKLAND,

Solicitor,

Manchester.

THE COMPANIES ACTS 1862 TO 1895.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

THE FRICTIONLESS ENGINE PACKING COMPANY, LTD.

REGISTERED

8528

11 MAR 1895

1. The name of the Company is "The Frictionless Engine Packing Company, 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 acquire the goodwill of the business of Engine Packing Manufacturers and Merchants, now carried on by Messrs. The Frictionless Engine Packing Company, and certain leasehold hereditaments occupied by them in connection with the said business, and to acquire and undertake the whole or any of the assets and liabilities of The Frictionless Engine Packing Company in connection therewith, and to carry on such business.

(b) To adopt and carry into effect, with or without modifications, an Agreement dated the 11th day of February 1895, and made between Harry Gordon Small and George William Parkes of the one part, and Robert Vickers Critchley, on behalf of this Company, of the other part, a copy whereof has for the purpose of identification been endorsed with the signatures of the said Harry Gordon Small and George William Parkes, and two of the subscribers hereto.

(c) To carry on the business of Engine Packing Manufacturers and Merchants, and all branches of such business, and to carry on any other business which may seem to the Board 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. To buy, sell, manufacture, manipulate, import, export, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid, or required by any customers or other persons having dealings with the Company.

(d) To purchase or otherwise acquire and undertake all or any part of the business property or liabilities of any person or Company carrying on any business or engaged in any undertaking which this Company is authorised to carry on, or engage in, or possessed of property or rights suitable for any of the purposes of this Company.

(e) To enter into partnership or into any arrangement for sharing profits, union of interests, or co-operation with any person or Company carrying on, or about to carry on, any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in, and to lend money to subsidise, guarantee the contracts of, or otherwise assist any such person or Company.

(f) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.

(g) To apply for, obtain, acquire, or deal with, or enter into Acts of Parliament, provisional orders, concessions, grants, powers, or covenants, from or with governments, municipal, or other authorities or persons, or to subscribe to the expense of obtaining the same,

presented for filing by  
J W Markland,  
Solicitor

26 Victoria Street, London E.C.



either in the name of the Company or otherwise, as may be thought expedient, and to oppose any proceedings in Parliament or elsewhere which may seem directly or indirectly calculated to affect the Company's interests prejudicially.

- (h) To purchase or otherwise acquire any inventions, patents, licenses, concessions, trade marks, and the like, whether at home or abroad, conferring an exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to make application for letters patent, licenses, concessions for inventions, or trade marks, and to use, exercise, develop, and grant licenses in respect of or otherwise turn to account the property and rights so acquired.
- (i) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business; and in particular any lands, buildings, machinery, plant, stock-in-trade, licenses, trade marks, easements, and privileges, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (j) To lend money to any Company, partnership, association, or persons, and in particular to customers of the Company, upon security of their undertaking, property, estate, assets, and effects, or any part thereof, or without any security, and generally upon such terms as the Company may deem expedient, and to guarantee the performance of contracts by any such persons.
- (k) To make, draw, accept, indorse, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (l) To sell, improve, manage, develop, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights of and over, mortgage, dispose of, turn to account or otherwise deal with, all or any of the property and rights of the Company.
- (m) To refer any claim or demand by or against the Company to arbitration, and observe and perform the awards.
- (n) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.
- (o) To establish or promote, or concur in establishing or promoting, other Companies for all or any of the objects mentioned in this Memorandum, and to transfer to any such Company any property of this Company, and to take or otherwise acquire and hold shares, debentures, or other securities in or of any such Company, and to subsidise or otherwise assist any such Company, and to guarantee or underwrite subscriptions for any stock or securities of any such Company, or to subscribe for the same or any part thereof.
- (p) To borrow or raise money for the purposes of the Company's business in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock and in security of such money so borrowed to mortgage, pledge or charge the whole or any part of the property, assets, or revenue of the Company, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other usual and necessary powers, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company.
- (q) To receive money on deposit and lend and make advances with or without security, and upon such terms as may be thought proper.
- (r) To create and issue at par, or at a premium or discount, debentures, mortgage debentures, debenture stock and other securities payable to bearer or otherwise, and either permanent, or redeemable, or repayable and collaterally to secure any securities of the Company by means of a trust deed or otherwise.
- (s) To procure the Company to be registered or otherwise legally organised in any foreign country or place beyond the seas.

- (b) To issue any shares of the Company at such times and in such manner, and either at par or at premium, or as fully or in part paid up, and generally upon such terms and conditions in every respect as the Board of the Company shall think fit.
- (c) To issue any shares or securities which the Company has power to issue by way of security and indemnity, to any person whom the Company has agreed or is bound to indemnify,
- (d) To pay for any shares or rights acquired by the Company, either in cash or in shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has to issue, or partly in one mode and partly in another, and generally on such terms as the Board may approve,
- (e) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by instalments or otherwise, or in shares of any Company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or any securities of any Company, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (f) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase of the undertaking, subject to the liabilities of this or any such other Company, with or without winding up, or by sale or purchase of all the shares, stock or securities of this or any such other Company as aforesaid, or by partnership, or an arrangement in the nature of partnerships, or in any other manner.
- (g) To support or subscribe to any charitable or public object, and to give pensions, gratuities, donations, and emoluments to any person and to support and subscribe to any schools and any educational, scientific, literary, religious, or charitable institutions, or trade societies, whether such societies be solely connected with any trade or trades carried on by the Company or not, and any club or other establishment calculated to advance the interests of the Company, or of the persons employed by the Company.
- (h) To distribute amongst the members in specie any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction (if any), for the time being, required by law.
- (aa) To exercise the powers given by the Companies Acts, 1864, in any case in which the Board shall deem it necessary so to do for the purpose of more properly or effectually carrying on the business of the Company elsewhere than in the United Kingdom.
- (bb) From time to time by special resolution to modify the conditions contained in the Memorandum of Association, so as to increase the capital of the Company by the issue of new shares of such an amount as may by the Company be thought expedient, or to consolidate and divide capital into shares of larger amount than the amount hereby fixed, or to convert the paid-up shares into stock, or to reduce the capital to such an extent and in such a manner as may by resolution be determined.
- (cc) To remunerate any person or persons or company or companies for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, and to remunerate the Trustees or Trustee for debenture holders, or any factor, attorney, or servant, and also any law agent employed by them.
- (dd) To do all or any of the above things in the United Kingdom, or any other country, colony, or dependency, either as principals or agents, and either through agents, trustees, or otherwise, and either alone or in conjunction with others, and either in the name of the Company, or of any company, firm, or person, as trustee for the Company.
- (ee) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them, and it is declared that in this Memorandum the word "Company" is to be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

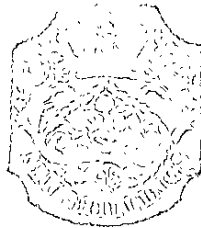
5. The capital of the Company is £20,000, divided into 15,000 Ordinary Shares of 21 each, and 5,000 Preference Shares of 41 each, with conditions as set forth in Clause 44 of the Articles of Association. The capital may be increased, and any increased capital or any part thereof may be loaned with such a preferential dividend, or preferential right in the distribution of the assets of the Company, or both, or with such deferred dividend or postponement in the distribution of the assets of the Company as the Company shall think expedient.

We, the several persons whose names and addresses and descriptions 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 to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
<i>W. G. Small</i> <i>Wythburn Heaton Moss</i> <i>Bag near Lancaster</i> <i>George Parkes</i> <i>Station Road South Lane Blackpool</i> <i>Byine packing Manufacturers</i>	one
<i>Chas. H. Parkes</i> <i>Woolfield</i> <i>Leighport - cheshire</i> <i>Hardware Merchant</i>	one
<i>W. G. Small</i> <i>Station Road South Lane Blackpool</i> <i>married woman. Lancashire</i>	one
<i>A. M. Gordon Small</i> <i>Wythburn - Heaton Moss Lancs.</i> <i>married woman.</i>	one
<i>Wm. H. Booth</i> <i>36 Roseville Road</i> <i>West Dulwich Surrey</i> <i>Hydraulic Engineer</i>	one
<i>R. V. Critchley</i> <i>2 St. James Street, Manchester</i> <i>Chartered Accountant</i>	one

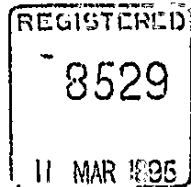
Dated the 9<sup>th</sup> day of March, One thousand eight hundred and ninety-five.

Witness to the above Signatures, of *Henry Gordon Small*,  
*George William Parkes*, *Charles Herbert Parkes*, *William Henry Booth*,  
and *Robert Oscar Brotherton*.  
Witness to the signature of *Amie Margaret Parkes* *Solicitor Manchester*  
*John Wright* *Coachman Kirkham Lancashire*  
Witness to the signatures of *Amie Margaret Gordon Small*  
*James Goffatt*  
*Domestic servant*  
*Wythburn*



THE COMPANIES ACTS 1862 TO 1891.

COMPANY LIMITED BY SHARES.



## ARTICLES OF ASSOCIATION

OR

# The FRICTIONLESS ENGINE PACKING COMPANY, Ltd.

### PRELIMINARY.

1. In these presents, unless there be something in the subject or context inconsistent therewith—

"Special Resolution" and "Extraordinary Resolution" have the meanings assigned thereto respectively by the Companies Act 1862 (Sections 51 and 120).

"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.

Words importing the singular number only include the plural number and *vice versa*.

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations *mutatis mutandis*.

"Bankrupt" includes a person committing an act of Bankruptcy within the meaning of Section 4 of the Bankruptcy Act 1883, or compounding with his creditors, and "Bankruptcy" has a corresponding meaning.

2. The Regulations contained in Table A in the first Schedule to the Companies Act 1862 shall not apply to the Company.

3. The Directors may forthwith adopt on behalf of the Company, an Agreement dated the 11<sup>th</sup> day of February, 1895, and made between Harry Gordon Small and George William Parkes, of the one part, and Robert Vicars Critchley on behalf of this Company of the other part; a copy whereof has, for the purpose of identification, been endorsed with the signature of Harry Gordon Small and George William Parkes and two of the subscribers to the Memorandum of Association (being the Agreement in the Memorandum of Association mentioned), and may carry the same into effect, with full power, nevertheless, at any time, and from time to time, to agree to any modification.

4. The Directors shall not employ the funds of the Company, or any part thereof, in the purchase of shares of the Company.

5. The business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit, and notwithstanding that part only of the shares may have been allotted.

6. 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 at such times as the Directors think fit, subject nevertheless to the stipulations contained in the said agreement with reference to the shares to be allotted in pursuance thereof.

7. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

8. 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.

9. The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.

10. The Company shall be entitled to treat the registered holder of any share as absolute owner thereof, and accordingly shall not be bound to recognise any equitable or other claim to, or interest in such share, on the part of any other person, save as herein provided.

#### CERTIFICATES.

11. The certificates of title to shares shall be issued under the seal of the Company, and signed by two Directors, and countersigned by the Secretary, or some other person appointed by the Directors.

12. Every member shall be entitled to one certificate for the shares registered in his name, or to several certificates, each for a part of such shares. Every certificate of shares shall specify the number of the share in respect of which it is issued, and the amount paid up thereon.

13. 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.

14. Every person to whom shares shall be allotted shall be entitled gratis to one certificate in respect of the share or shares allotted to him, but for every other certificate there shall be paid to the Company such sum, not exceeding one shilling, as the Directors may from time to time determine.

15. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the register.

#### CALLS.

16. 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 respectively, 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 on him to the persons, and at the times and places appointed by the Directors. A call may be made payable by instalments.

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

18. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due, shall be liable to pay interest for the same at the rate of £10 per cent. per annum from the day appointed for the payment thereof to the time of the actual payment.

19. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon.

#### FORFEITURE AND LIEN.

20. 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 instalment 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.

21. The notice shall name a day (not being less than fourteen days from the date of the 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 instalment is payable will be liable to be forfeited.

22. If the requisitions 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. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.

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

24. 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.

25. 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 thereon from the time of forfeiture, until payment of £10 per cent. per annum, and the Directors may enforce the payment thereof if they think fit.

26. 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, fulfilment, or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time declared in respect of such shares.

27. 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 such period as aforesaid 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.

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

29. Upon any sale after forfeiture, or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares or stock sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money; and after his name has been entered in the register, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

#### TRANSFER AND TRANSMISSION OF SHARES.

30. The instrument of transfer of any share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

31. The instrument of transfer of any share shall be in writing, in the following form, or as near thereto as circumstances will admit:—

I, A. B., of \_\_\_\_\_, in consideration of the sum of £  
paid to me by C. D., of \_\_\_\_\_, hereinafter called the said transferee,  
do hereby transfer to the said transferee the share (or Shares) numbered \_\_\_\_\_

standing in my name in the books of \_\_\_\_\_ to hold unto the said transferee, his executors, administrators, and assigns, subject to the several conditions on which I held the same immediately before the execution hereof. And I, the said transferee, do hereby agree to take the said Share (or Shares) subject to the conditions aforesaid.

As witness our hands, the \_\_\_\_\_ day of \_\_\_\_\_ 18 \_\_\_\_.

32. The Directors may refuse to register any transfer of shares or stock upon which the Company has a lien without assigning any reason therefor; and, in the case of shares not fully paid up, may refuse to register a transfer without assigning any reason therefor.

33. No transfer shall be made to an infant or person of unsound mind.

34. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the shares to be transferred, and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

35. A fee not exceeding two shillings and sixpence may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

36. The transfer books may be closed during such time as the Directors think fit, not exceeding in the whole thirty days in each year.

37. 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 or stock registered in the name of such member; and in case of the death of any one or more of the joint holders of any registered shares or registered stock, the survivors shall be the only persons recognised by the Company as having any title or interest in such shares or stock.

38. Any guardian of any 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, upon producing such evidence that he sustains the character in respect of which he purports to act under this clause, or of his title, as the Directors think sufficient, may, subject to the regulations as to transfers hereinbefore contained, transfer such shares to himself or any other person. This clause is hereinafter referred to as "The Transmission Clause."

#### SHARE WARRANTS.

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

40. 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, 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 be a member to the full extent. The holder of a share warrant shall be subject to the conditions for the time being in full force, whether made before or after the issue of such warrant.

#### CONVERSION OF SHARES INTO STOCK.

41. The Company in general meeting may convert any paid-up shares into stock.

42. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which, shares in the Company's capital may be transferred, or as near thereto as circumstances will admit, but the Directors 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, with power, nevertheless, at their discretion, to waive such rules in any particular case.

43. The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the class of shares converted into such stock, but so that none of such privileges or advantages, except the participation in profits of the Company (and on a winding-up in the assets of the Company), shall be conferred by any such aliquot part of consolidated stock, as would not, if existing in shares of the class of shares converted into such stock, have conferred such privileges or advantages, and, save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. No such conversion shall effect or prejudice any preference or other special privilege.

#### ORIGINAL CAPITAL.

44. The original nominal capital of the company is £20,000, divided into 15,000 ordinary shares of £1 each, and 5,000 preference shares of £1 each, bearing a cumulative dividend at the rate of £5 per centum per annum, being preferential only as regards such dividend and carrying no votes so long as such dividend is paid.

#### INCREASE AND REDUCTION OF CAPITAL.

45. The Company may, from time to time, increase the capital by the creation of new shares of such amount as may be deemed expedient.

46. The new shares shall be issued upon such terms and conditions, 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, in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a special or without any right of voting.

47. 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 instance, 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 dealt with as if they formed part of the ordinary shares in the original capital.

48. 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 as ordinary shares, 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.

49. The Company may from time to time, by special resolution, reduce its capital by paying off capital, or cancelling capital which has been lost, or is unrepresented by available assets, or reducing the liability on the shares, or otherwise, as may seem expedient; and capital may be paid off upon the footing that it may be called up again, or otherwise; and the Company may also sub-divide or consolidate its shares, or any of them.

#### BORROWING POWERS.

50. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, not exceeding in the whole the sum of £2,000. They may also, by virtue of an extraordinary resolution, raise or borrow any further sums of money which may be authorised by such resolution.

51. The Directors may raise or secure the repayment of such moneys in such manner, and upon such terms and conditions in all respects, as they think fit; and in particular by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

52. Every debenture or other security created by the Company may be so framed that the same shall be assignable free from any equities between the Company and the original or any intermediate holders,

53. Any debentures, bonds, or other securities may be issued at a discount, premium, or otherwise.



54. The Directors shall cause a proper register to be kept, in accordance with Section 48 of the Companies' Act, 1911, of all mortgages and charges specially affecting the property of the Company.

55. If any uncalled capital of the Company be included in or charged by a mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue, in the name of the Company, or otherwise, for the recovery of moneys becoming due in respect of calls so made, and to give valid receipts for such moneys; and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

#### GENERAL MEETINGS.

56. 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.

57. Subsequent General Meetings shall be held once in the year 1896, and in every subsequent year, at such time and place as may be prescribed by the Company in General Meeting; and if no other time or place is prescribed, on the last Monday in the month of July in every such year, at such time and place as may be determined by the Directors.

58. The above-mentioned General Meetings shall be called Ordinary General Meetings, all other meetings of the Company shall be called Extraordinary General Meetings.

59. The Directors may, whenever they think fit, and they shall, upon a requisition made in writing by not less than one-third in number of the members of the Company, convene an Extraordinary Meeting.

60. Any such requisition shall specify the object of the meeting required, and shall be signed by the members making the same, and shall be deposited at the office. It may consist of several documents in like form, each signed by one or more of the requisitionists. The meeting must be convened for the purposes specified in the requisition or requisitions, and, if convened otherwise than by the Directors, for those purposes only.

61. In case the Directors, for fourteen days after such deposit, fail to convene an Extraordinary Meeting to be held within twenty one days after such deposit, the requisitionists, or any members not being less than one-third in number of the members, may themselves convene a meeting to be held within six weeks after such deposit.

62. Seven clear days' notice at the least, specifying the place and hour of meeting, and in case of special business, the general nature of such business, shall be given, either by advertisement or by notice sent by post, or otherwise served as hereinafter provided.

63. 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.

64. The business of an Ordinary Meeting shall be to receive and consider the balance sheet, the reports of the Directors and of the Auditors, to elect Directors, and other officers in the place of those retiring by rotation, to declare dividends, and to transact any other business which under these presents 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.

65. Three members personally present and entitled to vote shall be a quorum for a General Meeting, for the choice of a chairman, the declaration of a dividend, and the adjournment of the meeting. For all other purposes the quorum for a General Meeting shall be members personally present and entitled to vote, not being less than three in number, and holding or representing by proxy not less than one-tenth

part of the form ordinary share for the time being of the Company. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

66. The Chairman of the Directors shall be entitled to take the chair at every General Meeting, or if there be no Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the members present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the members present shall choose one of their number to be Chairman.

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

68. Every question submitted to a meeting shall 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.

69. At any General Meeting, unless a poll is demanded by at least three members, holding or represented by proxy or entitled to vote in respect of at least 100 shares, 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 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.

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

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

72. 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.

#### VOTES OF MEMBERS.

73. Every member shall, subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, have one vote for every share held by him. In the case of an equality of votes at any General Meeting or poll the Chairman shall be entitled to a second or casting vote.

74. Any guardian or other person, entitled under the transmission clause 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 unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

75. If there be joint registered holders of any shares, the member whose name stands first on the register and no other shall be entitled to vote in respect of such shares; but the other or others of the joint holders shall be entitled to be present at the General Meeting.

76. Any Poll duly demanded on the election of a Chairman of a meeting, or on any question of adjournment, shall be taken at the meeting without adjournment.

77. Votes may be given either personally or by proxy.

78. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if such appointor be a Corporation under its common seal, and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a member of the Company and qualified to vote.

76. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

77. Holders of share warrants shall not be entitled to vote by proxy in respect of the shares or stock included in such warrants.

78. Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will admit, be in the form or to the effect following :—

**THE FRICTIONLESS ENGINE PACKING COMPANY, LIMITED.**

I, the County of hereby appoint him) him) for me and on my behalf at the Ordinary (or Extraordinary) Meeting of the Company, to be held on the                      day of  As witness my hand this Signed by the said	of being a member of  of  of  day of  day of  in the presence of	in  (or failing (or failing as my proxy, to vote and at any adjournment thereof.  19 .  of
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79. 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 members.

80. Any resolution passed by the Directors, notice whereof shall be given to the members in the manner in which notices are hereinafter directed to be given, and which shall within one month after it shall have been so passed, be ratified and confirmed in writing by the members entitled at a poll to three-fifths of the votes, shall be as valid and effectual as a resolution of a General Meeting, but this clause shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the statutes or these presents ought to be dealt with by special or extraordinary resolution.

**DIRECTORS.**

81. The first Directors of the Company shall be Harry Gordon Small and George William Parkes ; who shall act as Directors until the First General Meeting. The First General Meeting shall select the Directors to act subsequently to such meeting.

82. The number of Directors to be so elected shall not be less than two nor exceed five.

83. The Directors shall have power to fill up any casual vacancy in their body.

84. The qualification of every Director shall be the holding in his own right of 2,000 Ordinary Shares of the Company (or the corresponding stock). A Director may act before acquiring his qualification.

85. A Director may retire from his office on giving one month's notice in writing to the Company of his intention so to do, and such resignation shall take effect upon the expiration of such notice, or its earlier acceptance.

86. The Directors shall be paid out of the funds of the Company by way of remuneration for their services, such sum as the Company in General Meeting shall from time to time determine, and such sum shall be divided among them in such proportions and manner as the Directors may determine.

87. The continuing Directors may act, notwithstanding any vacancy in their body, and notwithstanding that the number may fall below the minimum above fixed.

91. The office of a Director shall be vacated:-

If he become bankrupt, or suspend payment, or compound with his creditors

If he be found lunatic, or become of unsound mind.

If he ceases to hold the required amount of shares or stock to qualify him for office, or do not acquire the same within three months after election or appointment.

If he absent himself from the meetings of the Directors during a period of six calendar months, without special leave of absence from the Directors.

92. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement, or any 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 no such Director shall vote in respect of any such contract or arrangement.

#### ROTATION OF DIRECTORS.

93. At the Ordinary General Meeting to be held in the year 1896, and at every succeeding Ordinary General Meeting, one-half of the Directors, or if their number be not a multiple of two, then the number nearest to, but not exceeding, one-half, shall retire from office. A retiring Director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected.

94. The one-half or other nearest number to retire at the Ordinary Meeting to be held in the year 1896 shall, unless the Directors agree among themselves, be determined by lot, in every subsequent year the one-half or other nearest number who have been longest in office shall retire. As between two or more who have been in office an equal length of time the Directors to retire shall, in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election.

95. The Company, at any general meeting at which any Directors retire in manner aforesaid, shall fill up the vacated offices by electing a like number of persons to be Directors, and may fill up any other vacancies.

96. If at any General Meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall continue in office until the Ordinary Meeting in the next year, and so on from year to year, until their places are filled up, unless it shall be determined at such meeting to reduce the number of Directors.

97. The Company may by special resolution, from time to time increase or reduce the number of Directors and may alter their qualification, and may also determine in what rotation such increased or reduced number is to go out of office.

98. The Company may, by special resolution, remove any Director before the expiration of his period of office, and appoint another qualified person in his stead, the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

99. Any casual vacancy occurring among the Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

100. No person, not being a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of 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 his candidature for the office, or the intention of such member to propose him.

## MANAGING DIRECTOR.

101. The Directors may, from time to time, appoint one or more of their body to be Managing Director or Managing Directors of the Company, either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and may, from time to time, remove or dismiss him or them from office, and appoint another or others in his or their place or places.

102. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors; but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company; 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.

103. The remuneration of a Managing Director shall 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 those modes, and either in addition or in substitution for his share of the remuneration assigned to the Directors.

104. 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 they may confer such powers, either collaterally with or to the exclusion of, and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

## PROCEEDINGS OF DIRECTORS.

105. 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. Until otherwise determined, two Directors shall be a quorum.

106. A Director may at any time, and the Secretary upon the request of a Director shall, convene a meeting of the Directors. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

107. The Directors may elect a Chairman of their meetings, and determine the period for which he is to hold office; but if no such Chairman be elected, or if at any meeting the Chairman be not present at the time for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

108. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers, and discretions by or under regulations of the Company for the time being, vested in or exercisable by the Directors generally.

109. 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.

110. 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 meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under the last preceding clause.

111. 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 Director 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.

112. A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

113. If any of the Directors shall be a member or members of any such committee as aforesaid, or shall be called upon to perform extra services, or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Directors may remunerate the Director or Directors, being such member or members, or being so called upon, 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 assigned to the Directors.

#### MINUTES.

114. The Directors shall cause minutes to be duly entered in books provided for the purpose:—

Of all appointments of Officers.

Of the names of the Directors present at each meeting of the Directors and of any Committee of Directors.

Of all orders made by the Directors and Committees of Directors.

Of all resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.

And any such minutes of any meeting of the Directors, or of any Committee, or of the Company, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

#### POWERS OF DIRECTORS.

115. 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 presents 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 are not hereby or by statute expressly directed or required to be exercised or done by the Company in General Meeting; but subject nevertheless to any regulations from time to time made by the Company in General Meeting, provided that no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

116. Entirely without prejudice to the general powers conferred by the last preceding clause, and to the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say:—

#### POWER.

- (a) To pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (b) To purchase or otherwise acquire for the Company any property, rights, or privileges, which the Company is authorised to acquire, at such price, and generally on such terms and conditions as they think fit.
- (c) At their discretion to pay for 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, and any such shares may be issued either as fully paid-up, or with such amount credited as paid-up thereon as may be agreed upon; and any such bonds, debentures, or other securities may be either specifically charged upon all or any part of the property of the Company, and its uncalled capital or not so charged.
- (d) 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 of the Company and its unpaid capital for the time being, or in such other manner as they may think fit.
- (e) 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 determine their duties and fix their salaries or emoluments, and to require security in such instances, and to such amount as they think fit.

- (f) To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock, or any part thereof.
- (g) To appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust.
- (h) To institute, conduct, defend, compound, or abandon any legal proceedings by and against the Company or its 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 and demands by or against the Company.
- (i) To refer any claims or demands, by or against the Company, to arbitration, and observe and perform the awards.
- (j) To make and give receipts, releases, and other discharges for money payable to the Company, or for the claims and demands of the Company.
- (k) To act on behalf of the Company in all matters relating to Bankrupts and Insolvents.
- (l) From time to time to provide for the management of the affairs of the Company abroad in such manner as they think fit, and in particular to appoint any persons to be the Attorneys or Agents of the Company, with such powers (including power to sub-delegate) and upon such terms as may be thought fit.
- (m) To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof, upon such shares (not being shares of this Company) securities, and in such manner as they may think fit, and from time to time to vary or realise such investments.
- (n) To execute, in the name and on behalf of the Company in favour of any Director 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, such Mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale; and such other powers, covenants, and provisions as shall be agreed upon.
- (o) To give to any Officer or other person employed by the Company a commission on the profits of any particular business or transaction, or a share in the general profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company.
- (p) Before recommending any dividend, to set aside, out of the profits of the Company, such sum as they think proper, as a reserve fund, for meeting contingencies, or for equalising dividends, or for repairing, improving, or 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 to invest the several sums so set aside upon such investments as they may think fit, and from time to time to 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.
- (q) From time to time to make, vary, and repeal bye-laws for the regulation of the business of the Company, its Officers and Servants, or the Members of the Company, or any section thereof.
- (r) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Company.

#### THE SEAL.

117. The Directors shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Directors previously given, and in the presence of two Directors at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the secretary or some other person appointed by the Directors.

## DIVISION AND PROFITS.

118. The holders of First Preference Shares shall be entitled to receive out of the profits of the Company, available for dividend as a first charge, a cumulative dividend at the rate of 25 per centum per annum on the amount for the time being paid up on the First Preference Shares held by them respectively. The Surplus profits available for dividend shall be applied to the payment of dividend to the holders of Ordinary Shares in proportion to the amount for the time being paid up on the Ordinary Shares held by them respectively, provided, nevertheless, that where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, couple a right to participate in profits.

119. The Company, in General Meetings, may declare dividends to be paid to the members according to their rights and interests in the profits.

120. No larger dividend shall be declared than is recommended by the Directors, but the Company, in General Meeting, may declare a smaller dividend.

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

122. Where a share is issued after the commencement of any financial year, it shall, unless otherwise provided by the term of issue, rank *pari passu* with previously issued shares as regards any dividend subsequently declared in respect of such year.

123. The declaration of the Directors as to the amount of net profits of the Company shall be conclusive.

124. The Directors may from time to time pay to the members on account of the next forthcoming dividend, such interim dividends as in their judgment the position of the Company justifies.

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

126. A transfer of shares or stock shall not pass the right to any dividend declared thereon before the registration of the transfer.

127. The Directors may retain the dividends payable upon shares or stock in respect of which any person is, under the transmission clause, entitled to become a member, or which any person under that clause is entitled to transfer, until such person shall become a member in respect of such shares or stock, or shall duly transfer the same.

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

129. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered stock in manner hereinafter provided.

130. No dividend shall bear interest as against the Company.

## ACCOUNTS.

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

132. 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.



133. 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 members 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.

134. At the Ordinary Meeting in every year, the Directors shall lay before the Company a balance sheet containing a summary of the property and liabilities of the Company, made up to a date, not more than four months before the meeting.

135. Every such balance sheet shall be accompanied by a report of the Directors as to the state and condition of the Company, and as to the amount which they recommend to be paid out of the profits by way of dividend or bonus to the members, and the amount (if any) which they propose to carry to the reserve fund, according to the provisions in that behalf hereinbefore contained, and the balance sheet, report, and balance sheet shall be signed by two Directors.

#### AUDIT.

136. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more auditor or auditors.

137. The first auditor or auditors shall be appointed by the Directors. Subsequent auditors shall be appointed by the Company at the Ordinary Meeting in each year.

138. The remuneration of the auditors shall be determined, and may be from time to time varied by the Directors.

139. Any auditor quitting office shall be eligible for re-election.

140. If one auditor only be appointed all the provisions herein contained relating to auditors shall apply to him.

141. The auditors may be members of the Company, but no person shall be eligible as an auditor who is interested otherwise than as a member of the Company in any transaction thereof, and no Director or other officer, except the Secretary, shall be eligible during his continuance in office.

142. If any casual vacancy occur in the office of auditor, the Directors shall forthwith fill up the same.

143. The auditors shall be supplied with copies of the balance sheet intended to be laid before the Company in General Meeting seven days at least before the meeting to which the same are to be submitted, and it shall be their duty to examine the same, with the accounts and vouchers relating thereto, and to report to the Company in General Meeting thereon.

144. The auditors shall at all reasonable times have access to the books and accounts of the Company, and they may in relation thereto examine the Directors or other officers of the Company.

145. Every account of the Directors, when audited and approved by a General Meeting, shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and thenceforth shall be conclusive.

## NOTICES.

146. A notice may be served by the Company upon any member whose registered place of address is in the United Kingdom, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered place of address.

147. Each holder of registered shares, whose registered place of address is not in the United Kingdom, may from time to time notify in writing to the Company an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding clause.

148. As regards those members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

149. The holder of a share warrant shall not, unless otherwise expressed therein, be entitled in respect thereof to notice of any General Meeting of the Company.

150. Any notice required to be given by the Company to the members, or any of them, and not expressly provided for by these presents, shall be sufficiently given by advertisement.

151. Any notice required to be, or which may be given by advertisement, shall be advertised in two Manchester daily morning papers.

152. All notices shall, with respect to any registered shares to which persons are jointly entitled, be given to such person who is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

153. Any notice sent by post shall be deemed to have been served at the expiration of twenty-four hours after 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 into the post-office.

154. Every person who by operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share or stock, which previously to his name and address being entered on the Register, shall be duly given to the person from whom he derives his title to such share or stock.

155. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents, shall, notwithstanding such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors, or administrators, and all persons, if any, jointly interested with him or her in any such share.

156. The signature to any notice to be given by the Company may be written or printed.

157. 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.

## ARBITRATION.

158. Whenever any difference arises between the Company on the one hand, and any of the members, their executors, administrators, or assigns, on the other hand, touching the true intent, or construction, or the incidents, or consequences of these presents, or of the statutes, or touching anything then, or thereafter done, executed, omitted, or suffered, in pursuance of these presents, or of the statutes, or touching any breach, or alleged breach, of these presents, or any claim on account of any such breach, or alleged breach, or otherwise relating to the premises, or to these presents, or to any statute affecting the Company, or to any of the affairs of the Company, every such difference shall be referred to the decision of

an Arbitrator to be appointed by the parties in difference, or if they cannot agree upon a single Arbitrator, to the decision of two Arbitrators, of whom one shall be appointed by each of the parties in difference, or an Umpire to be appointed by the two Arbitrators. The cost of and incident to the reference and award respectively, shall be in the discretion of the Arbitrators or Umpire respectively, who may determine the amount thereof, or direct the same to be taxed, as between solicitor and client, or otherwise, and may award by whom and to whom, and in what manner, the same shall be borne and paid; and the submission shall be made an Order of the High Court of Justice, upon the application of either party without notice to the other party, and such party may instruct counsel to consent thereto for the other party, and the death of any party shall not operate as a revocation.

#### WINDING UP.

159. If the Company shall be wound up the assets shall be divided rateably amongst the holders of preference and ordinary shares.

160. If the Company shall be wound up the liquidators (whether voluntary or official) may, with the sanction of an extraordinary resolution, divide amongst the contributors 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 contributors as the liquidators, with the like sanction, shall think fit.

161. If at any time the liquidators 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 liquidators and left at the office not later than fourteen days after the date of the meeting at which the special resolution authorising such sale or arrangement was passed, require them to sell the shares, stock, or other property, option, or privilege to which under the 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 liquidators think fit.

162. 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 contributors 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, but a dissentient member in such case may have the rights conferred on him by Section 161 of the Companies' Act, 1862.

#### INDEMNITY.

163. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company, to pay all damages, costs, losses, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant, or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all claims.

164. No Director or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of

any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities, or effects shall be deposited, or for any other 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 shall happen through his own wilful act or default.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
<i>W. H. Brown</i> <i>Heaton Moor</i> <i>Large overland cart hire</i> <i>George Parkes</i>	<i>One</i>
<i>80 Station Road South Shore Blackpool</i> <i>Pyrene Packing Manufacturers</i> <i>Chas. Parkes</i> <i>Woolfield</i> <i>Blackpool</i> <i>Manufacturers</i>	<i>One</i>
<i>W. H. Brown</i> <i>Heaton Moor</i> <i>Large overland cart hire</i>	<i>One</i>
<i>J. H. Gordon</i> <i>Innall</i> <i>W. H. Brown</i> <i>Heaton Moor</i> <i>Married woman</i>	<i>One</i>
<i>Wm. H. Booth</i> <i>31 Townside Road</i> <i>West Dulwich, Surrey</i> <i>Hydraulic Engineer</i>	<i>One</i>
<i>R. H. Gifford</i> <i>6 St. James's Place, Manchester</i> <i>Chartered Accountant</i>	<i>One</i>

Dated the 9<sup>th</sup> day of March, One thousand eight hundred and ninety-five.

Witness to the above Signatures of Harry Gordon Small,  
 George William Parkes, Charles Herbert Parkes, William  
 Henry Booth, and Robert Vicars Gifford Kelly.

*Wm. H. Booth*  
 Witness to the signature of Annie Margaret Parkes  
*Manchester*  
*Fabry Wightman*  
*Coachman Kirkham Lancashire*

Witness to the signature of Amy Mary Annie Gordon Small  
*Jessie Gifford*  
*Domestic Servant*  
*W. H. Brown*  
*Heaton Moor Lancs*

3527



VI. 42538

# Certificate of Incorporation

OF THE

tionless Engine Packing Company, Limited.

I hereby Certify, That the  
tionless Engine Packing Company, Limited.

by Incorporated under the Companies Acts, 1862 to 1890, and that the Company is Limited.

on under my hand at London this eleventh day of March  
d Eight Hundred and Ninety five

1 Deed Stamps £ 10.

Duty on Capital £ 20.

Registrar of Joint Stock Companies.

to received by J. B. Shelton

pp. Jordan & Sons  
120, Chancery Lane, W.C.

Date 14th Mar 95

[SEE BAC]

# MEMORANDA.

[illegible]

History of the American People in the Nineteenth Century, Vol. 1, pp. 1-100. The first volume of the series, it covers the period from the early years of the Republic to the Civil War. The second volume, pp. 101-200, covers the period from the Civil War to the end of the century. The third volume, pp. 201-300, covers the period from the end of the century to the present. The fourth volume, pp. 301-400, covers the period from the present to the future. The fifth volume, pp. 401-500, covers the period from the future to the end of the world.

[illegible]

A copy of every Special Resolution passed by a Company (the "Special Resolution") shall be printed and forwarded to the Registrar within 15 days from the date of the passing of the Special Resolution.

All Documents tendered for registration must be signed by an authorized officer of the Company (Act, 1862, s. 63), and must be accompanied by the appropriate fee, and there are imposed on the Registrars a Fee Stamp of Rs. 50, except in the case of the Registrar of Companies, who is exempted from the addition to the Registration Fee Stamp of Rs. 50, and the Registrar of Companies is exempted from the addition of such fee (Act, 1862, s. 34).

Stamped Forms for the various Notices and Returns under the Companies' Legislation Office, Stamp and House. The charge is 10/- per 1000. The remainder of Association cards, Notices of Intention, in which case the stamp is 5/- upon the card, and 1/- for the stamped continuation Forms for List of Members are sold at 10/- per 1000.

*[Faint handwritten notes at the bottom of the page]*

**DAMAGED DOCUMENT**



43427 / 11

THE COMPANIES ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES

Special Resolution

10305

27 FEB 1899

OF THE

**Frictionless Engine Packing Company, Limited.**

*Passed 17th January, 1899. Confirmed 2nd February, 1899.*

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened, and held at 6, St. James's Square, Manchester, in the County of Lancaster, on the Seventeenth day of January, 1899, the following Special Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place, on the Second day of February 1899, the following Special Resolution was duly confirmed:—

RESOLVED—"That Article No, 87 of the Articles of Association shall be cancelled, and the following shall stand in its place: The qualification of every Director shall be the holding in his own right of 500 Ordinary Shares of the Company (or the corresponding stock). A Director may act before acquiring his qualification."

*R. W. C. C. C. C.*

23  
"THE COMPANIES ACTS, 1862 to 1900."

REGISTERED  
COMPANY LIMITED BY SHARES.  
78890



## Special Resolution

— OF —

# The Frictionless Engine Packing Company, LIMITED.

*Passed 6th August, 1907.*

*Confirmed 22nd August, 1907.*

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Hendlham Vale Works, Manchester, in the County of Lancaster, on the 6th day of August, 1907, 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 22nd day of August, 1907, the following SPECIAL RESOLUTION was duly confirmed:—

"That the name of the Company be altered from  
The Frictionless Engine Packing Company, Limited, to  
'Small and Parkes Limited.'"

Signature *H. C. Parkes*





B

[C. No. 92.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, 8, Dalekay Street, London, S.W. (Telegraphic address: "Companies, London.") and that the following number may be quoted.---

BOARD OF TRADE,

18<sup>th</sup> September 1907.

2298



Sir,

The Frictionless Engine Packing Company Limited

With reference to your application of the 12<sup>th</sup> instant I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company, being changed to

Small and Parkes Limited

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, W.C., as his authority for entering the new name on the Register, and for issuing his Certificate under Section 13 of the Companies Act, 1862. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee.

I am, Sir,

Your obedient Servant,

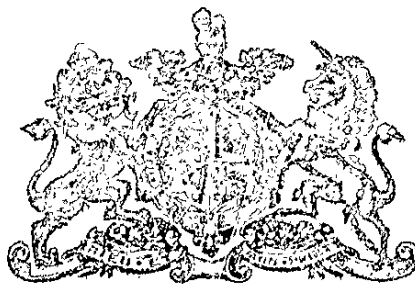
R. V. Critchley Esq  
Winters Buildings

2. B. A. P. 1. 1

G. L. B. 1. 1



No. 43,527



Certificate of Change of Name  
OF THE

*Frictionless Engine Packing  
Company, Limited*

I Hereby Certify, That The

*Frictionless Engine Packing  
Company, Limited*

having, with the sanction of a **Special Resolution** of the said Company, and with the  
approval of the BOARD OF TRADE, changed its name, is now called the

*Small and Parkes Limited*

and I have entered such new name on the Register accordingly.

Given under my hand at London, this *Twentieth* day of *September*  
One Thousand Nine Hundred and *Seven*

*H. F. Danks*

Registrar of Joint Stock Companies.

Certificate received by *M. C. Cichley*

*3021 Ann St Manchester*

Date *26 Sept 1907.*

THE COMPANIES ACTS, 1862 to 1907.

COMPANY LIMITED BY SHARES.

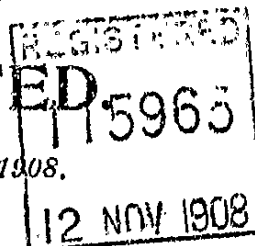
## Special Resolution

(Pursuant to the Companies Act 1862, Sections 50 and 51)

OF

# SMALL & PARKES LIMITED

Passed the 20th October 1908. Confirmed the 6th November 1908.



At an EXTRAORDINARY GENERAL MEETING of SMALL & PARKES LIMITED duly convened and held at the Registered Office of the Company Hordham Vale Works Harpurhey Manchester on the 20th day of October 1908 the subjoined Special Resolution was duly passed. And at a subsequent Extraordinary General Meeting of the said Company also duly convened and held at the same place on the 6th day of November 1908 the subjoined Special Resolution was duly confirmed.

That the Articles of Association be altered in manner following:—

1. Article 2. The following words shall be inserted in this Article after the figures 1862 "or as revised by the Board of Trade in 1906."
2. The following Articles shall be inserted after Article 3 viz.:—

Article 3a. With a view to constituting this Company a private Company in accordance with Section 37 of the Companies Act 1907 the number of members of the Company (exclusive of persons in the employment of the Company) shall be limited to 50.

Article 3b. No invitation to the public to subscribe for any shares or debentures of the Company shall be issued by or on behalf of the Company.
3. The following addition shall be inserted at the end of Article 32 viz.:—

"The Directors may also decline to register any transfer of shares to a person of whom they do not approve."
4. Article 135 shall be extended by the addition at the end thereof of the words following:—

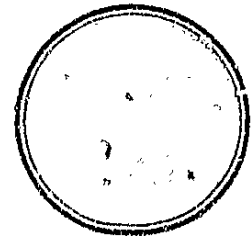
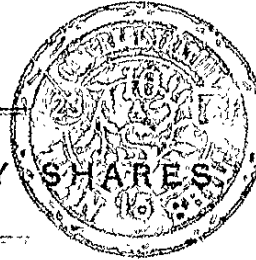
"But inasmuch as the Company is a private Company the same shall not be registered with the Registrar of Joint Stock Companies."
5. All other Articles contained in the Company's Articles of Association shall be governed read and construed in accordance with the several amendments hereinbefore made.

SMALL & PARKES, LTD.

Number of  
Certificate

[Form No. 10.]

**"THE COMPANIES ACTS, 1908 and 1913,"**



Ad valorem  
Companies'  
Fee Stamp  
to be  
impressed  
here.

**Notice of Increase in the Nominal Capital**

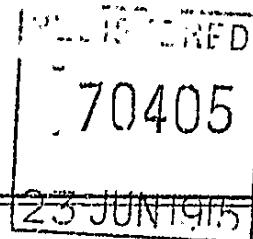
OF

*Small and Partners*

**LIMITED.**

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form.)



32128-1.14

TELEGRAMS: "CERTIFICATE, FLEET LONDON."

TELEPHONE NUMBER: HOLBORN 24B.

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C.

*Presented for filing by*



# Notice of Increase in the Nominal Capital

OF

Small and Parkes

Limited.

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with *Special* Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution *passed on the 7th day of May, 1915, & confirmed on* of the Company *dated the 25th day of May, 1915,* the Nominal Capital of the Company has been Increased by the addition thereto of the sum of *Forty five thousand* Pounds, divided into *35,000 Ordinary and 10,000 Preference* Shares of *One pound* each, beyond the Registered Capital of *Twenty thousand* Pounds.

SMALL & PARKES LTD.,

Signature.

*James Henderson*  
GENERAL MANAGER.

Description.

Dated the *Fifteenth* day

of *June* 191*5*.

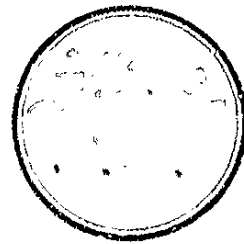
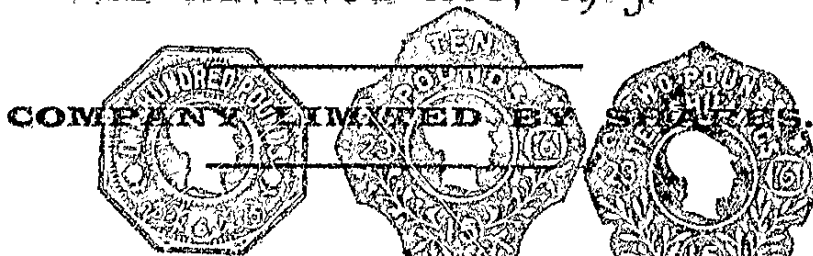
\* \* \* This Notice should be signed by the Manager or Secretary of the Company.

Number of  
Certificate

43527

Form No. 26.

THE STAMP ACT, 1891, THE FINANCE ACT, 1899; and  
THE REVENUE ACT, 1903.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

Statement of Increase of the Nominal Capital

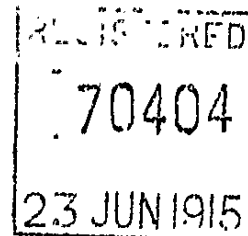
OF

Small and Parkes.  
LIMITED,



Pursuant to Section 112 of The Stamp Act, 1891;  
Section 7 of The Finance Act, 1899; and Section 5 of  
The Revenue Act, 1903.

(See Page 2 of this Form.)



This Statement has to be registered with the Notice of Increase in the  
Nominal Capital required under Section 44 of The Companies (Consolidation)  
Act, 1908.

TELEGRAMS: "CERTIFICATE, FLEET LONDON."

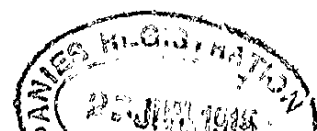
TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C.

Presented for filing by



# THE NOMINAL CAPITAL

OF

*Small and Parves*

LIMITED,

has been increased by the addition thereto of the sum of  
is *Forty five thousand* Pounds,  
divided into 35,000 Ordinary and 10,000 Preference Shares  
of *One pound* each,  
beyond the Registered Capital of *Twenty*  
*thousand pounds*

Signature

*George William Parves*

Description

*Director*

Dated the *15<sup>th</sup>* day

of *June* 191*5*

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

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

64 3 11

THE COMPANIES ACTS, 1908 AND 1913.



[REGISTERED]

70843a

23 JUN 1915

## Special Resolutions

or

## Small & Parkes Limited.

*Passed 7th May, 1915. Confirmed 25th May, 1915.*

At an EXTRAORDINARY GENERAL MEETING of the Shareholders of the above Company, duly convened and held at the offices of Messrs. MENZIES & Co., 2, Mount Street, Manchester, in the County of Lancaster, on the 7th day of May, 1915, the following SPECIAL RESOLUTIONS were duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Shareholders of the above Company, also duly convened and held at the Offices of Messrs. MENZIES & Co., 2, Mount Street, Manchester, on the 20th day of May, 1915, the following SPECIAL RESOLUTIONS were duly confirmed:—

1. That the original Article 32 and the addition thereto authorised by the Special Resolution passed and confirmed on the 20th October, 1908, and the 6th November, 1908, respectively, be cancelled, and that the following Article be substituted therefor:—

The Directors may refuse to register any transfer of Shares without assigning any reason therefor.

2. That the following Clauses be inserted immediately before Article 30:—

(a) A Share may be transferred by a Member, or other person entitled to transfer, to any Member selected by the Transferor, but no Shares shall be transferred to a person who is not a Member, or a wife, son or daughter of a Member (provided that such wife, son or daughter is not a trade competitor) so long as any Member or person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value.

(b) The person proposing to transfer the Shares (hereinafter called "the transferor"), providing he has not taken advantage of the foregoing clause, shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer same. The transfer notice shall not be revocable except with the sanction of the Directors.

Presented for filing by

and signed



- (e) If the Company shall, within the space of twenty-eight days after being served with such notice, find a member or person selected as aforesaid willing to purchase the Shares (hereinafter called "the purchasing member"), and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the Shares to the purchasing member.
- (f) 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 thereupon cause the name of the purchasing member to be entered in the Register as the holder of the Shares, 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 purchasing member and, after his name has been entered in the Register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.
- (g) If the Company shall not within the space of twenty-eight days after being served with a transfer notice find a member or person selected as aforesaid 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 to sell and transfer the Shares (or those not placed) to any person at any price, subject always, however, to the provisions of Article 32.
- (f) The fair value to be paid to the transferor by the transferee shall be in the case of the Preference Shares the nominal value of the Shares only, and in the case of the Ordinary Shares the fair value shall be the nominal value plus the share of the nett profit for the three years immediately preceding the date of the transfer notice, that is to say, the share of nett profit means the amount of Dividend that would have been paid on such Shares had the whole of the profits been distributed in Dividend.
- (g) The Company in General Meeting may make and from time to time vary rules as to the mode in which any Shares specified in notice served on the Company in pursuance of Clause 2 hereof shall be offered to the members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such Share shall be offered in the first place to the Directors, and if, and so far as, the same shall not be accepted by them, or some or one of them, then to the other members.

8. That Clause 89 be deleted, and the following Clause inserted:—

The Directors shall have the right of voting to themselves as remuneration a sum not exceeding 10% of the nett half-yearly profits, such sum of 10% to be divided amongst them as they may decide.

4. That the following Clause be inserted after Article 72:—

72a. At any Ordinary General Meeting of Shareholders, duly convened and held, a majority in number and in value of nine-tenths of the Shareholders present in person or by proxy shall have power to issue the whole or any part of the unissued Capital of the Company at the fair value, the fair value to be the fair value as stated in Clause (f) hereof, and the provisions of Article 6 shall be modified accordingly.

5. That the following words be added to the end of Article 119:—

And any Dividend may be satisfied either wholly or in part by the distribution of fully or partly paid up Shares of the Company.

6. That the qualification of a Director shall be the holding in his own right of 100 Ordinary Shares in the Company, and that Article 87 as adopted by the Special Resolution passed and confirmed on the 17th January, 1899, and the 2nd of February, 1899, respectively, be amended accordingly.

7. That the Capital of the Company be increased to £65,000, divided into 50,000 Ordinary Shares of One Pound (£1) each, and 15,000 Preference Shares of One Pound (£1) each bearing a cumulative Dividend of £6 per centum per annum, such Preference Shares to be preferential as regards Dividend only and carrying no votes so long as such Dividend is paid.

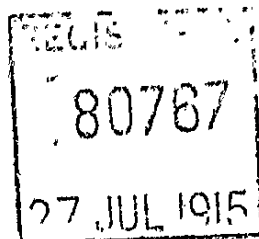
*George William Parvus.*

*Chairman*

*No. of Certificate 43,527*



"THE COMPANIES ACTS, 1908 AND 1913."



## Special Resolution

OF

# Small & Parkes Limited.

*Passed 8th July, 1915.*

*Confirmed 23rd July, 1915.*

At an EXTRAORDINARY GENERAL MEETING of the members of the above Company, duly convened and held on the 8th July, 1915, at the offices of Messrs. Menzies & Co., Chartered Accountants, 2, Mount Street, Manchester, in the County of Lancaster, the following SPECIAL RESOLUTION was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the members of the above Company, also duly convened and held on the 23rd July, 1915, at the same place, the following Special Resolution was duly confirmed :—

That Articles 39 and 40 in the Company's Articles of Association be, and hereby are, deleted.

*George William Parkes*

*Chairman.*

Presented for filing by



10



No. of Certificate 43,527



THE COMPANIES ACTS 1908 AND 1913.



Special Resolution

OF

# SMALL & PARKES LIMITED.

*Passed 26th October, 1915. Confirmed 10th November, 1915.*

At an EXTRAORDINARY GENERAL MEETING of the members of SMALL & PARKES LIMITED, duly convened and held at the offices of Messrs. MENZIES & Co., 2, Mount Street, Manchester, in the County of Lancaster, on Tuesday, the 26th day of October, 1915, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the members, also duly convened, and held at the same place on Wednesday, the 10th day of November, 1915, the following SPECIAL RESOLUTION was duly confirmed:—

“That the Articles contained in the printed document submitted to the Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby approved, and that such Articles be and they are hereby adopted as the Articles of Association of the Company, to the exclusion of and in substitution for all the existing Articles.”

*W. J. Parkes*

Chairman.

Presented for filing by

LAN & SONS, LIMIT

THE COMPANIES ACTS 1908 AND 1913.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

SMALL AND PARKES LIMITED

PRELIMINARY.

1. In these presents, unless there be something in the subject or context inconsistent therewith:—
  - "Special Resolution" and "Extraordinary Resolution" have the meanings assigned thereto respectively by Section 69 of the Companies (Consolidation) Act 1908.
  - "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 (Consolidation) Act 1908.
  - "Month" means calendar month.
  - "In writing" means written or printed or partly written and partly printed.
  - Words importing the singular number only include the plural number and *vice versa*.
  - Words importing the masculine gender only include the feminine gender.
  - Words importing persons include corporations *mutatis mutandis*.
  - "Bankrupt" includes a person committing an act of bankruptcy within the meaning of Section 1 of the Bankruptcy Act 1914, or compounding with his creditors, and "Bankruptcy" has a corresponding meaning.
2. The Regulations contained in Table A in the first Schedule of the Companies (Consolidation) Act 1908 shall not apply to the Company.
3. The Directors may forthwith adopt on behalf of the Company an Agreement dated the Fourth day of February, 1895, and made between Harry Gordon Small and George William Parkes, of the one part, and Robert Vicars Critchley on behalf of this Company of the other part; a copy whereof has, for the purpose of identification, been endorsed with the signature of Harry Gordon Small and George William Parkes and two of the subscribers to the Memorandum of Association (being the Agreement in the Memorandum of Association mentioned), and may carry the same into effect, with full power, nevertheless, at any time, and from time to time, to agree to any modification.
4. The number of members for the time being of the Company (exclusive of persons in the employment of the Company) shall be limited to 50, but where two or more persons hold one or more shares jointly they shall for the purposes of this article be treated as a single member.
5. No invitation to the public to subscribe for any shares or debentures or debenture stock of the Company shall be issued by or on behalf of the Company.

6. The Directors shall not employ the funds of the Company, or any part thereof, in the purchase of shares of the Company.

7. The business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit, and notwithstanding that part only of the shares may have been allotted.

8. 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 at such times as the Directors think fit, subject nevertheless to the stipulations contained in the said agreement with reference to the shares to be allotted in pursuance thereof and subject also to the provisions contained in Articles 32-38 and 52 hereof.

9. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

10. 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.

11. The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.

12. The Company shall be entitled to treat the registered holder of any share as absolute owner thereof, and accordingly shall not be bound to recognise any equitable or other claim to, or interest in such share, on the part of any other person, save as herein provided.

#### CERTIFICATES.

13. The certificates of title to shares shall be issued under the seal of the Company and signed by two Directors, and countersigned by the Secretary, or some other person appointed by the Directors.

14. Every member shall be entitled to one certificate for the shares registered in his name, or to several certificates, each for a part of such shares. Every certificate of shares shall specify the number of the share in respect of which it is issued, and the amount paid up thereon.

15. 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.

16. Every person to whom shares shall be allotted shall be entitled gratis to one certificate in respect of the share or shares allotted to him, but for every other certificate there shall be paid to the Company such sum, not exceeding one shilling, as the Directors may from time to time determine.

17. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the register.

#### CALLS.

18. 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 respectively, 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 on him to the persons, and at the times and places appointed by the Directors. A call may be made payable by instalments.

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

20. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due, shall be liable to pay interest for the same at the rate of £10 per cent. per annum from the day appointed for the payment thereof to the time of the actual payment.

The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon.

#### FORFEITURE AND LIEN.

22. 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 instalment 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.

23. The notice shall name a day (not being less than fourteen days from the date of the 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 instalment is payable will be liable to be forfeited.

24. If the requisitions 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. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.

25. Any share 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.

26. 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.

27. 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 thereon from the time of forfeiture, until payment at £10 per cent. per annum, and the Directors may enforce the payment thereof if they think fit.

28. 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, fulfilment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time declared in respect of such shares.

29. 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 such period as aforesaid 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.

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

31. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares or stock sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money; and after his name has been entered in the register, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

## TRANSFER AND TRANSMISSION OF SHARES.

32. A share may be transferred by a member, or other person entitled to transfer, to any member selected by the transferor, but no shares shall be transferred to a person who is not a member, or a wife, son or daughter of a member (provided that such wife, son or daughter is not a trade competitor) so long as any member or person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value.

33. The person proposing to transfer the shares (hereinafter called "the proposing transferor"), provided he has not taken advantage of Article 32 hereof, shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer same. Such transfer notice shall constitute the Company his agent for the sale of the shares to any member or wife, son or daughter of a member (as the case may be) or person selected as aforesaid at the fair value. 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.

34. If the Company shall, within the space of twenty-eight days after being served with such notice, find a member or person selected as aforesaid willing to purchase the shares (hereinafter called "the purchasing member"), and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the shares to the purchasing member.

35. 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 thereupon cause the name of the purchasing member to be entered in the register as the holder of the shares, 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 purchasing member and, after his name has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

36. If the Company shall not, within the space of twenty-eight days after being served with the transfer notice, find a member or wife, son or daughter of a member or person selected as aforesaid 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 to sell and transfer the shares (or those not placed) to any person at any price, subject always, however, to the provisions of Article 41 hereof.

37. The fair value to be paid to the proposing transferor by the purchasing member shall be (a) in the case of the preference shares the nominal value of the shares only, and (b) in the case of the ordinary shares the nominal value plus the share of the nett profit for the three years immediately preceding the date of the transfer notice, that is to say, the share of nett profit means the amount of dividend that would have been paid on such shares had the whole of the profits been distributed in dividend.

38. The Company in general meeting may from time to time make and vary rules as to the mode in which any shares specified in the transfer notice shall be offered to the members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered in the first place to the Directors, and if, and so far as, the same shall not be accepted by them, or some or one of them, then to the other members in such order as shall be determined by lots drawn in regard thereto.

39. The instrument of transfer of any share shall be signed both by the proposing transferor and the purchasing member, and the proposing transferor shall be deemed to remain the holder of such share until the name of the purchasing member is entered in the register in respect thereof.

40. The instrument of transfer of any share shall be in writing, in the following form, or as near thereto as circumstances will admit:—

I, A. B., of \_\_\_\_\_, in consideration of the sum of £  
paid to me by C. D., of \_\_\_\_\_ (hereinafter called the said transferee),  
do hereby transfer to the said transferee the share (or shares) numbered \_\_\_\_\_  
standing in my name in the books of SMALL AND PARTNERS LIMITED to hold unto the said transferee,  
his executors, administrators, and assigns, subject to the several conditions on which I held the same  
immediately before the execution hereof. And I, the said transferee, do hereby agree to take the  
said share (or shares) subject to the conditions aforesaid.

As witness our hands, the

day of

19



41. The Directors may refuse to register any transfer of shares without assigning any reason therefor.

42. No transfer shall be made to an infant or person of unsound mind.

43. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the share or shares to be transferred, and such other evidence as the Company may require to prove the title of the proposing transferor or his right to transfer the share or shares.

44. A fee not exceeding two shillings and sixpence may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

45. The transfer books may be closed during such time as the Directors think fit, not exceeding in the whole thirty days in each year.

46. 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 or stock registered in the name of such member; and in case of the death of any one or more of the joint holders of any registered shares or registered stock, the survivors or survivor shall be the only persons or person recognised by the Company as having any title or interest in such shares or stock.

47. Any guardian of any 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, upon producing such evidence that he sustains the character in respect of which he purports to act under this article, or of his title, as the Directors think sufficient, may, subject to the regulations as to transfers hereinbefore contained, transfer such shares to himself or any other person.

#### CONVERSION OF SHARES INTO STOCK.

48. The Company in general meeting may convert any paid-up shares into stock.

49. 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 same manner and subject to the same regulations as and subject to which, shares in the Company's capital may be transferred, or as near thereto as circumstances will admit, but the Directors 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, with power, nevertheless, at their discretion, to waive such rules in any particular case.

50. The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the class of shares converted into such stock, but so that none of such privileges or advantages, except the participation in profits of the Company (and on a winding-up in the assets of the Company), shall be conferred by any such aliquot part of consolidated stock, as would not, if existing in shares of the class of shares converted into such stock, have conferred such privileges or advantages, and, save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. No such conversion shall affect or prejudice any preference or other special privilege.

#### CAPITAL.

51. The nominal capital of the Company is £65,000, divided into 50,000 ordinary shares of £1 each, and 15,000 preference shares of £1 each bearing a cumulative dividend at the rate of £6 per centum per annum, being preferential only as regards such dividend and carrying no votes so long as such dividend is paid.

#### INCREASE AND REDUCTION OF CAPITAL.

52. The Company may, from time to time, increase the capital by the creation of new shares of such amount as may be deemed expedient.

53. The new shares shall be issued upon such terms and conditions, 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, in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting.

54. 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 instance, 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 dealt with as if they formed part of the ordinary shares in the original capital.

55. 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 as ordinary shares, 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.

56. The Company may from time to time, by special resolution, reduce its capital by paying off capital, or cancelling capital which has been lost, or is unrepresented by available assets, or reducing the liability on the shares, or otherwise, as may seem expedient; and capital may be paid off upon the footing that it may be called up again, or otherwise; and the Company may also sub-divide or consolidate its shares, or any of them.

#### BORROWING POWERS.

57. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, not exceeding in the whole the sum of £2,000. They may also, by virtue of an extraordinary resolution, raise or borrow any further sums of money which may be authorised by such resolution.

58. The Directors may raise or secure the repayment of such moneys in such manner, and upon such terms and conditions in all respects, as they think fit; and in particular by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

59. Every debenture or other security created by the Company may be so framed that the same shall be assignable free from any equities between the Company and the original or any intermediate holders.

60. Any debentures, bonds or other securities may be issued at a discount, premium or otherwise.

61. The Directors shall cause a proper register to be kept, in accordance with Section 100 of the Companies (Consolidation) Act 1908, of all mortgages and charges specially affecting the property of the Company.

62. If any uncalled capital of the Company be included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue, in the name of the Company, or otherwise, for the recovery of moneys becoming due in respect of calls so made, and to give valid receipts for such moneys; and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

#### GENERAL MEETINGS.

63. 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.

64. Subsequent General Meetings shall be held once in the year 1896, and in every subsequent year, at such time and place as may be prescribed by the Company in General Meeting; and if no other time or place is prescribed, on the last Monday in the month of July in every such year, at such time and place as may be determined by the Directors.

65. The above-mentioned General Meetings shall be called Ordinary General Meetings. All other meetings of the Company shall be called Extraordinary General Meetings.

66. The Directors may, whenever they think fit, and they shall, upon a requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, proceed to convene an Extraordinary General Meeting.

67. Every such requisition must specify the objects of the meeting, and must be signed by the members making the same, and deposited at the office. It may consist of several documents in like form, each signed by one or more of the requisitionists. The meeting must be convened for the purposes specified in the requisition or requisitions, and, if convened otherwise than by the Directors, for those purposes only.

68. In case the Directors, for fourteen days after such deposit, fail to convene an Extraordinary Meeting to be held within twenty-one days after such deposit, the requisitionists, or a majority of them in value, may themselves convene a meeting to be held within three months after such deposit.

69. If at any meeting called upon a requisition as aforesaid a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith call an Extraordinary General Meeting for the purpose of considering such resolution and, if thought fit, of confirming it as a special resolution; and, if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists or a majority of them in value may themselves convene the meeting.

70. A meeting convened by requisitionists as aforesaid shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

71. Seven clear days' notice at the least, specifying the place and hour of meeting, and in case of special business, the general nature of such business, shall be given, either by advertisement or by notice sent by post, or otherwise served as hereinafter provided.

72. 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.

73. The business of an Ordinary Meeting shall be to receive and consider the balance sheet, the reports of the Directors and of the Auditors, to elect Directors and other officers in the place of those retiring by rotation, to declare dividends, and to transact any other business which under these presents 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.

74. Three members personally present and entitled to vote shall be a quorum for a General Meeting, for the choice of a chairman, the declaration of a dividend, and the adjournment of the meeting. For all other purposes the quorum for a General Meeting shall be members personally present and entitled to vote, not being less than three in number, and holding or representing by proxy not less than one-tenth part of the issued ordinary shares for the time being of the Company. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

75. The Chairman of the Directors shall be entitled to take the chair at every General Meeting, or if there be no Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the members present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the members present shall choose one of their number to be Chairman.

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

77. Every question submitted to a meeting shall 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.

78. At any General Meeting, unless a poll is demanded by at least three members, holding or represented by proxy or entitled to vote in respect of at least 100 shares, 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 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.

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

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

81. 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.

#### VOTES OF MEMBERS.

82. Every member shall, subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, have one vote for every share held by him. In the case of an equality of votes at any General Meeting or poll, the Chairman shall be entitled to a second or casting vote.

83. Any guardian or other person, entitled under Article 47 hereof 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 the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

84. If there be joint registered holders of any shares, the member whose name stands first on the register and no other shall be entitled to vote in respect of such shares; but the other or others of the joint holders shall be entitled to be present at the General Meeting.

85. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting without adjournment.

86. Votes may be given either personally or by proxy.

87. The instrument appointing a proxy shall be in writing under the hand of the appointor or, if such appointor be a Corporation, under its common seal, and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a member of the Company and qualified to vote.

88. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

89. Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will admit, be in the form or to the effect following:—

#### SMALL AND PARKES LIMITED.

I,	of	in
the County of	being a member of SMALL AND PARKES LIMITED,	
hereby appoint	of	(or failing
him)	of	(or failing
him)	of	as my proxy, to vote
for me and on my behalf at the Ordinary (or Extraordinary) Meeting of the Company, to be held		
on the	day of	and at any adjournment thereof.
As witness my hand this	day of	19
Signed by the said	in the presence of	

90. 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.

91. Any resolution passed by the Directors, notice whereof shall be given to the members in the manner in which notices are hereinafter directed to be given and which shall, within one month after it shall have been so passed, be ratified and confirmed in writing by the members entitled at a poll to three-fifths of the votes, shall be as valid and effectual as a resolution of a General Meeting, but this article shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the statutes or these presents ought to be dealt with by special or extraordinary resolution.

#### DIRECTORS.

92. The first Directors of the Company shall be Harry Gordon Small and George William Parkes; who shall act as Directors until the First General Meeting. The First General Meeting shall elect the Directors to act subsequently to such meeting.

93. The number of Directors to be so elected shall not be less than two nor exceed five.

94. The Directors shall have power to fill up any casual vacancy in their body.

95. The qualification of every Director shall be the holding in his own right of 100 Ordinary Shares of the Company. A Director may act before acquiring his qualification.

96. A Director may retire from his office on giving one month's notice in writing to the Company of his intention so to do, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

97. The Directors shall have the right of voting to themselves as remuneration a sum not exceeding 10% of the nett half-yearly profits, such sum to be divided amongst them as they may decide.

98. The continuing Directors may act, notwithstanding any vacancy in their body and notwithstanding that the number may fall below the minimum above fixed.

99. The office of a Director shall be vacated—

If he become bankrupt, or suspend payment, or compound with his creditors.

If he be found lunatic, or become of unsound mind.

If he cease to hold the required amount of shares or stock to qualify him for office, or do not acquire the same within three months after election or appointment.

If he absent himself from the meetings of the Directors during a period of six calendar months, without special leave of absence from the Directors.

100. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement, or any 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 no such Director shall vote in respect of any such contract or arrangement.

#### ROTATION OF DIRECTORS.

101. At the Ordinary General Meeting to be held in the year 1896, and at every succeeding Ordinary General Meeting, one-half of the Directors or, if their number be not a multiple of two, then the number nearest to but not exceeding one-half, shall retire from office. A retiring Director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected.

102. The one-half or other nearest number to retire at the Ordinary Meeting to be held in the year 1896 shall, unless the Directors agree among themselves, be determined by lot, and in every subsequent year the one-half or other nearest number who have been longest in office shall retire. As between two or more who have been in office an equal length of time the Directors to retire shall, in default of agreement between them, be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election.

103. The Company, at any general meeting at which any Directors retire in manner aforesaid, shall fill up the vacated offices by electing a like number of persons to be Directors and may fill up any other vacancies.

104. If at any General Meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the retiring Directors or such of them as have not had their places filled up shall continue in office until the Ordinary Meeting in the next year, and so on from year to year until their places are filled up, unless it shall be determined at such meeting to reduce the number of Directors.

105. The Company may, by special resolution, from time to time, increase or reduce the number of Directors and may alter their qualification and may also determine in what rotation such increased or reduced number is to go out of office.

106. The Company may, by special resolution, remove any Director before the expiration of his period of office and appoint another qualified person in his stead, and the person so appointed shall hold office during such time only as the Director, in whose place he is appointed, would have held the same, if he had not been removed.

107. Any casual vacancy occurring among the Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

108. No person, not being a retiring Director, shall unless recommended by the Directors for election, be eligible for election to the office of 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 his candidature for the office or the intention of such member to propose him.

#### MANAGING DIRECTOR.

109. The Directors may, from time to time, appoint one or more of their body to be Managing Director or Managing Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and may, from time to time, remove or dismiss him or them from office and appoint another or others in his or their place or places.

110. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors; but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company; 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.

111. The remuneration of a Managing Director shall 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 those modes, and either in addition to or in substitution for his share of the remuneration assigned to the Directors.

112. 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 they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### PROCEEDINGS OF DIRECTORS.

113. 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. Until otherwise determined, two Directors shall be a quorum.

114. A Director may at any time, and the Secretary upon the request of a Director shall, convene a meeting of the Directors. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

115. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman be elected or if at any meeting the Chairman be not present at the time for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

116. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by or under regulations of the Company for the time being vested in or exercisable by the Directors generally.

117. 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.

118. 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 meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

119. 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 Director or person 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.

120. A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

121. If any of the Directors shall be a member or members of any such committee as aforesaid or shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Directors may remunerate the Director or Directors, being such member or members, or being so called upon, 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 assigned to the Directors.

#### MINUTES.

122. The Directors shall cause minutes to be duly entered in books provided for the purpose:—

Of all appointments of Officers.

Of the names of the Directors present at each meeting of the Directors and of any Committee of Directors.

Of all orders made by the Directors and Committees of Directors.

Of all resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.

And any such minutes of any meeting of the Directors or of any Committee or of the Company, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

#### POWERS OF DIRECTORS.

123. 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 presents 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 are not hereby or by statute expressly directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to any regulations from time to time made by the Company in General Meeting, provided that no regulation shall invalidate any prior act of the Directors, which would have been valid if such regulation had not been made.

124. Entirely without prejudice to the general powers conferred by the last preceding Article, and to the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say—power

(a) To pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company.

(b) To purchase or otherwise acquire for the Company any property, rights or privileges, which the Company is authorised to acquire, at such price and generally on such terms and conditions as they think fit.

- (c) At their discretion to pay for 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, and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company, including its uncalled capital, or not so charged.
- (d) 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 of the Company and its unpaid capital for the time being, or in such other manner as they may think fit.
- (e) 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 determine their duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- (f) To accept from any member on such terms and conditions as shall be agreed a surrender of his shares or stock or any part thereof.
- (g) To appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust.
- (h) To institute, conduct, defend, compound or abandon any legal proceedings by and against the Company or its Officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due to and of any claims and demands by or against the Company.
- (i) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- (j) To make and give receipts, releases and other discharges for money payable to the Company or for the claims and demands of the Company.
- (k) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- (l) From time to time to provide for the management of the affairs of the Company abroad in such manner as they think fit and in particular to appoint any persons to be the Attorneys or Agents of the Company, with such powers (including power to sub-delegate) and upon such terms as may be thought fit.
- (m) To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof upon such shares (not being shares of this Company) and securities and in such manner as they may think fit and from time to time to vary or realise such investments.
- (n) To execute in the name and on behalf of the Company in favour of any Director 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, such mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
- (o) To give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company.
- (p) Before recommending any dividend, to set aside, out of the profits of the Company, such sum as they think proper as a reserve fund for meeting contingencies or for equalising 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 to



invest the several sums so set aside upon such investments as they may think fit and from time to time to 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.

- (g) From time to time to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants or the members of the Company or any section thereof.
- (h) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

#### THE SEAL.

125. The Directors shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Directors previously given and in the presence of two Directors at the least, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the secretary or some other person appointed by the Directors.

#### DIVISION OF PROFITS.

126. The holders of First Preference Shares shall be entitled to receive out of the profits of the Company available for dividend, as a first charge, a cumulative dividend at the rate of £6 per centum per annum on the amount for the time being paid up on the First Preference Shares held by them respectively. The surplus profits available for dividend shall be applied to the payment of dividend to the holders of Ordinary Shares in proportion to the amount for the time being paid up on the Ordinary Shares held by them respectively, provided, nevertheless, that where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, couple a right to participate in profits.

127. The Company, in General Meeting, may declare dividends to be paid to the members according to their rights and interests in the profits, and any dividend may be satisfied either wholly or in part by the distribution of fully or partly paid-up shares of the Company.

128. No larger dividend shall be declared than is recommended by the Directors, but the Company, in General Meeting, may declare a smaller dividend.

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

130. Where a share is issued after the commencement of any financial year, it shall, unless otherwise provided by the term of issue, rank *pari passu* with previously issued shares as regards any dividend subsequently declared in respect of such year.

131. The declaration of the Directors as to the amount of net profits of the Company shall, except for the purposes of Article 37 (b) hereof, be conclusive.

132. The Directors may from time to time pay to the members on account of the next forthcoming dividend such interim dividends as in their judgment the position of the Company justifies.

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

134. A transfer of shares or stock shall not pass the right to any dividend declared thereon before the registration of the transfer.

135. The Directors may retain the dividends payable upon shares or stock in respect of which any person is, under Article 47 hereof, 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 shares or stock or shall duly transfer the same.

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

137. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered stock in manner hereinafter provided.

138. No dividend shall bear interest as against the Company.

#### ACCOUNTS.

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

140. 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.

141. 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 members 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.

142. At the Ordinary Meeting in every year, the Directors shall lay before the Company a balance sheet containing a summary of the property and liabilities of the Company, made up to a date not more than four months before the meeting.

143. Every such balance sheet shall be accompanied by a report of the Directors as to the state and condition of the Company and as to the amount which they recommend to be paid out of the profits by way of dividend or bonus to the members, and the amount (if any) which they propose to carry to the reserve fund, according to the provisions in that behalf hereinbefore contained, and the report and balance sheet shall be signed by two Directors. But inasmuch as the Company is a private Company the same shall not be registered with the Registrar of Joint Stock Companies.

#### AUDIT.

144. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more auditor or auditors.

145. The first auditor or auditors shall be appointed by the Directors. Subsequent auditors shall be appointed by the Company at the Ordinary Meeting in each year.

146. The remuneration of the auditors shall be determined and may be from time to time varied by the Directors.

147. Any auditor quitting office shall be eligible for re-election.

148. If one auditor only be appointed all the provisions herein contained relating to auditors shall apply to him.

149. The auditors may be members of the Company, but no person shall be eligible as an auditor who is interested otherwise than as a member of the Company in any transaction thereof and no Director or other officer, except the Secretary, shall be eligible during his continuance in office.

150. If any casual vacancy occur in the office of auditor, the Directors shall forthwith fill up the same.

151. The auditors shall be supplied with copies of the balance sheet intended to be laid before the Company in General Meeting seven days at least before the meeting to which the same are to be submitted, and it shall be their duty to examine the same, with the accounts and vouchers relating thereto, and to report to the Company in General Meeting thereon.

152. The auditors shall at all reasonable times have access to the books and accounts of the Company and they may, in relation thereto, examine the Directors or other officers of the Company.

153. Every account of the Directors, when audited and approved by a General Meeting, shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

## NOTICES.

154. A notice may be served by the Company upon any member whose registered place of address is in the United Kingdom, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered place of address.

155. Each holder of registered shares, whose registered place of address is not in the United Kingdom, may from time to time notify in writing to the Company an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding Article.

156. As regards those members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

157. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given by advertisement.

158. Any notice required to be or which may be given by advertisement shall be advertised in two Manchester daily morning papers.

159. All notices shall, with respect to any registered shares to which persons are jointly entitled, be given to such person who is named first in the Register and notice so given shall be sufficient notice to all the holders of such shares.

160. Any notice sent by post shall be deemed to have been served at the expiration of twenty-four hours after 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 into the post-office.

161. Every person, who by operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share or stock, which previously to his name and address being entered on the Register shall be duly given to the person, from whom he derives his title to such share or stock.

162. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding such member be then deceased (and whether or not the Company have notice of his decease) be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors, administrators or assigns, and all persons, if any, jointly interested with him or her in any such share.

163. The signature to any notice to be given by the Company may be written or printed.

164. 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.

## ARBITRATION.

165. Whenever any difference arises between the Company on the one hand and any of the members, their executors, administrators or assigns on the other hand, touching the true intent or construction or the incidents or consequences of these presents or of the statutes or touching anything then or thereafter done, executed, omitted or suffered, in pursuance of these presents or of the statutes or touching any breach, or alleged breach, of these presents or any claim on account of any such breach, or alleged breach, or otherwise relating to the premises or to these presents or to any statute affecting the Company or to any of the affairs of the Company, every such difference shall be referred to the decision of an Arbitrator to be appointed by the parties in difference or, if they cannot agree upon a single Arbitrator, to the decision of two Arbitrators, of whom one shall be appointed by each of the parties in difference, or an Umpire to be appointed by the two Arbitrators. The cost of and incident to the reference and award respectively shall be in the discretion of the Arbitrators or Umpire respectively, who may determine the amount thereof or direct the same to be taxed, as between solicitor and client, or otherwise and may award by whom and to whom, and in what manner the same shall be borne and paid; and the submission shall be made an Order of the High Court of Justice, upon the application of either party without notice to the other party, and such party may instruct counsel to consent thereto for the other party and the death of any party shall not operate as a revocation.

### WINDING UP.

166. If the Company shall be wound up, the assets shall be divided rateably amongst the holders of preference and ordinary shares.

167. If the Company shall be wound up, the liquidators (whether voluntary or official) may, with the sanction of an extraordinary resolution, divide amongst the contributors 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 contributors as the liquidators, with the like sanction, shall think fit.

168. If at any time the liquidators of the Company shall make any sale or enter into any arrangement pursuant to Section 192 of the Companies (Consolidation) Act 1908, 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 liquidators and left at the office not later than fourteen days after the date of the meeting at which the special resolution authorising such sale or arrangement was passed, require them to sell the shares, stock or other property, option or privilege to which under the 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 liquidators think fit.

169. 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 contributors 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, but a dissentient member in such case may have the rights conferred on him by Section 192 of the Companies (Consolidation) Act 1908.

### INDEMNITY.

170. Every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all damages, costs, losses and expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties; and the amount, for which such indemnity is provided, shall immediately attach as a lien on the property of the Company and have priority as between the members over all claims.

171. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property, acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security, in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, with whom any moneys, securities or effects shall be deposited, or for any other 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 shall happen through his own wilful act or default.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
H. G. SMALL, Wythburn, Heaton Moor, Lancashire, Engineer	One
GEO. W. PARKES, 80, Station Road, South Shore, Blackpool, Lancashire, Engine Packing Manufacturer ... ..	One
CHAS. H. PARKES, Moorfield, Stockport, Cheshire, Hardware Merchant ... ..	One
A. M. PARKES, 80, Station Road, South Shore, Blackpool, Lancashire, Married Woman ... ..	One
A. M. GORDON SMALL, Married Woman, Wythburn, Heaton Moor, Lancashire ... ..	One
WM. H. BOOTH, 36, Rosendale Road, West Dulwich, Surrey, Hydraulic Engineer ... ..	One
R. V. CRITCHLEY, 6, St. James' Square, Manchester, Lan- cashire, Chartered Accountant ... ..	One

Dated the Ninth day of March, One thousand eight hundred and ninety-five.

Witness to the above Signatures of HARRY GORDON SMALL, GEORGE WILLIAM PARKES, CHARLES HERBERT PARKES, WILLIAM HENRY BOOTH, and ROBERT VICARS CRITCHLEY,

T. W. MARKLAND, Solicitor, Manchester.

Witness to the Signature of ANNIE MARGARIT PARKES,

JABEZ WRIGHTAM, Coachman, Kirkham, Lancashire.

Witness to the Signature of AMY MARGHARITA GORDON SMALL,

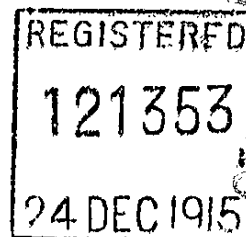
JANE GRIFFITHS, Wythburn, Heaton Moor, Lancashire, Domestic Servant.

*Geo. W. Parkes*  
*Chairman.*

*No. of Certificate 143,527*



THE COMPANIES ACTS 1908 AND 1913.



Special Resolution  
OF

# SMALL & PARKES LIMITED.

*Passed 7th December, 1915. Confirmed 22nd December, 1915.*

At an EXTRAORDINARY GENERAL MEETING of the members of SMALL & PARKES LIMITED, duly convened and held at the registered office at Hindham Vale Works, Harpurhey, Manchester, in the County of Lancaster, on Tuesday, the 7th day of December, 1915, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the members, also duly convened, and held at the same place on Wednesday, the 22nd day of December, 1915, the following SPECIAL RESOLUTION was duly confirmed:—

“ That Article 4 be and is hereby rescinded, and that the following article be substituted therefor ” :—

4. The number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) shall not at any time exceed fifty, but where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this paragraph be treated as a single member.

*Seal of the Registrar*

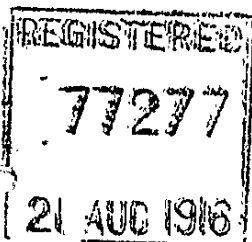
No. of Certificate 43,527

U.S.

THE COMPANIES ACTS 1908 AND 1913.



Special Resolution  
OF  
SMALL & PARKES LIMITED.



Passed 25th July, 1916. Confirmed 16th August, 1916.

At an EXTRAORDINARY GENERAL MEETING of the Shareholders of the above Company, duly convened and held at the offices of Messrs. MENZIES & Co., Chartered Accountants, of No. 2, Mount Street, in the City of Manchester, on the 25th day of July, 1916, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Shareholders of the above Company, also duly convened, and held at the same place, on the 16th day of August, 1916, the following SPECIAL RESOLUTION was duly confirmed:—

“That the following words be deleted from Clause 57 of the Company's Articles of Association:

‘not exceeding in the whole the sum of £2000’;

and that the following words be inserted in substitution therefor:

‘not exceeding in the whole the issued Capital of the Company.’”

/s/

Geo. Parkes

Chairman.

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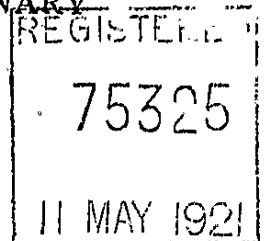
Small

# SMALL AND PARKES LIMITED.



## Extraordinary Resolution.

At an EXTRAORDINARY GENERAL MEETING of the  
Members of SMALL AND PARKES LIMITED, duly convened and  
held at the Offices of the Company, HENDHAM VALE, MANCHESTER,  
on 6th day of May, 1921, the following EXTRAORDINARY  
RESOLUTION was duly passed :



### RESOLUTION.

RESOLVED, that it is desirable to capitalise the sum of  
£47,064, being the amount standing to the credit of the Company's  
Reserve Fund, and accordingly that that sum be distributed as a Bonus,  
free of Income Tax, amongst the holders of the Ordinary Shares of  
the Company in proportion to such Ordinary Shares held by them  
respectively, and that the Directors be authorised to distribute amongst  
them 47,064 unissued Ordinary Shares of the Company in like proportion.

Small  
AND PARKES LIMITED  
HENDHAM VALE  
MANCHESTER

Small  
AND PARKES  
CHAIRMAN



# SMALL AND PARKES LIMITED.

## Special Resolution.



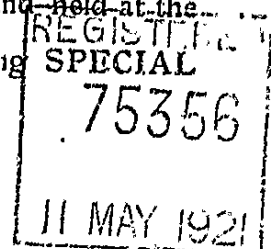
*Passed 12th April, 1921.*

*Confirmed 6th May, 1921.*

At an EXTRAORDINARY GENERAL MEETING of the members of SMALL AND PARKES LIMITED, duly convened and held at the Offices of the Company, HENDHAM VALE, MANCHESTER, on the 12th day of April, 1921, the following Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the Members of the same Company also duly convened and held at the same place on the 6th day of May, 1921, the following SPECIAL RESOLUTION was duly confirmed:

### FIRST RESOLUTION.

That the Capital of the Company be increased from £65,000, divided into 50,000 Ordinary Shares of £1 each and 15,000 Preference Shares of £1 each, bearing a Cumulative Dividend of £6 per cent. per annum, to £115,000 divided into 100,000 Ordinary Shares of £1 each, and 15,000 Preference Shares of £1 each bearing a Cumulative Dividend of £6 per cent. per annum, such Preference Shares to be preferential as regards Dividend only and carrying no votes so long as such Dividend is paid.



WENT

NOT A COMPANY LIMITED

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## SECOND RESOLUTION.

That the Articles of Association of the Company be altered by inserting the following new Clause after Clause 55.

55A. (1) The Company in General Meeting may at any time pass a Resolution to the effect that it is desirable to capitalise any profits of the Company whether standing to the credit of the Company's Reserve Fund or otherwise, and including profits arising from Premiums paid upon the issue of Shares and from appreciation in value of Land, Buildings and Plant, or other Fixed or Capital Assets, and accordingly that a sum equal to the amount so capitalised be distributed as a Bonus free of Income Tax amongst the holders of the Ordinary Shares in the Company in proportion to the number of such Shares held by them respectively, and that the Directors be authorised to distribute amongst them in like proportions unissued Ordinary Shares to a nominal amount equal to such Bonus.

(2) When such Resolution has been passed the Directors may allot and issue unissued Ordinary Shares credited as fully paid to the holders of the Ordinary Shares in the Company in satisfaction of the said Bonus, and as nearly as may be in proportion to the Shares held by them respectively, with full power to make such provisions for the case of fractions by cash payments or by the issue of Fractional Certificates or otherwise as they think expedient, and prior to such allotment the Directors may authorise any person on behalf of the Allotees of such Shares to enter into an Agreement

with the Company providing for the Allotment to them of such Shares credited as fully paid and in satisfaction as aforesaid, and any Agreement made under such authority shall be effective.

- (3) It shall be no objection to any Resolution passed under Paragraph (1) of this Article that it was passed at the Meeting at which the Resolution introducing this Article into the Company's Regulations was confirmed as a Special Resolution, provided that due notice of the intention to propose such first-mentioned Resolution shall have been given prior to the Confirmatory Meeting aforesaid.

*G. W. Partridge*

CHAIRMAN.

No. of Certificate

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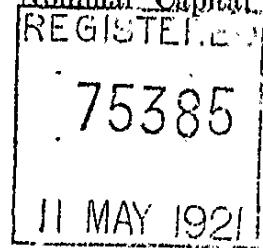
C.A. 39



*Small Shakes*

LIMITED.

STATEMENT of increase of Nominal Capital made pursuant to s. 112 of  
54 & 55 Vict., cap. 39, Stamp Act, 1891, and s. <sup>39</sup>~~7, 62 & 63~~ Vict., cap. ~~9~~, Finance  
1920.  
Act, ~~1899~~ (NOTE.—The Stamp Duty on the Increase of Nominal Capital is  
Twenty ~~Five~~ Shillings for every £100 or fraction of £100.)



This Statement is to be filed with the Notice of Increase, registered under  
Section 44 of the Companies (Consolidation) Act, 1908.

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
LONDON WALL, LONDON.

Presented for filing by

The NOMINAL CAPITAL of

Small & Parkes. Limited,

has been increased by the additions thereto of the sum of £ 50,000

divided into 50,000 shares of £ 1 each beyond the Registered

Capital of £ 65,000

AGENTS  
Signature WATERLOW & SONS LIMITED  
LONDON

Description *J. W. Wright*

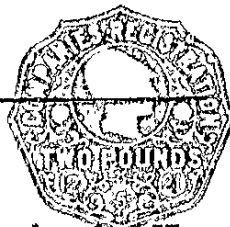
Date 9<sup>th</sup> day of May 1921

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

Number of Certificate

43827

58



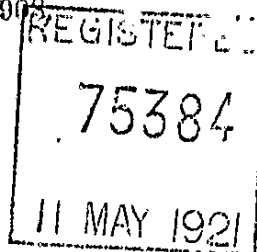
# THE COMPANIES ACTS, 1908 to 1917.

## Notice of Increase in the Nominal Capital

of *Small & Parkes*

Limited.

Pursuant to Section 44 of the Companies (Consolidation) Act, 1908



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

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 7 of the Finance Act, 1899. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5% per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

# WATERLOW & SONS LIMITED,

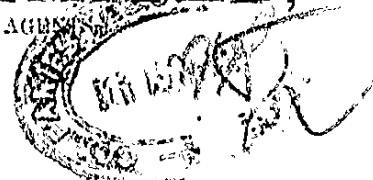
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS

LONDON WALL, LONDON.

Presented for filing by

AGENTS

WATERLOW & SONS LIMITED



# NOTICE

Of increase in the nominal Capital of *Small & Parkes*  
Limited,

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

*Small & Parkes*

Limited, hereby give you notice, in accordance  
with The Companies (Consolidation) Act, 1908, that by a *Special*  
Resolution of the Company passed the *Twelfth* day of  
*April*, 1921,\* and confirmed the *Sixth*  
day of *May*, 1921, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of *fifty thousand*  
pounds divided into *fifty thousand*  
*Ordinary* Shares of *one pound* each,  
beyond the present Registered Capital of *Sixty five thousand*  
pounds.

Dated the *7<sup>th</sup>*  
day of *May* 1921

*A. H. C. [Signature]*  
Secretary

\* When the Resolution is not required to be confirmed, the words "and confirmed the ... day of ..., 1 ..." should be struck out.

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

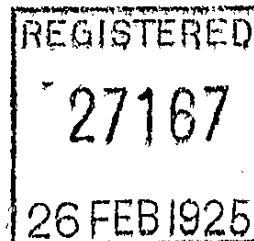


## SPECIAL RESOLUTIONS

(Pursuant to Companies' (Consolidation) Act, 1908 s. 69).

— OF —

SMALL & PARKES LIMITED.



Passed 30th January, 1925.

Confirmed 17th February, 1925.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Registered Office of the Company situate at HENDHAM VALE WORKS, MANCHESTER, on FRIDAY, the 30TH day of JANUARY, 1925, at 11 o'clock in the forenoon, the following SPECIAL RESOLUTIONS were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company also duly convened, and held at the same place on TUESDAY, the 17TH day of FEBRUARY, 1925, at 11 o'clock in the forenoon the said SPECIAL RESOLUTIONS were duly confirmed:—

### RESOLUTIONS.

- (1) That out of the accumulated profits of the Company the sum of 3s. 5d. per share be returned to the Members on the Ordinary Shares held by them respectively by way of reduction of capital and free of Income Tax pursuant to Section 40 of the Companies (Consolidation) Act 1908.
- (2) That the Articles of Association of the Company be altered by cancelling Clause 37 thereof and substituting the following Clause therefor:—

"37. The fair value to be paid to the proposing transferor by the "purchasing Member shall be (a) in the case of the Preference Shares "the amount for the time being paid up on those shares only; and "(b) in the case of the Ordinary Shares the amount for the time being "paid up thereon plus the share of the net profit for the three years "immediately preceding the date of the transfer notice, that is to say, "the share of net profit means the amount of dividend that would have "been paid on such shares had the whole of the profits been distributed "in dividend."

*Small & Parkes*

Chairman of Small & Parkes Limited.

*Filed by  
Church & Adams & Son & Balmain  
11 Bedford Row  
London*

*15.5.1.*

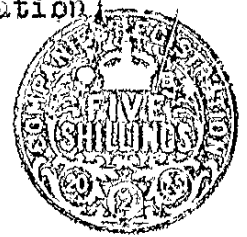




THE COMPANIES ACTS 1908 to 1917.

**NOTICE OF REDUCTION IN THE PAID-UP CAPITAL OF  
SMALL & PARKES LIMITED**

Pursuant to the Companies (Consolidation)  
Act 1908, Section 40 (2)



TO The Registrar of Companies :

SMALL & PARKES LIMITED whose Nominal capital is  
£115,000. divided into 15,000 Preference Shares of £1. each  
and 100,000 Ordinary Shares of £1. each of which 9,746  
Preference Shares of £1. each fully paid and 100,000 Ordinary  
Shares of £1. each fully paid have been issued HEREBY GIVE  
YOU NOTICE in accordance with Section 40 of the Companies  
(Consolidation) Act 1908 that by a Special Resolution of the  
Company passed on the 30th day of January 1925 and confirmed  
on the 17th day of February 1925 the paid-up capital of the  
Company has been reduced from £109,746 divided into 9746  
Preference Shares of £1. each and 100,000 Ordinary Shares of  
£1. each to £92,662. 13. 4. divided into 9746 Preference  
Shares of £1. each and 100,000 Ordinary Shares of <sup>£1. each upon which</sup> 16/7d. <sup>has</sup>  
<sup>been paid</sup> each. At the time of the registration of this Memorandum  
the 9746 Preference Shares of £1. each Nos. 1 to 9746  
and the 100,000 Ordinary Shares of <sup>£1.</sup> 16/7d. each Nos. 1  
to 100,000 are the only Shares that have been issued and  
the sum of £1. per share has been and is to be deemed paid  
up on each of the said 9746 Preference Shares and the sum of  
16/7d. per share has been and is to be deemed paid up on each  
of the said 100,000 Ordinary Shares. The 5,254 unissued  
shares of £1. each when issued will be Nos. 9747 to 15000.

DATED this 17th. day of February 1925.

Wd. by  
Chas. Adams, Secy  
11 Bedford Row W.C.

Chairman of SMALL & PARKES LIMITED

*[Handwritten signature]*  
1925

IN THE CHANCERY OF THE COUNTY PALATINE OF LANCASTER,  
MANCHESTER DISTRICT.

Monday 28th day of March 1927.

IN THE MATTER of The Companies (Consolidation)  
Act 1908

- and -

IN THE MATTER of SMALL & PARKES, LIMITED.

UPON THE PETITION of the above named Small & Parkes Limited whose registered office is situate at Hendham Vale Works Manchester in the County of Lancaster on the 23rd day of March 1927 preferred unto this Court And upon hearing Mr. Kerr of Counsel for the petitioners And upon reading the said Petition an Order made in these matters dated the 19th day of January 1927 and the evidence thereby referred to and the following Affidavits filed in these matters and exhibits namely an Affidavit of George William Parkes No. 99052 and the exhibits thereby referred to an Affidavit of David Douglas No. 99053 and the exhibits thereby referred to <sup>- and an Affidavit of George William Parkes No. 99054 and the exhibit thereby referred to</sup> THIS COURT DOTH SANCTION the Scheme of Arrangement set forth in the Schedule to the said Petition and in the Schedule hereto AND DOTH DECLARE the same to be binding upon the holders of the Ordinary shares and the holders of the Preference Shares in the capital of the Company and on the Company

*The Schedule*

15/-  
FOR RECEIPT  
CHANCERY OF  
LANCASHIRE  
P2319



15/-  
30. PM 1927

RECEIVED

having been paid free of tax and the holders of the Preference shares shall not be required to refund any part of the dividends so received by them

- 3 The Memorandum and Articles of Association of the Company shall be altered so as to give effect to the provisions of this Scheme

4 This Scheme is subject to the sanction of the Court of Chancery of the County Palatine of Lancaster being obtained thereto under The Companies (Consolidation) Act 1908 with such modifications of or additions to any of the terms of this Scheme or such conditions as the Court may deem fit to require or impose

- 5 The Company may assent to any modifications of or additions to this Scheme as the Court may think fit to approve or impose

*Ente 20<sup>th</sup> Apr 1917*

*By the Court*



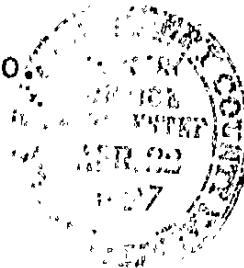
CHANCERY OF LANCASTER,  
MANCHESTER DISTRICT.

re SMALL & PARKES, LIMITED.

*Office copy*

O R D E R

fos. 10.



68  
THE COMPANIES ACTS, 1908 TO 1917.



**SPECIAL RESOLUTION**

(pursuant to Companies (Consolidation) Act, 1908, s. 69).

— OF —

**SMALL AND PARKES LIMITED.**

70000  
11 JUN 1927

Passed 26th April, 1927.

Confirmed 11th May, 1927.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office of the Company situate at Hendham Vale Works, Harpurhey, Manchester, in the County of Lancaster, on Tuesday, the 26th day of April, 1927, at 11 o'clock in the forenoon, 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 Wednesday, the 11th day of May 1927, at 11 o'clock in the forenoon, the said SPECIAL RESOLUTION was duly confirmed:—

**RESOLUTION.**

That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved and that such regulations be and they are hereby adopted as the Articles of the Company in substitution for and to the exclusion of all the existing Articles thereof.

*V. Houghal*

Secretary of



THE COMPANIES ACTS, 1862 TO 1893.

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COMPANY LIMITED BY SHARES.

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SMALL AND PARKES LIMITED.

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Memorandum  
— AND —  
Articles of Association.

---

Incorporated the 11th day of March, 1895.

COBBETT, WHEELER & COBBETT,  
49, Spring Gardens,  
Manchester.

No. 43527 C.

NL, 42538.



**CERTIFICATE OF INCORPORATION**

— OF —

**THE FRICTIONLESS ENGINE PACKING COMPANY,  
LIMITED.**

I hereby certify that THE FRICTIONLESS ENGINE PACKING  
COMPANY, 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 Eleventh day of March,  
One thousand eight hundred and ninety-five.

J. S. PURCELL,

*Registrar of Joint Stock Companies.*

No. 43527.

**CERTIFICATE OF CHANGE OF NAME**

— OF —

**THE FRICTIONLESS ENGINE PACKING COMPANY,  
LIMITED.**

---

I hereby certify that THE FRICTIONLESS ENGINE PACKING  
COMPANY, LIMITED, having, with the sanction of a Special Resolution  
of the said Company, and with the approval of the Board of Trade,  
changed its name, is now called

SMALL AND PARKES LIMITED,

and I have entered such new name on the Register accordingly.

Given under my hand at London this Twentieth day of  
September, One thousand nine hundred and seven.

H. F. BARTLETT,

*Registrar of Joint Stock Companies.*



THE COMPANIES ACTS, 1862 to 1893.

---

COMPANY LIMITED BY SHARES.

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## Memorandum of Association

— OF —

### SMALL AND PARKES LIMITED.

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1. The name of the Company is "SMALL AND PARKES 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 acquire the goodwill of the business of Engine Packing Manufacturers and Merchants, now carried on by Messrs. The Frictionless Engine Packing Company, and certain leasehold hereditaments occupied by them in connection with the said business, and to acquire and undertake the whole or any of the assets and liabilities of The Frictionless Engine Packing Company in connection therewith, and to carry on such business.
  - (b) To adopt and carry into effect, with or without modifications, an Agreement dated the fourth day of February, 1895, and made between Harry Gordon Small and George William Parkes of the one part, and Robert Vicars Critchley, on behalf of this Company, of the other part, a copy whereof has for the purpose of identification been endorsed with the signatures of the said Harry Gordon Small and George William Parkes, and two of the subscribers hereto.

- (c) To carry on the business of engine packing manufacturers and merchants, and all branches of such business, and to carry on any other business which may seem to the Board 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. To buy, sell, manufacture, manipulate, import, export, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid, or required by any customers or other persons having dealings with the Company.
- (d) To purchase or otherwise acquire and undertake all or any part of the business, property or liabilities of any person or company carrying on any business or engaged in any undertaking which this Company is authorised to carry on, or engaged in, or possessed of property or rights suitable for any of the purposes of this Company.
- (e) To enter into partnership or into any arrangement for sharing profits, union of interests, or co-operation with any person or company carrying on, or about to carry on, any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in, and to lend money to subsidise, guarantee the contracts of, or otherwise assist any such person or company.
- (f) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To apply for, obtain, acquire, or deal with, or enter into Acts of Parliament, Provisional Orders, concessions, grants, powers, or covenants, from or with governments, municipal, or other authorities or persons, or to subscribe to the expense of obtaining the same, either in the name of the Company or otherwise, as may be thought expedient, and to oppose any proceedings in Parliament or elsewhere which may seem

iii.

directly or indirectly calculated to affect the Company's interests prejudicially.

- (h) To purchase or otherwise acquire any inventions, patents, licenses, concessions, trade marks, and the like, whether at home or abroad, conferring an exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to make application for letters patent, licenses, concessions for inventions, or trade marks, and to use, exercise, develop, and grant licenses in respect of or otherwise turn to account the property and rights so acquired.
- (i) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business; and in particular any lands, buildings, machinery, plant, stock-in-trade, licenses, trade marks, easements, and privileges, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (j) To lend money to any company, partnership, association, or persons, and in particular to customers of the Company, upon security of their undertaking, property, estate, assets, and effects, or any part thereof, or without any security, and generally upon such terms as the Company may deem expedient, and to guarantee the performance of contracts by any such persons.
- (k) To make, draw, accept, indorse, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (l) To sell, improve, manage, develop, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights of and over, mortgage, dispose of, turn to account or otherwise deal with, all or any of the property and rights of the Company.

- (m) To refer any claim or demand by or against the Company to arbitration, and observe and perform the awards.
- (n) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (o) To establish or promote, or concur in establishing or promoting, other companies for all or any of the objects mentioned in this Memorandum, and to transfer to any such company any property of this Company, and to take or otherwise acquire and hold shares, debentures, or other securities in or of any such company, and to subsidise or otherwise assist any such company, and to guarantee or underwrite subscriptions for any stock or securities of any such company, or to subscribe for the same or any part thereof.
- (p) To borrow or raise money for the purposes of the Company's business in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock, and in security of such money so borrowed to mortgage, pledge or charge the whole or any part of the property, assets, or revenue of the Company, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other usual and necessary powers, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company.
- (q) To receive money on deposit and lend and make advances with or without security and upon such terms as may be thought proper.
- (r) To create and issue at par, or at a premium or discount, debentures, mortgage debentures, debenture stock and other securities payable to bearer or otherwise, and either permanent, or redeemable, or repayable and collaterally to secure any securities of the Company by means of a trust deed or otherwise.

- (s) To procure the Company to be registered or otherwise legally organised in any foreign country or place beyond the seas.
- (t) To issue any shares of the Company at such times and in such manner, and either at par or at premium, or as fully or in part paid up, and generally upon such terms and conditions in every respect as the Board of the Company shall think fit.
- (u) To issue any shares or securities which the Company has power to issue by way of security and indemnity, to any person whom the Company has agreed or is bound to indemnify.
- (v) To pay for any shares or rights acquired by the Company, either in cash or in shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has to issue, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (w) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or any securities of any company, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase of the undertaking, subject to the liabilities of this or any such other company, with or without winding up, or by sale or purchase of all the shares, stock or securities of this or any such other company as aforesaid, or by partnership, or any arrangement in the nature of partnerships, or in any other manner.
- (y) To support or subscribe to any charitable or public object, and to give pensions, gratuities, donations, and

emoluments to any person, and to support and subscribe to any schools and any educational, scientific, literary, religious, or charitable institutions, or trade societies, whether such societies be solely connected with any trade or trades carried on by the Company or not, and any club or other establishment calculated to advance the interests of the Company, or of the persons employed by the Company.

- (z) To distribute amongst the Members in specie any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction (if any) for the time being, required by law.
- (aa) To exercise the powers given by the Companies Seals Act, 1864, in any case in which the Board shall deem it necessary so to do for the purpose of more properly or effectually carrying on the business of the Company elsewhere than in the United Kingdom.
- (bb) From time to time by special resolution to modify the conditions contained in the Memorandum of Association, so as to increase the capital of the Company by the issue of new shares of such an amount as may by the Company be thought expedient, or to consolidate and divide capital into shares of larger amount than the amount hereby fixed, or to convert the paid-up shares into stock, or to reduce the capital to such an extent and in such a manner as may by resolution be determined.
- (cc) To remunerate any person or persons or company or companies for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, and to remunerate the trustees or trustee for debenture holders, or any factor, attorney, or servant, and also any law agent employed by them.
- (dd) To do all or any of the above things in the United Kingdom, or any other country, colony, or dependency, either as principals or agents, and either through agents, trustees, or otherwise, and either alone or in

conjunction with others, and either in the name of the Company, or of any company, firm or person, as trustee for the Company.

(ee) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them, and it is declared that in this Memorandum the word "Company" is to be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The capital of the Company is £115,000, divided into 100,000 Ordinary Shares of £1 each and 15,000 Preference Shares of £1 each. The Preference Shares confer on the holders thereof the right to a fixed cumulative preferential dividend at such a rate as after deducting Income Tax (but not exceeding 6s. in the £) for the time being payable will yield a clear six per cent. per annum on the capital for the time being paid up or credited as paid up on such shares and the right in a winding up to payment off of capital and arrears of dividend whether declared or undeclared up to the commencement of the winding up in priority to the Ordinary Shares but shall not confer any further right to participate in profits or assets and also shall not confer the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while such preferential dividend shall not be in arrear. The capital may be increased, and any increased capital or any part thereof may be issued with such a preferential dividend, or preferential right in the distribution of the assets of the Company, or both, or with such deferred dividend or postponement in the distribution of the assets of the Company as the Company shall think expedient.

By a Scheme of Arrangement sanctioned by an Order of the Chancery of the County Palatine of Lancaster made on the 28th March 1927 the rights of the respective classes of shares in the capital of the Company were altered so as to be as above stated.

WE, the several persons whose names and addresses and descriptions 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 to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
H. G. SMALL, Wythburn, Heaton Moor, Lancashire, Engineer.	One.
GEO. W. PARKES, 80, Station Road, South Shore, Blackpool Lancashire, Engine Packing Manufacturer.	One.
CHAS. H. PARKES, Moorfield, Stockport, Cheshire, Hardware Merchant.	One.
A. M. PARKES, 30, Station Road, South Shore, Blackpool, Lancashire, Married Woman.	One.
A. M. GORDON SMALL, Married Woman, Wythburn, Heaton Moor, Lancashire.	One.
WM. H. BOOTH, 36, Rosendale Road, West Dulwich, Surrey, Hydraulic Engineer.	One.
R. V. CRITCHLEY, 6, St. James' Square, Manchester, Lancashire, Chartered Accountant.	One.

DATED the Ninth day of March, One thousand eight hundred and ninety-five.

WITNESS to the above Signatures of Harry Gordon Small, George William Parkes, Charles Herbert Parkes, William Henry Booth, and Robert Vicars Critchley—

T. W. MARKLAND, Solicitor,  
Manchester.

WITNESS to the Signature of Annie Margaret Parkes—  
JABEZ WRIGHTAM, Coachman,  
Kirkham, Lancashire.

WITNESS to the Signature of Amy Margarita Gordon Small—  
JANE GRIFFITHS,  
Wythburn, Heaton Moor, Lancashire,  
Domestic Servant.

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This is the printed document referred to in the Special Resolution of Small and Parkes Limited passed on the 26th day of April, 1927, and confirmed on the 11th day of May, 1927, and subscribed by the Chairman for the purpose of identification.

*N. Douglas*

Secretary of SMALL AND PARKES LIMITED.

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

## Articles of Association

— OF —

### SMALL AND PARKES LIMITED.

1. The regulations of Table "A" in the First Schedule to the Companies (Consolidation) Act 1908, shall not apply to this Company, but the following shall be the regulations of the Company.

Exclusion of Table "A".

#### INTERPRETATION.

2. In the construction of these Articles any word denoting the singular number only shall be held, when necessary, to denote the plural number also, and *vice versa*. Any word denoting the masculine gender only shall be held, when necessary, to denote the feminine gender also, and *vice versa*, and words importing persons shall include corporations. "Month" shall mean calendar month. "In writing" shall mean written or printed or partly written and partly printed. "Special Resolution" and "Extraordinary Resolution" shall have the respective meanings assigned thereto by the Companies (Consolidation) Act 1908. "Paid up" shall in addition to its ordinary meaning mean and include "Credited as paid up."

Interpretation.

#### PRELIMINARY.

3. The Company is and until otherwise determined in accordance with The Companies Acts 1908 and 1913 shall be a Private Company and the following provisions of this clause shall have effect:—

Public subscription prohibited.

Limitation of  
Membership.

- (a) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this clause be treated as a single Member.
- (b) No invitation to the public to subscribe for any shares or debentures of the Company shall be made.
- (c) The right to transfer shares in the Company shall be restricted in manner hereinafter provided.

Shares.

4. As regards all allotments from time to time made the Directors shall comply with Sections 88 and 92 of The Companies (Consolidation) Act 1908.

Capital.

5. The capital of the Company is £115,000 divided into 15,000 Preference Shares of £1 each and 100,000 Ordinary Shares of £1 each.

Allotment  
of shares.

6. The shares in the capital shall be under the control of the Directors, and may be allotted to such persons, at such times, and upon such terms as to the amounts to be paid thereon in respect of money for the time being uncalled and the dates of payment, and at such price and for such consideration as the Directors may determine, and in particular neither the amounts paid on shares nor the dates of payment need be uniform and the Directors may give to any person the call on any shares either at par or at a premium and for such terms and for such consideration as the Directors think fit.

Commission  
on shares.

7. The Directors may exercise the powers conferred on the Company by Section 89 of the Companies (Consolidation) Act, 1908 but so that the commission shall not exceed ten per cent. on shares in each case offered.

Certificates,  
how signed.

8. Every Member shall be entitled to one certificate for all the shares registered in his name or to several certificates, each for one or more of such shares. Such certificates shall be issued under the common seal of the Company and signed by two Directors and countersigned by the Secretary or some other person appointed by

the Directors, and shall specify the number and denoting numbers of the share or shares held by him, and the amount paid or to be deemed to be paid thereon. Joint holders shall be entitled to only one certificate in respect of the shares jointly held, and such certificate may be delivered to the joint holder first named on the register.

9. If a certificate be worn out or lost it may be renewed on payment of One Shilling, or such less sum as the Directors may prescribe, but the Directors may require reasonable evidence of such destruction or loss, and an undertaking by the person applying for the new certificate to indemnify the Company against loss by reason of such renewal.

Renewal of certificates.

10. The Company shall not be bound by or recognise any right to or interest in any share other than the absolute right thereto of the registered holder, and such rights of transmission as hereinafter mentioned.

Trusts not recognised.

11. If several persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend, bonus or return of capital payable in respect of such share.

Receipts.

12. No part of the funds of the Company shall be expended in the purchase of or advanced upon the security of its own shares or stock.

Company not to deal in its own shares.

### CALLS ON SHARES.

13. 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 person who, for the time being, shall be the registered holder of the share.

Calls by instalments.

14. The Directors may from time to time, subject to the terms on which any shares have been issued, make such calls upon the Members in respect of all moneys unpaid on their shares as they think fit, and each Member shall be liable to pay the amount of calls so made to the persons and at the times and places appointed by the Directors, provided twenty-one days' notice at least, specifying the time and place of payment, and to whom such call shall be paid, be given of each call, and that no call shall exceed one-fourth of the nominal amount of a share, or be made payable within two months

Calls, how made.

after the date fixed for payment of the then last preceding call. The time originally fixed for payment of a call may be postponed from time to time, and a call made but not paid may be altogether or as to any part rescinded. A call may be made payable by instalments.

Liability of  
joint holders  
for payment.

15. The liability of joint holders in respect of money unpaid on the shares held shall be several as well as joint.

When call deemed  
to be made.

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

Interest on calls  
in arrear.

17. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due shall pay interest for the same, at the rate of £10 per cent. per annum, from the day appointed for payment thereof to the time of the actual payment or at such less rate as the Directors may determine, but without prejudice to the provisions herein contained for forfeiture of the share or shares in respect of which any money payable by way of deposit, call, or otherwise as aforesaid, shall be payable.

Payment in  
advance of  
calls.

18. The Directors may if they think fit receive from any Member willing to advance the same all or any part of the moneys due upon the shares held by him beyond the sums actually called for, either as a loan repayable or as a payment in advance of calls and upon the moneys so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon, such interest to be in lieu of dividend on such moneys so received in advance.

#### TRANSFER AND TRANSMISSION OF SHARES.

Transfer  
of shares

19. A share may be transferred by a Member or other person entitled to transfer to any Member selected by the transferor or to a wife, son or daughter of a Member (provided that such wife, son or daughter is not a trade competitor), but no share shall be transferred to a person who is not a Member or a wife, son or daughter of a Member so long as any Member or person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value.

Transferor to  
give transfer  
notice.

20. The person proposing to transfer the shares (hereinafter called "the transferor") provided he has not taken advantage of the

ceding call. The  
postponed from  
altogether or as  
by instalments.

money unpaid

at the time when  
it was passed.

for instalment be  
ent thereof, the  
which the call  
due shall pay  
per annum, from  
of the actual  
determine, but  
for forfeiture  
payable by way  
payable.

receive from any  
of the moneys  
actually called  
in advance of calls  
as from time  
upon the shares  
Company may  
sum in advance  
of dividend

## SHARES.

for other person  
transferor or to a  
his wife, son or  
be transferred  
daughter of a  
by the Directors  
company to admit  
fair value.

es (hereinafter  
vantage of the

foregoing clause, shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such transfer 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 of the Company or any person selected as aforesaid at the price so fixed. The transfer notice shall not be revocable except with the sanction of the Directors.

21. If the Company shall within the space of twenty-eight days after being served with such notice find a Member or person selected as aforesaid willing to purchase the shares (hereinafter called "the purchasing Member") and shall give notice thereof to the transferor he shall be bound upon payment of the fair value so fixed as aforesaid to transfer the shares to the purchasing Member.

Company to find  
purchaser.

22. 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 shall thereupon cause the name of the purchasing Member to be entered in the register as the holder of the shares and shall hold the purchase money in trust for the transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

Company may  
complete transfer  
if transferor  
makes default.

23. If the Company shall not within the space of twenty-eight days after being served with the transfer notice find a Member or person selected as aforesaid willing to purchase the shares and give notice in manner aforesaid the transferor shall at any time within three calendar months afterwards be at liberty subject to Clause 26 hereof to sell and transfer the shares (or those not placed) to any person at any price not being less than the fair value so fixed as aforesaid or to serve a further transfer notice under Clause 20 hereof specifying a less sum as the fair value of the shares comprised therein.

If Company does  
not find purchaser  
transferor may sell  
within three  
months.

24. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in the notice served on the Company in pursuance of Clause 20 hereof shall be offered to the Members and as to their rights in regard to the purchase thereof and in particular may give any Member or class of Members a preferential right to purchase the same. Until otherwise determined, every such share shall be

Shares to be  
offered to  
Directors.

offered in the first place to the Directors and if and so far as the same shall not be accepted by them or some or one of them then to the other Members.

Execution of  
instrument of  
transfer, etc.

25. The instrument of transfer of any share shall be signed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof. There shall be paid to the Company in respect of the registration of any transfer or transmission such fee not exceeding 2s. 6d. as the Directors deem fit.

Restrictions  
on transfer.

26. The Directors may without assigning any reason refuse to register any transfer of a share (a) where the Company has a lien on the share (b) where it is not proved to the satisfaction of the Directors that the proposed transferee is a responsible person (c) where the Directors are of opinion that the proposed transferee is not a desirable person to admit to membership or (d) where the proposed transfer would result in the number of Members of the Company being increased above the limit hereinbefore mentioned But paragraphs (b) and (c) of this clause shall not apply where the proposed transferee is already a Member nor to a transfer made pursuant to Clause 19 hereof.

Closing of  
transfer books.

27. The transfer books and register of Members may be closed during such time as the Directors think fit not exceeding in the whole thirty days in each year.

Devolution of  
title to shares on  
death of  
Member.

28. The executors or administrators of a deceased Member, not being a joint holder and in the case of the death of a joint holder the survivor or survivors shall alone be recognised by the Company as having any title to the share or interest of the deceased Member but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

Transmission of  
shares on death  
or bankruptcy.

29. Any person becoming entitled to any share in consequence of the death or bankruptcy of a Member or such Member being a corporation by it going into liquidation or otherwise than by transfer may, with the consent of the Directors and on payment of such fee as the Directors may prescribe, not exceeding Five Shillings, be registered as a Member in respect of such shares upon production of the certificate thereof and such evidence of title as may be required by the Company or may subject to the regulations as to transfer hereinbefore contained, instead of being registered himself execute a transfer of such share.

30. Every instrument of transfer shall be lodged with the Company, accompanied by the certificates of the shares comprised therein, and such evidence as the Company may require to prove the title of the transferor and thereupon and upon payment of the proper fee the transferee shall, subject to the foregoing regulations, be registered as a Member in respect of such shares, and the instrument of transfer shall be retained by the Company. Any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the register in respect thereof. The Directors may waive the production of the certificate upon evidence satisfactory to them of its loss or destruction.

Transfer how obtained.

### LIEN.

31. The Company shall have a first and paramount lien on all shares registered in the name of each Member (whether solely or jointly with others) and on the interest and dividends declared or payable in respect thereof for all moneys due to and liabilities subsisting with the Company from or on the part of such Member, either alone or jointly with any other person although the times for their payment may not have arrived, and may enforce such lien by sale of all or any of the shares on which the same may attach but no sale shall be made until notice in writing of the intention to sell shall have been served on such Member and default shall have been made by him in payment or discharge of such debts or liabilities for seven days after such notice. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares.

Company's Lien on shares.

### FORFEITURE OF SHARES.

32. If any Member fail to pay any call or money payable under the terms of allotment of a share on the day appointed for payment thereof, the Directors may at any time while the same remains unpaid serve a notice on him requiring him to pay the same, together with interest and any expenses that may have accrued by reason of such non-payment.

Notice may be served requiring payment of call or instalment.

33. The notice shall name a further day on or before which such call or other money and all interest and expenses that have accrued by reason of such non-payment are to be paid, and the place where payment is to be made (the place so named being either

What the notice is to state.

the registered office of the Company or some other place at which calls of the Company are usually made payable) and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such payment is due will be liable to be forfeited.

**Forfeiture**

34. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before payment of all money due thereon with interest and expenses, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incident to the share, except only such of those rights as by these Articles are expressly saved, but any such forfeiture shall not include any dividends declared in respect of the forfeited share and not actually paid before the forfeiture.

**Forfeited shares  
the property of  
the Company.**

35. Any share forfeited shall be deemed to be the property of the Company and may be held, extinguished, re-allotted, or disposed of in such manner as the Directors think fit and in case of re-allotment with or without any money paid thereon by the former holder being credited as paid up thereon, but the Directors may in their absolute discretion remit or annul the forfeiture of any share which may have been declared forfeited for non-payment as aforesaid upon payment of all arrears and of all interest and expenses due thereon, together with a sum (if any) by way of fine, or upon such other terms and conditions as the Directors may think fit.

**Liability to pay  
calls after for-  
feiture.**

36. The holder, at the time of forfeiture of a share which has been forfeited shall notwithstanding such forfeiture be liable to pay the Company all calls or other money owing upon such share at the time of forfeiture and the Directors may enforce payment thereof if they think fit.

**As to enforcing  
lien by sale.**

37. In case of the sale or re-allotment of a forfeited share, or the sale of any share to enforce a lien of the Company, a certificate in writing, under the seal of the Company, that the share has been duly forfeited or sold, in accordance with the regulations of the Company, shall be sufficient evidence of the facts therein stated as against all persons claiming such share, and such certificate and the receipt of the Company for the price of such share, shall constitute a good title to the share, and a certificate of proprietorship shall be delivered to the purchaser or allottee, and he shall be registered in respect thereof, and thereupon he shall be deemed the



holder of such share, discharged from all calls or other money due prior to such purchase or allotment and he shall not be bound to see to the application of the purchase money or consideration, nor shall his title to such be affected by any irregularity in the sale or forfeiture.

### INCREASE AND REDUCTION OF CAPITAL.

38. The Company in General Meeting may from time to time increase the capital of the Company by the creation of new shares and subject to any direction to the contrary which may be given by the meeting that sanctions the increase of capital or any subsequent meeting all new shares shall be offered in the first instance to all the then Members in proportion to the amount of capital held by them at such price as the Directors shall arrange, and such offer shall be made by notice specifying the number of shares to which the Member is entitled, 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 Member to whom such notice is given that he declines to accept the shares offered, the Directors may allot or otherwise dispose of the same to such persons and upon such terms as they may think most beneficial to the Company.

Increase of capital.

39. The new shares shall be of such amount and shall be issued upon such terms and conditions and with such preference or qualified right with regard to dividend or in the distribution of assets or otherwise over or ranking equally with any other shares, whether at the time issued or created or not, and whether Preference, Ordinary or other Shares, or as Deferred Shares or with or without any right to the whole or any part of the surplus assets either before or after repayment of paid-up capital, and with a special or without any right of voting as the General Meeting resolving on the creation thereof shall direct, and subject to or in default of any such direction as the Directors shall determine. Provided that no new shares ranking in priority to or *pari passu* with any class of shares having for the time being any preferential right or special privilege shall be created or issued without the previous consent of the holders of the shares of such class to be given in accordance with Clause 58 hereof.

Terms of issue of new shares.

40. Except in so far as otherwise provided by the conditions of issue or by these presents any capital raised by the issue of new shares shall be considered as part of the original capital and as consisting of ordinary shares and it shall be subject to the provisions of these Articles in the same manner as the original capital.

How far new shares to rank with shares of initial capital.

Reduction  
of capital.

41. The Company shall have power from time to time by special resolution to reduce its capital in any way and to cancel shares which have not been taken or agreed to be taken.

Subdivision  
of shares.

42. The Company shall have power by an ordinary resolution to consolidate and by special resolution to sub-divide its shares or any of them into shares of a larger or smaller denomination. The special resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one of such shares shall have any preference over the other or others, and that the profits applicable to the payment of dividends, thereon shall be appropriated accordingly.

### GENERAL MEETINGS.

When General  
Meetings to be  
held.

43. General meetings other than those convened by or on the requisition of Members under the powers hereinafter contained shall be held at such time and place as may be prescribed by the Company in General Meeting or in default at such time and place as may be prescribed by the Directors so that a General Meeting shall be held once at least in every calendar year and not more than fifteen months after the holding of the last preceding General Meeting.

Distinction  
between Ordinary  
and Extraordinary  
Meetings.

44. The General Meetings required by the last preceding clause to be held shall be called Ordinary General Meetings. All General Meetings of the Company other than the statutory meeting and other than Ordinary General Meetings shall be called Extraordinary General Meetings.

When Extraordin-  
ary Meeting to  
be called.

45. The Directors may when they think fit and shall on the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or others sums then due have been paid forthwith proceed to convene an Extraordinary General Meeting of the Company and in case of such requisition the following provisions shall have effect:—

Form of requisition for meeting.

(a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

When requisition-  
ists may call  
meeting.

(b) If the Directors of the Company do not proceed to cause a meeting to be held within 21 days from the date

of the requisition being so deposited the requisitionists or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

- (c) If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution and if thought fit of confirming it as a special resolution, and if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists or a majority of them in value may themselves convene the meeting.
- (d) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible, as that in which meetings are to be convened by the Directors.

46. Seven days' notice of any General Meeting (exclusive of the day on which the notice is served, or deemed to be served, and of the day of meeting) specifying the place, day and hour of meeting and in case of special business the general nature of such business shall be given to the Members in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, but the accidental non-service of such notice on any Member shall not invalidate the proceedings of any General Meeting. With the consent in writing of all the Members for the time being a General Meeting may be convened on a shorter notice than seven days and in any manner they think fit.

Notice of Meeting.

Short notice of meeting.

47. Whenever it is intended to pass a special resolution the two meetings may be convened by one and the same notice and it shall be no objection that the notice only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

Special Resolutions.

## PROCEEDINGS AT GENERAL MEETINGS.

48. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an

Business of Meeting.

Ordinary General Meeting, with the exception of sanctioning a dividend recommended by the Board, and electing Directors, Auditors and other officers and voting their remuneration and the consideration of the accounts and balance sheet presented by and the reports of the Directors and Auditors.

Quorum.

49. Three Members entitled to vote as hereinafter provided, personally present, shall be a quorum at a General Meeting. No business shall be transacted at a General Meeting unless the quorum requisite be present at the commencement of the business.

Adjournment  
for want of  
quorum.

50. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to some place and day in the next week to be appointed by the Chairman.

51. At any adjourned meeting the Members present and entitled to vote whatever their number or the amount of shares held by them shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

Chairman of  
General  
Meeting.

52. The Chairman of the Directors or in his absence the Deputy Chairman (if any) shall preside as Chairman at every General Meeting of the Company.

53. If there be no Chairman or Deputy Chairman or if at any meeting neither the Chairman nor the Deputy Chairman be present within fifteen minutes after the time appointed for holding the meeting and willing to act as Chairman, the Directors present shall choose one of their number to act or if there be only one Director present he shall be Chairman if willing to act. If there be no Director present and willing to act the Members present shall choose one of their number to be Chairman.

Adjournment  
with consent  
of meeting.

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

Voting.

55. At any General Meeting every question shall subject to the right to demand a poll, be determined by a show of hands. Unless a poll is demanded by the Chairman or by at least three

Demanding  
a poll.

Members present personally or by proxy and entitled to vote at the meeting a declaration by the Chairman that a resolution has been passed or lost and an entry to that effect in the book of the proceedings of the Company shall be sufficient evidence of the fact and in the case of a resolution requiring any particular majority that it was passed by the required majority without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Effect of Chairman's declaration as to carrying resolution.

56. If a poll is demanded as aforesaid it shall be taken either immediately or at such other place and time as the Chairman directs and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded and such resolution shall be deemed to have been passed at the date of such meeting. No poll shall be demanded on the election of a Chairman of a meeting or on a question of adjournment. The demand of a poll may be withdrawn, and whether withdrawn or not 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.

Manner and time of taking poll.

No poll as to Chairman or adjournment.

Continuance of meeting after demand of poll.

57. No notice need be given of any poll not taken immediately, unless the date fixed for taking the same be fourteen days or more after the date of the meeting, in which case notice of a poll shall be given in the same way as notice convening a meeting. Whenever a poll shall be directed to be taken at some future date any Shareholder present when such direction is given and entitled to vote may thereupon record his vote and the same shall be counted in taking the poll.

Notice of poll

### ALTERATION OF RIGHTS.

58. All or any of the rights and privileges attached to any class of shares may at any time and whether before or in course of a winding up be adversely altered, modified, or abolished by agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by the holders of at least three-fourths of the issued shares of the class, or is confirmed by an extraordinary resolution passed by a separate General Meeting of the holders of shares of that class.

Agreement for modification of rights in shares.

59. Any meeting for the purpose of the last preceding clause shall be convened and conducted in all respects, or as nearly as possible, in the same way as an Extraordinary General Meeting of the Company, provided that no Member not being a Director shall be entitled to notice thereof, or to attend thereat, unless he be a

Meeting, how to be conducted and to whom notice given.

holder of shares of the class intended to be affected by the resolution, and that votes, whether given personally or by proxy, shall only be given in respect of shares of that class, and that at any such meeting a poll may be demanded by any Member present in person and entitled to vote. The holder or holders of one-tenth of the issued shares of the particular class entitled to vote in respect thereof, personally present, shall at such meeting be a quorum for all purposes.

### BORROWING POWERS.

Directors to have power to borrow.

60. The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Borrowing upon debentures or debenture stock.

61. The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

Alienation of debentures or debenture stock, etc.

62. Debentures, debenture stock, and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Terms of issue of debentures, debenture stock, etc.

63. Any debentures, debenture stock, bonds, or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors, and otherwise, and may be extended, renewed, varied, exchanged, redeemed, paid off or re-issued.

Registration of mortgages.

64. The Directors shall cause a proper register to be kept in accordance with Section 100 of the Companies (Consolidation) Act, 1908, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 93 of the same Act in regard to the registration of mortgages and charges therein specified and otherwise.

### VOTES OF MEMBERS.

Vote of Members.

65. Subject to any special terms as to voting upon which any shares may be issued, or may for the time being be held on a show of hands every Member present in person shall have one vote and

upon a poll every Member present in person or by proxy shall have one vote for every share held by him. Provided that the present Preference Shares in the capital of the Company shall not confer on the holders thereof the right to attend or vote either in person or by proxy at any General Meeting or to have notice of such meeting if and while the preference dividend thereon shall not be in arrear. In the case of an equality of votes at any General Meeting or poll the Chairman shall be entitled to a second or casting vote.

66. Any person who has become entitled to a share in any way other than by transfer, and who has not been registered in respect thereof, may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such share, provided that he shall have deposited at the office of the Company, not less than forty-eight hours before the time for holding the meeting at which he proposes to vote, such evidence as the Directors may reasonably require of his sustaining the character in respect of which he shall claim to vote.

Vote by person  
entitled under  
transmission  
clause.

67. If two or more persons be jointly entitled to a share, any one of such persons may vote at any meeting, either personally or by proxy in respect thereof as if he were sole owner thereof, but in case two or more of such joint holders be present at any meeting, personally or by proxy, that one whose name stands first in the register of Members as one of the holders of such share, and no other, shall be entitled to vote in respect of the same. Several executors and administrators of a deceased Member in whose name any share stands shall, for the purpose of this clause, be deemed joint holders thereof.

Joint registered  
holders, how to  
vote.

68. No Member shall be entitled to be present or to be a proxy at, or to vote at any General Meeting, or exercise any privilege as a Member, unless all calls or other money due and payable in respect of any share of which he is the holder have been paid.

Calls in arrear,  
disqualification  
for voting.

69. Votes may be given on a show of hands personally or on a poll personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor, or in case of joint holders by all such holders, or if the appointor is a corporation under their common seal, in the form hereinafter set forth, or such other form as the Directors may from time to time approve. No person shall be appointed a proxy who is not a Member of the Company and otherwise entitled to vote, provided that any corporation holding shares may appoint any one of its members or officers or any other person its proxy, and any such last mentioned proxy

Votes, how  
given.

Proxy, how  
given.

may address the meeting, vote on a show of hands, join in demanding a poll, or be appointed a Chairman, as if he were the holder of the shares in respect of which he may hold the proxy.

Deposit of  
proxy.

70. The instrument appointing a proxy shall be deposited at the registered office of the Company before four o'clock p.m. on the day next preceding the day appointed for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of two months from its date except upon a poll demanded at or at an adjournment of a meeting when the meeting was originally held within two months of such date.

When vote by  
proxy valid  
though authority  
revoked.

71. 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 proxy, or transfer of the shares in respect of which the vote is given, provided no intimation in writing of the death, revocation, or transfer shall have been received at the office of the Company before the meeting.

Form of proxy.

72. Any instrument appointing a proxy may be in the following form:—

"I, the undersigned, being a Member of SMALL AND PARKES  
" LIMITED, appoint  
" of or him failing,  
" 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 and at  
" any adjournment thereof.

"As witness my hand this day of 19 ."

#### DIRECTORS.

Names of  
Directors.

73. The Directors are:—George William Parkes, Harry Clement Parkes, George Wilfred Parkes and William Audley Bowdler.

Number of  
Directors.

74. The number of Directors shall never be less than two nor more than seven.



75. The Directors for the time being shall have power at any time and from time to time to appoint any other qualified person as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above, but any Director so appointed shall hold office only until the next following Ordinary General Meeting of the Company and shall then be eligible for re-election.

Casual vacancy in Board or addition thereto to be filled by Directors.

76. The qualification of a Director shall be the holding in his own right of 100 Ordinary Shares in the capital of the Company. A Director may act before acquiring his qualification but shall in any case acquire the same within two months after his appointment. No person other than a retiring Director shall, unless recommended by the Directors for election, hereafter be elected or appointed a Director (except by a meeting to raise the number of Directors to the minimum prescribed number) unless at least seven days and not more than one month's notice shall have been left at the registered office of the Company of the intention to propose him, together with a notice in writing by the Member to be proposed of his willingness to be elected or appointed.

Qualification of Directors.

77. The Directors shall have the right of voting to themselves as remuneration a sum not exceeding 10 per cent. of the net half-yearly profits, such sum to be divided among them as they may decide.

Remuneration of Directors.

78. The Company shall keep at its office a register containing the names and addresses and occupations of its Directors and Managers, and shall send to the Registrar of Companies a copy of such register, and shall from time to time notify to the Registrar any change that takes place in such Directors and Managers. The Company shall also comply with the provisions of the Companies (Particulars as to Directors) Act 1917.

Register of Directors.

## MANAGING DIRECTORS.

79. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors of the Company, either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and subject to any contract or contracts with him or them, may from time to time remove or dismiss him or them from office, and appoint another or others in his or their place or places.

Appointment and removal of Managing Directors.

What provisions  
a Managing  
Director will be  
subject to.

80. A Managing Director shall not, while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining, the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, 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.

Remuneration.

81. The special remuneration of a Managing Director shall, subject to any contract as aforesaid, from time to time be fixed by the Directors or by the Company in General Meeting, and may be by way of salary or commission, or participation in profits, or by all or any of these modes and may be in addition to or substitution for any remuneration to which he would otherwise be entitled as a Director.

Powers and  
duties.

82. 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 they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke withdraw, alter, or vary all or any of such powers.

#### LOCAL MANAGEMENT.

Local  
Management.

83. The Directors from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company in any part of the world, and may appoint any persons to be members of such local board or any managers or agents, and may fix their remuneration.

Local Boards.

84. The Directors may from time to time and at any time delegate to any local boards or agents so appointed any of the powers, authorities, and discretions for the time being vested in the Directors, and may authorise the members for the time being of any such local board, or any of them, to fill up any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation.

85. The Directors may at any time and from time to time, by <sup>Powers of attorney.</sup> power of attorney under the seal appoint any person or persons to be the attorneys of the Company for such purposes and with such powers, authorities, or discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such appointment may (if the Directors think fit) be made in favour of the members of any local board established as aforesaid or in favour of any Company, or of the members, directors, nominees or managers of any company or firm, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Directors may think fit.

86. Any such attorneys or delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, or discretions for the time being vested in him or them.

#### POWERS OF DIRECTORS.

87. The business of the Company shall be managed by the Directors; who may exercise all such powers of the Company, and do on behalf of the Company all such acts and things as may be exercised or done by the Company, and are not hereby or by statute expressly directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to any regulations of these presents, to the provisions of any Acts of Parliament, and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. <sup>General powers of Company vested in Directors.</sup>

88. Without restricting the foregoing powers, the Directors <sup>Specific powers given to Directors.</sup> may do the following things:—

- (a) Exercise all the powers of sale, exchange, lease, and hire mentioned in or to be implied from the Memorandum of Association, including the power to sell all or any part of the Company's undertaking business, property, or assets, or otherwise and also the Company's

powers of acquiring business properties, rights and privileges, and of promoting companies for the purposes mentioned in such Memorandum, but so that the Directors shall not have power to sell the whole of the Company's undertaking without the sanction of a General Meeting.

- (b) Secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any part of the property of the Company and its unpaid capital for the time being, or in such other manner as they may think fit.
- (c) Grant to any Director, who being willing, shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, such special remuneration for the services rendered as they think proper, and such remuneration shall either consist of a fixed sum or a percentage of the profits or otherwise as may be determined and may either be in addition to or in substitution for his share in the remuneration hereinbefore provided.
- (d) Appoint and at their discretion remove or suspend such Managers, officers, clerks, agents, and servants for permanent, temporary, or special services as they may from time to time think fit, and determine their powers and duties and fix their salaries or emoluments, and require security in such instances and to such amounts as they think fit.
- (e) Institute, conduct, defend, compromise, or abandon any legal proceedings by and against the Company or its officers, or otherwise concerning the business or affairs of the Company, and also compound and allow time for payment or satisfaction of any debts due to the Company, and compromise any claims or demands by or against the Company.
- (f) Refer any claims or demands by or against the Company to arbitration, and observe and perform the awards.
- (g) Make and give receipts, releases, and other discharges for money payable to the Company, and for claims and demands of the Company.

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- (h) Make draw, accept, endorse, and negotiate respectively promissory notes, bills of exchange, cheques, and other negotiable instruments, provided that every cheque, bill, promissory note, or other negotiable instrument drawn, accepted, or made shall be signed by such person or persons as the Directors may appoint for the purpose.
- (i) Invest or lend the funds of the Company not required for immediate use in such manner as they deem fit, subject nevertheless to Article 12 hereof, and from time to time transpose any investment.
- (j) Appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purpose, and execute and do all such deeds and things as may be requisite in relation to any such trust, and provide for the remuneration of such trustee or trustees.
- (k) Enter into all negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Company.

89. The continuing Directors may act notwithstanding any vacancy in their body, and notwithstanding that their number may be less than the minimum number hereinbefore prescribed. Provided that if the number of Directors be less than such minimum number they shall forthwith appoint at least one additional Director, or convene a General Meeting of the Company for the purpose of making such appointment, and so long as there shall be less than such minimum number of Directors any two Members may convene a General Meeting for that purpose.

Directors may act notwithstanding vacancy.

#### DISQUALIFICATION OF DIRECTORS.

90 The office of a Director shall be vacated :—

- (a) If he become of unsound mind or bankrupt, or have a receiving order made against his estate, or make any general composition with or assignment for the benefit of his creditors.

Disqualification.

- (b) If he cease to hold the required qualification or having been appointed, if he fails to qualify within two months after his appointment.
- (c) If he absents 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 gives one month's notice in writing to the Company of his intention to retire and such retirement shall take effect upon the expiration of such notice or its earlier acceptance.

Director may  
contract with  
Company.

91. A Director of this Company may contract with this Company and a company or a firm in which a Director of this Company may be interested as a director, member or partner may contract with this Company and such person may as a Director or Member of this Company vote on any such contract hereinbefore referred to or on any contract or arrangement in which he may be otherwise interested and a Director may also vote on any resolution or agreement fixing his remuneration as Director or Managing Director or on any resolution or contract for indemnifying the Directors or any of them or securing the Directors or any of them in respect of advances made by them and generally no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being 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 relations thereby established; but it is declared that the fact that he is interested must 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 meeting of the Directors after the acquisition of his interest. A general notice that a Director is a member of any specified firm or a member or director of any specified company and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this clause as regards such director and the said transactions and after such general notice it shall not be necessary for such Director to give a special notice of any particular transaction with that firm or company.

Director may hold  
office under the  
Company.

92. A Director may hold any other office or employment under the Company except that of Auditor and may act either personally

or as a member of a firm as solicitor, banker, or broker to the Company, or render any other professional service to the Company and may receive remuneration from the Company for so doing, in addition to any remuneration payable to him as a Director.

### ROTATION OF DIRECTORS.

93. At every ordinary General Meeting one-third of the Directors or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. A retiring Director shall retain office until the dissolution of the meeting at which his successor is elected.

Directors to retire by rotation.

94. The Directors to retire at each such meeting shall be the one-third or other nearest number who have been longest in office. As between two or more who have been in office an equal length of time, the Director to retire shall, in default of agreement between them, be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election.

How Directors to retire.

95. The Company at the General Meeting at which any Director shall retire shall, subject to any resolution reducing the number of Directors, fill up the vacated offices by electing a like number of persons, and may also from time to time appoint any additional Director when such appointment will not raise the number of the Directors beyond the maximum number hereinbefore provided.

Filling vacancies.

96. If at any meeting at which an election of Directors ought to take place the places of the retiring Directors or some of them are not filled up, then, subject to any resolution reducing the number of Directors, the retiring Directors, or such of them as have not had their places filled up and may be willing to act, shall be deemed to have been re-elected.

Retiring Directors to remain in office till successors appointed.

97. The Company may from time to time in General Meeting and within the limits fixed by these Articles increase or reduce the number of Directors and upon passing any resolution for an increase may appoint the additional Directors necessary to carry the same into effect, and may also determine in what rotation such increased or reduced number is to go out of office. The Company may also from time to time in General Meeting appoint a Director to fill a vacancy not filled by the Board.

Number of Directors may be varied.

Removal of  
a Director.

98. Subject to the terms of any agreement with a Director the Company in General Meeting may by an extraordinary resolution remove any Director, including any Managing Director while holding office, and may by ordinary resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed. The Company in General Meeting may also at any time, as special business, appoint any person a Director where such appointment becomes necessary in order to raise the Board to the minimum prescribed number.

### PROCEEDINGS OF DIRECTORS.

Meetings and  
quorum.

99. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise fixed the quorum shall be two Directors. Questions arising at any meetings shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. A Director may at any time, and the Secretary, upon the request of a Director shall summon a meeting of the Directors. It shall not be necessary to give notice of any Director's meeting to a Director otherwise than at his address in England in the register of Members or to such other address in England as he may furnish to the Company from time to time for the purpose.

Voting.

Directors' meet-  
ing may exercise  
powers, etc.

100. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by, or under the regulations of the Company for the time being vested in or exercisable by the Directors generally.

Election of  
Chairman.

101. The Directors may elect a Chairman, and if they think fit, also a Deputy-Chairman of their meetings, and determine the period for which they respectively are to hold office; but if no such Chairman or Deputy-Chairman be elected, or if at any meeting neither be present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

Delegation to  
committees.

102. 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 exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

Procedure of  
committees.

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103. A committee of two or more may elect a Chairman of their meetings. If no such Chairman is elected, or if he is not present at the time appointed for holding the same, the Members present shall choose one of their number to be Chairman of such meeting. Chairman of committees.

104. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes the Chairman (if any) shall have a second or casting vote. Meetings of committees.

105. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Signed resolution.

106. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or person 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. Acts valid although defective appointment.

## MINUTES.

107. The Directors shall cause minutes to be duly entered in books provided for the purpose. Minutes to be made.

- (a) Of all appointments of officers.
- (b) Of the names of the Directors present at each meeting of the Directors and of any committee of Directors.
- (c) Of all orders made by the Directors and committees of Directors.
- (d) Of all resolutions and proceedings of General Meetings and of meetings of Directors and committees.

And any such minutes of any meeting of the Directors, or of any committee or of the Company if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall, be received as *prima facie* evidence of the matters stated in such minutes. Minutes when evidence.

## THE SEAL.

Seal and  
sealing.

108. The Directors shall provide a seal for the use of the Company, and may exercise the powers of Section 79 of the Companies (Consolidation) Act 1908 which are hereby given to the Company. Any documents to which the seal of the Company (as distinguished from the official seal authorised by such section) shall be affixed shall be signed by two Directors and countersigned by the Secretary, or by some other person appointed for that purpose by the Directors.

## RESERVE FUND.

Reserve fund.

109. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund to meet contingencies, or for equalising dividends or for special dividends or for repairing, improving, or maintaining the property of the Company or any part thereof, and for such other purposes as the Directors shall in their absolute discretion, think conducive to the interests of the Company, and they may, without placing the same to reserve, from time to time carry forward any profits which they think it not prudent at the time to divide, and they may invest the several sums so set aside and carried forward upon such investments (other than shares of the Company) as they may think fit, and may 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 may divide the reserve fund into such special funds as they think fit with full power to employ the assets constituting the reserve fund, and the amount of profits so carried forward, or the assets representing the same, in the business of the Company, and that without being bound to keep the same separate from the other assets.

## DIVIDENDS.

Declaration of  
dividend.

Restriction on  
amount.

110. The Company in General Meeting may declare a dividend to be paid to the Members according to their rights and interests in the profits but no larger dividend shall be declared than is recommended by the Directors.

Application  
of profits.

111. Subject to Clause 5 of the Memorandum of Association and to any special terms upon which shares may be issued, the profits of the Company available for distribution shall (having regard to the provisions hereinbefore contained as to reserve funds

and carrying forward profits) be applied in the payment of dividends on the shares in proportion to the amounts paid or credited as paid thereon.

112. When capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right to participate in the profits.

Capital paid up in advance of calls.

113. When in the opinion of the Directors the profits of the Company permit interim dividends may be declared and paid by the Directors on account of the dividend for the then current year.

Interim dividend.

114. The Directors may deduct from the dividends payable to any Member all such sums of money as may be due from him to the Company on account of calls or otherwise. Every dividend and instalment of interest shall belong and be paid (subject to the Company's lien) to those members who shall be on the register at the date of the meeting at which such dividend shall be declared or at the date at which such interest shall be payable respectively, notwithstanding any subsequent transfer or transmission of shares.

Debts may be deducted from dividends.

115. Notice of any dividend that may have been declared shall be given to each Member in manner hereinafter mentioned.

Notice of dividend.

116. No dividend shall be payable except out of the profits of the Company and no dividend shall bear interest as against the Company.

Dividend only out of profits.

117. (1) The Company in General Meeting may from time to time by way of capitalising the undivided profits of the Company for the time being available for dividend on the Ordinary Shares or any part of such profits whether standing to the credit of the reserve fund or not (including profits arising from a permanent appreciation in value of capital assets and premiums received on an issue of shares or debentures) declare a capital bonus on its Ordinary Shares and may authorise the Directors to satisfy such bonus either (a) by the distribution of paid-up shares of the Company, and the Directors may, if they think fit, give effect to such resolution, and where any difficulty arises in regard to the distribution by reason of fractions they may make such provision as they think expedient for the issue of fractional certificates, or for sale and distribution of the proceeds of such fractions or otherwise in order to adjust the rights of all parties. Where requisite a proper contract shall be filed in accordance with Section 88 of the Companies (Consolidation) Act 1908, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the bonus

Capitalization of profits.

or their nominees and such appointment shall be effective or (b) by crediting the holders of Ordinary Shares not then paid in full with the payment of all or any part of the moneys then unpaid on the Ordinary Shares held by them respectively notwithstanding that such moneys have not then been called up and the Directors may if they think fit, give effect to such resolution and may in satisfaction of such bonus credit the said holders with the payment on the Ordinary Shares held by them respectively of an amount equal to the bonus so declared on their said shares.

(2) It shall be no objection to any resolution passed under Paragraph (1) of this Article that it was passed at the meeting at which the resolution adopting this Article as one of the Company's regulations was confirmed as a special resolution, provided that due notice of the intention to propose such first mentioned resolution shall have been given prior to the confirmatory meeting aforesaid.

Power to distribute profits of a purchased business.

118. When any business is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms that the Company shall as from that date take the profits and bear the losses of the business such profits or losses shall be credited or debited to revenue account and shall, for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company.

Payment by post.

119. Unless otherwise directed any dividend may be paid by cheque sent through the post to the registered address of the person entitled or in the case of joint holders to the registered address of that one who stands first on the register in respect of the joint holding, and every cheque so sent shall be made payable to the order of the person to whom it is sent and in the case of joint holders any one of such joint holders may give effectual receipts for all dividends and payments on account of dividends. The cheques for dividends shall be signed by one Director and countersigned by the Secretary or such other person as the Directors shall appoint and shall be made payable to the order of the person to whom they are sent.

## ACCOUNTS.

Accounts to be kept.

120. The Directors shall cause true accounts to be kept in books for the purpose of showing the assets and liabilities, receipts, and expenditure of the Company. The books of accounts shall be kept at the registered office of the Company.

121. The Directors shall lay before the Company at every <sup>Balance sheet.</sup> Ordinary General Meeting after the first a balance sheet showing the assets and liabilities of the Company, and a profit and loss account, made up to a date not more than four months before such meeting accompanied by a report from the Directors as to the state of the <sup>Report.</sup> Company. A copy of such balance sheet, account and report shall seven days previously to the meeting lie for inspection by the Members at the registered office of the Company.

122. No Member shall have any right to inspect any account <sup>Inspection by Members.</sup> book or document of the Company except as actually conferred upon him by statute or authorised by the Directors or by the Company in General Meeting.

### AUDIT.

123. Auditors shall be appointed and their duties regulated in <sup>Auditors to be appointed.</sup> accordance with Sections 112 and 113 of the Companies (Consolidation) Act 1908, or any statutory modification thereof for the time being.

124. Every account of the Directors when audited and <sup>Accounts when audited to be conclusive.</sup> approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

### NOTICES.

125. A notice may be served by the Company upon any registered Member either personally or by posting it in a prepaid letter <sup>Notice, how served.</sup> addressed to such Member at his registered address.

126. All notices directed to be given to the Members shall, <sup>Notices to joint holders.</sup> with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of Members and notice so given shall be sufficient notice to all holders of such share.

127. Any Member residing out of the United Kingdom may <sup>Members out of United Kingdom.</sup> name an address within the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. If he shall not have named such an address he shall not be entitled to any notices. Any notice, if served by post shall be deemed to have been served on the day

on which it was posted and in proving such service it shall be sufficient to prove that the notice was properly addressed and put into the post office. Any notice required to be given by the Company to the Members, or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in one Manchester daily newspaper.

### WINDING-UP.

Distribution of  
assets in specie,

128. If the Company shall be wound-up whether voluntarily or otherwise, the liquidators 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 Liquidators with the like sanction shall think fit; and if thought expedient any such division may be otherwise than in accordance with the legal rights of the contributories of the Company, (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to Section 192 of the Companies (Consolidation) Act 1908.

### INDEMNITY.

Indemnity.

129. Each Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the Members over all other claims.

Individual  
responsibility  
of Directors.

130. No Director or other officer of the Company shall be liable for the acts receipts neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity

or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part or for any other 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 shall happen through his own dishonesty.

*Robert Parkes*  
*Chairman*

*Chairman of*  
SMALL AND PARKES LIMITED.

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;  
THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

Statement of Increase of the Nominal Capital

OF

SMALL AND PARKES

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891;  
Section 7 of The Finance Act, 1899; Section 5 of the  
Revenue Act, 1903; and Section 39 of The Finance Act, 1920:

(See Page 2 of this Form.)

150871

5 NOV 1928

This Statement has to be registered with the Notice of Increase in the  
Nominal Capital required under Section 44 of The Companies (Consolidation)  
Act, 1908.

CL. 45II

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

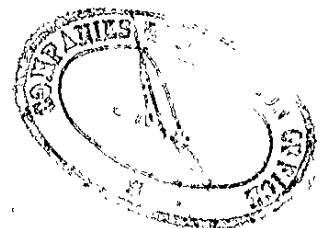
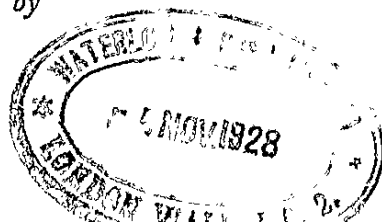
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by





# THE NOMINAL CAPITAL

OF

SMALL AND PARKES, LIMITED,

has, by a Resolution of the Company dated the 23rd. day  
of October, 1928 been increased by the addition thereto of the  
sum of One hundred thousand Pounds,  
divided into One hundred thousand Shares  
of One pound each,  
beyond the Registered Capital of One hundred and fifteen thousand  
pounds.

Signature

*H. Norval*

Description Secretary of Small and Parkes Limited.

Dated the Seventy ninth day

of October 1928.

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

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

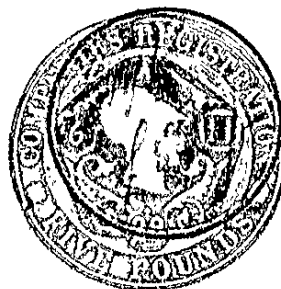
Number of  
Certificate } 43527

Form No. 19.

73

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.



Ad valorem  
Companies  
Fee Stamp  
to be  
impressed  
here.

Notice of Increase in the Nominal Capital

OF



SMALL AND PARKES

LIMITED.

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form).

150870

5 NOV 1925

CL 638

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 484 (2 LINES).

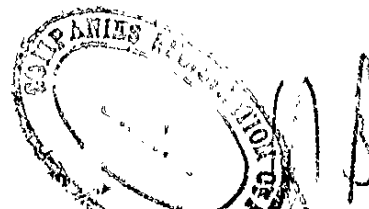
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



# Notice of Increase in the Nominal Capital

OF

SMALL AND PARKES *Limited.*

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the twenty-third day of October 19 28, the Nominal Capital of the Company has been increased by the addition thereto of the sum of One hundred thousand Pounds, divided into One hundred thousand Shares of One pound each, beyond the Registered Capital of One hundred and fifteen thousand Pounds.

Signature

Description Secretary of Small and Parkes Limited.

Dated the twenty-third day

of October 19 28.

*\*\* This Notice should be signed by the Manager or Secretary of the Company.*

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

**Special Resolution**

(Pursuant to Section 118)

— OF —

**SMALL & PARKES, LIMITED**

Passed 28th April, 1942.



REGISTERED

29 APR 1942

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held at the Registered Office of the Company situate at Hendham Vale Works, in the City of Manchester, on Tuesday, the 28th day of April, 1942, at 11 o'clock in the forenoon, the following SPECIAL RESOLUTION was duly passed:—

**RESOLVED—**

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

" *Article 79*—This Article and the heading thereto  
" 'Managing Directors' shall be deleted, and the following  
" new heading and Article substituted therefor:—

**APPOINTMENT OF DIRECTORS TO OTHER OFFICES.**

79—" The Directors may from time to time appoint one or  
" more of their body to the Office of Managing Director  
" of the Company. They may also from time to time  
" appoint one or more of their body to the office of Manager  
" of any Branch or department of the Company's business  
" or to any other office or employment under the Company  
" other than that of Auditor. Every such appointment  
" of a Director to the Office of Managing Director of the  
" Company or to any other Office or employment, may be  
" made for such period and on such terms as the Directors  
" think fit and (subject to the terms of any contract  
" entered into between the Company and the Director)  
" may at any time be determined by resolution of the  
" Board to that effect.

" *Article 81*—This Article shall be deleted and the following  
" new Article substituted therefor:—

81—" The Board may fix and (subject to the terms of any  
" contract between the Company and the Director) from  
" time to time vary the remuneration to be paid to a  
" Director whether appointed to the Office of Managing  
" Director of the Company or to any other Office or employ-  
" ment for his services in such Office. Such remuneration  
" may be of such amount and of such description as the  
" Board may think proper, and (without limiting the  
" generality of the foregoing) may consist of or include all  
" or any of the following modes of remuneration namely:—  
" salary, commission, percentage of or participation in  
" profits, and admission to or continuance of membership  
" of any pension, life insurance, or other fund or scheme  
" established for the benefit of members of the Company's  
" Staff or employees, and payment by the Company on  
" the Director's behalf of all contributions which under  
" the rules or regulations of such fund or scheme are  
" payable by the Company in respect of members thereof.

*Article 92*—" This Article shall be deleted."

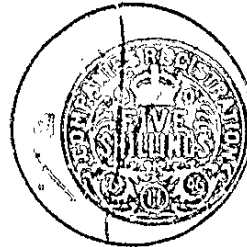
*Small & Parkes*



No. of (43327) 9  
Company)

[C.A. 28.]

## THE COMPANIES ACT, 1929.



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

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION  
into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided,  
or Converted into Stock, or of the Re-Conversion into Shares 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 55 of the Companies Act, 1929).

Pursuant to Section 51.



Name of  
Company { SMALL and PARKES Limited.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
LONDON WALL, BIRCHIN LANE, AND 40 PARLIAMENT STREET, LONDON;  
AND TEMPLE ROW, BIRMINGHAM.

Presented by

Church, Adams, Tatham & Co., 19, Lincoln's Inn Fields, London, W.C.2.

Agents for Cobbett, Wooller & Cobbett,  
Solicitors, Manchester.

41230

~~The~~

STAIL and PARTS

COMPANY, LIMITED,

hereby gives you notice in accordance with Section 51 of the Companies Act, 1929,  
that the 125,000 Ordinary £1 Shares of this Company, numbered 1 to 125,000 have  
been converted into £125,000 Ordinary Stock.

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

(Signature).....

*David H. C. Jones*

(State whether Director or } Director & Secretary.....  
Manager, or Secretary)

TO THE REGISTRAR OF COMPANIES,

The MAIL and PAVERS

COMPANY, LIMITED,

heraby gives you notice in accordance with Section 51 of the Companies Act, 1929,  
that the 125,000 Ordinary £1 Shares of this Company, numbered 1 to 125,000 have  
been converted into £125,000 Ordinary Stock.

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

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

(Signature).....

*Geo. Hor. C. J. W.*

(State whether Director or } Director & Secretary...  
Manager, or Secretary)

Dated the

*Second* day of *November* 19*26*

101  
*The Companies Act, 1929.*

COMPANY LIMITED BY SHARES.

**Special Resolution**

(Pursuant to Section 118)

OF

**SMALL & PARKES LIMITED.**

Passed 24th day of October, 1946.

REGISTERED  
6 NOV 1946

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held at the Registered Office of the Company, situate at Hendham Vale Works, Harpurhey, Manchester, 9, on Thursday the 24th day of October, 1946, the following Special Resolution was duly passed as a Special Resolution:—

“That the new Articles already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association for the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.”

Chairman.

*A. C. Parkes*

1231





THE COMPANIES ACT, 1929,

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COMPANY LIMITED BY SHARES.

---

## Articles of Association

*(Adopted by Special Resolution passed 24<sup>th</sup> October, 1946)*

OF

# SMALL & PARKES LIMITED.

COBBETT, WHEELER & COBBETT,

*Solicitors,*

49 SPRING GARDENS,

MANCHESTER, 2.

*The Companies Act, 1929.*

---

COMPANY LIMITED BY SHARES.

---

**Articles of Association**

*(Adopted by Special Resolution passed 24<sup>th</sup> October, 1946)*

OF

**SMALL & PARKES LIMITED.**

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PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act 1908 and the Companies Act 1929 shall not apply to the Company.

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS.

MEANINGS.

The Statutes ... The Companies Act 1929, and every statutory modification or re-enactment thereof for the time being in force.

These presents ... These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.

Office ... The registered office of the Company.

Seal ... The common seal of the Company.

Dividend... Dividend and/or bonus.

The United Kingdom ... Great Britain and Northern Ireland.

WORDS.	MEANINGS.
Year ...	Year from the 1st January to the 31st December, inclusive.
Paid up ...	Paid up and/or credited as paid up.
In writing ...	Written, or produced by any substitute for writing, or partly one and partly another.

Words importing the singular number include the plural, and vice versa.

Words importing the masculine gender include the feminine gender.

And the expression "Secretary" shall include a temporary or Assistant Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

#### BUSINESS.

3. Any branch or kind of business, which the Company is either expressly or by implication authorised to undertake, may be undertaken by the Directors at such time or times as they may think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

4. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares, but nothing contained in these presents shall prohibit transactions mentioned or referred to in the proviso to Section 45 of the Companies Act 1929.

#### CAPITAL.

5. The present capital of the Company is £215,000 divided into 15,000 Preference Shares of £1 each and 200,000 Ordinary Shares of £1 each.

6. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by the next

following Article). any share in the Company (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time determine; and any preference share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed on such terms and in such manner as the Special Resolution authorising the issue thereof may prescribe.

#### MODIFICATION OF RIGHTS.

7. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may (subject to clause 5 of the Memorandum of Association and unless otherwise provided by the terms of issue of the shares of the class) be varied, modified, abrogated or dealt with, either whilst the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class. To every such separate meeting all the provisions of these presents relating to General Meetings, shall, *mutatis mutandis*, apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of the class, and so that if at any adjourned meeting of such holders a quorum as above stated is not present, those members who are present shall be a quorum.

#### SHARES.

8. The shares in the original or any increased capital shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper: Provided that in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than 5 per cent. of the nominal amount of the share. The Directors shall, within one month after any allotment of shares, file with the Registrar of Companies all returns and documents relating thereto required by the Statutes.

9. The Company (or the Directors on behalf of the Company) may exercise the powers conferred by the Statutes of applying its shares or capital moneys in paying commission to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally: Provided

that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes and shall not exceed 10 per cent. of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto.

10. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any work or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company (or the Directors on behalf of the Company) may, subject to the conditions and restrictions prescribed by the Statutes, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

11. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

12. Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such sum. not exceeding one shilling for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within two months after allotment or the lodgment with the Company of the transfer of such shares, unless the conditions of the issue of such shares otherwise provide, and shall be under the seal, and bear the autographic signatures of two Directors and the Secretary, and shall specify the shares to which it relates, and the amount paid up thereon: Provided that the Company shall not be bound to register more than three persons as the joint holders of any share or shares (except in the case of executors or trustees of a deceased member), and in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

13. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding one shilling, and on such terms (if any) as to evidence and indemnity as the Directors think fit.

## LIEN.

14. The Company shall have a lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share ; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts and liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

15. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled by reason of his death or bankruptcy to the share.

16. The proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares so transferred and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

## CALLS ON SHARES.

17. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, provided that no call on any share shall exceed one-fourth of the nominal amount of the share or be payable at less than fourteen days from

the last call, and each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by instalments.

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

19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

20. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent. per annum or at such less rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

21. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

22. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

23. The Directors may, if they think fit, receive from any shareholder willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced, may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 10 per cent. per annum, as may be agreed upon between the Directors and the shareholder paying such sum in advance, but the Company shall not pay any dividend on any sum so paid in advance, unless and until the amount so paid is called up.

## TRANSFER OF SHARES.

24. All transfers of shares shall be effected by transfer in writing in the usual common form, but need not be under seal.

25. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

26. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of shares (not being fully paid shares) to a person of whom they shall not approve, and they may also decline to register any transfer of shares on which the Company has a lien. The Directors shall notify the transferee of any shares, the transfer whereof shall be so declined to be registered, within two months of the lodgment of the transfer with the Company.

27. The Directors may also decline to recognise any instrument of transfer, unless—

- (A) Such fee, not exceeding two shillings and sixpence, as the Directors may from time to time require, is paid to the Company in respect thereof; and
- (B) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

28. The register of transfers may be closed during the fourteen days immediately preceding the Ordinary General Meeting in each year and at such other times and for such other period as the Directors may from time to time determine: Provided always that it shall not be closed for more than thirty days in any year.

29. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee, not exceeding two shillings and sixpence, as the Directors may from time to time require or prescribe.

30. 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 be returned to the persons depositing same.



## TRANSMISSION OF SHARES.

31. In case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

32. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

33. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member.

34. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company, or, save as aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

## FORFEITURE OF SHARES.

35. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

36. The notice shall name a further day (not earlier than fourteen days from the date thereof) on or before which and the place where the payment required by the notice is to be made, and

shall state that in the event of non-payment at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

37. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture,

38. A forfeited share may be sold, re-allotted, re-issued or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a re-issue the forfeiture may be cancelled on such terms as the Directors think fit.

39. A shareholder whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture.

40. On the sale by the Directors of forfeited shares, or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may authorise any person to transfer the shares to the purchaser, and the purchaser shall be registered as the proprietor of the shares, and shall receive a certificate of such proprietorship as herein provided, and shall hold the shares discharged from all calls due prior to his purchase, and he shall not be concerned as to the regularity of the proceedings, nor to see to the application of the purchase money.

41. The Directors may at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, in their discretion, remit or annul the forfeiture thereof upon payment of all moneys due to the Company from the late holder or holders of such shares, and all expenses incurred in relation to such forfeiture or generally upon such terms as they shall deem fit.

42. Subject to the preceding Articles, the forfeiture of shares shall involve the extinction at the time of forfeiture of all claims and demands against the Company in respect thereof, and of all

other rights incidental thereto, except only such of those rights and liabilities as are by these presents expressly saved, or as by the Statutes given or imposed in the case of past members.

43. Any member may make, and the Company may accept, a surrender of his shares or any of them upon the terms which may be mutually agreed between such member and the Directors; provided always that the capital of the Company shall not be thereby reduced otherwise than in accordance with the provisions of the Statutes, but any share so surrendered may be disposed of in the same manner as a forfeited share.

44. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the re-allotment or re-issue or other disposition thereof shall constitute a good title to the share, and the person to whom the share is sold, re-allotted or re-issued, or otherwise disposed of, shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or re-issue or other disposition of the share.

#### SHARE WARRANTS.

45. The Directors, 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 included in such warrants.

46. The Directors may determine, and from time to time vary, the form and language of, and conditions upon which, share warrants shall be issued, and in particular upon which a new share warrant or coupon shall be issued in the place of one worn out, defaced or destroyed, upon which the bearer of a share warrant shall be entitled to attend and vote at General Meetings, and upon which a share warrant may be surrendered, and the name of the holder entered in the register in respect of the shares therein specified. Subject to such conditions and these presents, the bearer of a share warrant shall be to the full extent a member of the Company. The holder of a share warrant shall be subject to the conditions for the time being in force, whether made before or after the issue of such warrant.

## STOCK.

47. The Company in General Meeting may convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any denomination.

48. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but no stock shall be transferable except in sums of five shillings or multiples of five shillings. No warrants to bearer shall be issued in respect of any stock.

49. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

50. All such of the provisions of these presents (other than those, if any, relating to share warrants) as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

## INCREASE OF CAPITAL.

51. The Company in General Meeting may from time to time by Ordinary Resolution increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe.

52. The Company may, by the resolution increasing the capital, direct that the new shares, or any of them, shall be offered in the first instance, either at par or at a premium, to the then members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the amount of the capital or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them to such persons and on such terms as they shall think fit.

53. All new shares shall be subject to the provisions of these presents with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise.

#### ALTERATION OF CAPITAL.

54. The Company may by Ordinary Resolution—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
- (B) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled,
- (C) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from any sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares ;

And may by Special Resolution—

- (D) Reduce its capital in any manner authorised by law.

#### GENERAL MEETINGS.

55. A General Meeting shall be held in every year at such time and place as may be determined by the Directors, but so that such meeting shall be held not more than fifteen months after the holding of the last preceding General Meeting. The General Meetings referred to in this Article shall be called Ordinary Meetings. All General Meetings, other than Ordinary Meetings, shall be called Extraordinary.

56. The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes.

## NOTICE OF GENERAL MEETINGS.

57. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) or (in the case of a meeting convened to pass a Special Resolution) twenty-one clear days' notice at the least, specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members as are, under the provisions herein contained, entitled to receive notices from the Company. With the consent in writing of all the members for the time being entitled to attend and vote, a General Meeting may be convened on a shorter notice than is provided by or by virtue of the foregoing provisions of this Article and in any manner they think fit.

58. The accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any General Meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

59. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Ordinary Meeting, with the exception of sanctioning dividends, the consideration of the accounts and balance sheet and the ordinary reports of the Directors and Auditors, the election of Directors and Auditors and other officers in the place of those retiring by rotation or otherwise, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.

60. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Three members entitled to vote present in person shall be a quorum for all purposes.

61. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. 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 within fifteen minutes from the time appointed for holding the meeting, the members present shall be a quorum.

62. The Chairman (if any) of the Board of Directors or, in the absence of the Chairman, the Deputy Chairman (if any), of the Board of Directors shall preside as Chairman at every General

Meeting of the Company. If there be no such Chairman, or if at any meeting the Chairman and the Deputy Chairman be not present within fifteen minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman, the Directors present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

63. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place, and a resolution passed at an adjourned meeting shall be treated as having been passed on the date on which it was in fact passed and not on any earlier date. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

64. At any General Meeting, unless before or upon the declaration of the result of a show of hands a poll is demanded by the Chairman or by a member or members entitled to vote and holding or representing by proxy at least one tenth part of the paid-up share capital, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the 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.

65. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

66. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

67. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman directs.

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

69. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.

#### VOTES OF MEMBERS.

70. Subject to any special rights as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member entitled to vote, who (being an individual) is present in person, or (being a corporation) is present by its representative duly authorised pursuant to the Statutes, shall have one vote. On a poll every member who is entitled to vote, present in person or by proxy, or in the case of a corporation by its duly authorised representative aforesaid, shall have one vote for every complete five shillings of paid up Capital of which he is the holder: Provided that the present Preference Shares in the Capital of the Company shall not confer on the holders thereof the right to attend or vote either in person or by proxy at any General Meeting or to have notice of such meeting if and while the preference dividend thereon shall not be in arrear.

71. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

72. A member of unsound mind, or in respect of whom an order has been made by any court in the United Kingdom having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, *curator bonis*, or other person in the nature of a committee or *curator bonis* appointed by such court, and such committee, *curator bonis*, or other person may on a poll vote by proxy.

73. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

74. On a poll votes may be given either personally or by proxy.

75. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.



76. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as representative of or proxy for a corporation.

77. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

78. An instrument of proxy may be in the following form or in any other form which the Directors shall approve :—

“ SMALL & PARKES LIMITED.

“ I,  
“ of  
“ being a member of the above-named Company,  
“ hereby appoint  
“ 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            19    , and at any  
“ adjournment thereof

“ Dated this            day of            19    .”

79. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used. The Directors may at the expense of the Company send, by post or otherwise, to the members of this or any other company, stamped forms of proxy (with or without stamped envelopes for their return) for use at any meeting of this or any other company, either in blank or nominating any one or more of the Board or any other person.

## CORPORATIONS ACTING BY REPRESENTATIVES.

80. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

## DIRECTORS.

81. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two nor more than seven in number.

82. The qualification of a Director shall be the holding alone and not jointly with any other person of Ordinary Shares in the capital of the Company to the nominal value of £500.

83. The Directors shall have the right of voting to themselves as remuneration a sum not exceeding 10 per cent. of the net half-yearly profits, such sum to be divided among them as they may decide. Net profits shall be calculated after deduction of all taxation thereon but before deduction of any sums carried to reserve.

84. Any Director who by request performs special services, or goes or resides abroad for any purposes of the Company, may be paid such extra remuneration by way of salary, percentage of profits or otherwise, as the Board may determine.

85. The office of a Director shall be vacated in any of the following events, namely :—

- (A) If (not being a Managing Director holding office as such for a fixed term) he resign his office by writing under his hand left at the office.
- (B) If he become bankrupt or compound with his creditors.
- (C) If he be found lunatic or become of unsound mind.
- (D) If he be absent from meetings of the Directors for six successive months without leave, and the Directors resolve that his office be vacated.
- (E) If, not being already qualified, he do not obtain his qualification within two months after his appointment, or at any time thereafter cease to hold his qualification, and so that a Director vacating office under this provision shall be incapable of being re-appointed a Director until he shall have obtained his qualification.

86. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director or may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement then at the next meeting of the Directors held after he became so interested : Provided nevertheless that a Director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any agreement or resolution appointing a Director to any office or place of profit under the Company, or fixing his remuneration as such, nor to any contract or arrangement by a Director to subscribe for, guarantee or underwrite shares or debentures of the Company, or of any other company which the Company may promote or be interested in, or to any contract or resolution for giving to a Director security, or to any contract or dealing with a corporation of which any of the Directors may be directors, members or creditors, or to any contract for the acquisition of any assets in which the Directors or any of them are or may be interested jointly with any other person, firm or company, and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm, and is to be regarded as interested in any contract which may thereafter be made with that company or firm, shall be deemed a sufficient declaration of interest in relation to any contract so made.

#### POWERS OF DIRECTORS.

87. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are

not by the Statutes or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these presents and of the Statutes, and to any regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by resolution of the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article,

88. The Directors may establish any councils, committees, Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration, and may delegate to any council, committee, Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

89. The Directors may from time to time, and at any time, by power of attorney under the seal, appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

90. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of His Majesty's dominions outside the United Kingdom, the Channel Islands or the Isle of Man in which the Company transacts business, a branch register or registers of members resident in such part of the said dominions, and the

Directors may (subject to the provisions of the Statutes) make and vary such regulations as they may think fit respecting the keeping of any such register.

91. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities; Provided that the amount for the time being remaining undischarged of moneys borrowed by the Directors for the purposes of the Company shall not at any time, without the previous sanction of an Ordinary Resolution of the Company passed in General Meeting, exceed twice the nominal capital of the Company for the time being, but no debt incurred or security given in respect of moneys borrowed in excess of the limit hereby imposed shall be invalid or ineffectual, except in the case of express notice at the time when the debt was incurred or security given that the limit hereby imposed had been exceeded.

92. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable, if expressed so to be, but the same shall be determined on the Company being wound up.

93. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

#### APPOINTMENT OF DIRECTORS TO OTHER OFFICES.

94. The Directors may from time to time appoint one or more of their body to the Office of Managing Director of the Company. They may also from time to time appoint one or more of their body to the office of Manager of any Branch or department of the Company's business or to any other office or employment under the Company other than that of Auditor. Every such appointment of a Director to the Office of Managing Director of the Company or to any other Office or employment, may be made for such period and

on such terms as the Directors think fit and (subject to the terms of any contract entered into between the Company and the Director) may at any time be determined by resolution of the Board to that effect.

95. A Managing Director shall not, while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, 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.

96. The Board may fix and (subject to the terms of any contract between the Company and the Director) from time to time vary the remuneration to be paid to a Director whether appointed to the Office of Managing Director of the Company or to any other Office or employment for his services in such Office. Such remuneration may be of such amount and of such description as the Board may think proper, and (without limiting the generality of the foregoing) may consist of or include all or any of the following modes of remuneration namely: salary, commission, percentage of or participation in profits, and admission to or continuance of membership of any pension, life insurance, or other fund or scheme established for the benefit of members of the Company's Staff or employees, and payment by the Company on the Director's behalf of all contributions which under the rules or regulations of such fund or scheme are payable by the Company in respect of members thereof.

97. The Directors may entrust to and confer upon a Managing Director appointed to any such office any of the powers exercisable by them as Director, other than the power to make calls or forfeit shares, or to charge the undertaking and assets of the Company or any part thereof, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### ROTATION OF DIRECTORS.

98. At the Ordinary Meeting in the year 1947, and at the Ordinary Meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not a multiple of three, the nearest number to but not exceeding one-third, shall retire from office. A Director retiring at a meeting shall retain office until the dissolution of the meeting at which his successor is elected.

99. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

100. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting with a view to reducing the number of Directors, it is expressly resolved not to fill up such vacated office.

101. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of a Director at any General Meeting unless he shall have held a sufficient number of shares to qualify him for office for at least three months prior to the date for election of Directors, and not less than three nor more than fourteen clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

102. The Company in General Meeting may from time to time increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

103. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Ordinary Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

104. The Company may, by Extraordinary Resolution, remove any Director before the expiration of his period of office, and may, by an Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

## PROCEEDINGS OF DIRECTORS.

105. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. 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.

106. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two.

107. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose.

108. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

109. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

110. 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 be imposed on them by the Directors.

111. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under Article 110.



112. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

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

#### MINUTES.

114. The Directors shall cause minutes to be made in books provided for the purpose—

- (A) Of all appointments of officers made by the Directors.
- (B) Of the names of the Directors present at each meeting of Directors and of any committee of Directors.
- (C) Of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.

#### THE SEAL.

115. The Directors shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of a resolution of the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of Article 12 in relation to share certificates) determining the persons and the number of such persons in whose presence the seal shall be used, and until otherwise so determined the seal shall be affixed in the presence of two Directors and the Secretary.

116. The Company may have an official seal for use abroad under the provisions of the Statutes, where and as the Directors shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad, to be the duly authorised agents of the Company for the purpose of affixing and using such official seals, and may impose such restrictions on the use thereof as they shall think fit. Wherever in these presents reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

## PROFITS AND DIVIDENDS.

117. Where any asset is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses, as the case may be, may, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company.

## DIVIDENDS AND RESERVES.

118. Subject to the rights (if any) of the holders of shares issued upon any special terms and conditions, the profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

119. No dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors.

120. All dividends shall be declared and paid according to the amount paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall (subject to any arrangement made to the contrary by the Board) be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

121. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

122. The Directors may from time to time set aside out of the profits of the Company (including therein premiums obtained on the issue of shares and any accretions to capital realised upon the sale or shown by a re-valuation of any property of the Company) and carry to reserve or reserves such sums as they think proper, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining the works, plant and machinery of the Company, or for equalising dividends, or

for any other purpose to which the profits of the Company may properly be applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

123. The Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

124. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. No dividend shall bear interest as against the Company.

125. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, and in the case of joint holders to any one of such joint holders. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and payment of the cheque or warrant, if purporting to be duly endorsed, shall be a good discharge to the Company in respect of the dividend.

126. If several persons are registered as joint holders of any shares, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

127. A General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and the Directors shall 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 payment shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates, or any part thereof, and otherwise as they think fit.

#### CAPITALISATION OF PROFITS.

128. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to any reserve or reserves or other special account) not

required for paying the fixed dividends on any shares entitled to fixed dividends with or without further participation in profits, and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members in the proportion in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or toward paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits, such shares or debentures to be allotted and distributed, credited as fully paid up; to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other.

129. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### ACCOUNTS.

130. The Directors shall cause to be kept proper books of account with respect to—

- (A) All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place ; and
- (B) All sales and purchases of goods by the Company ; and
- (C) The assets and liabilities of the Company.

131. The books of account shall be kept at the office, or at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) 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 the Company in General Meeting.

132. The Directors shall once at least in every calendar year lay before the Company in General Meeting a profit and loss account for the period since the preceding account, made up to a date not earlier than the date of the meeting by more than nine months. The Directors shall also cause to be made out in every calendar year and to be laid before the Company in General Meeting a balance sheet as at the date to which the profit and loss account is made up.

133. Every such balance sheet as aforesaid shall be signed on behalf of the Board by two of the Directors, and shall have attached to it a report by the Directors with respect to the state of the Company's affairs and the amount, if any, which they recommend shall be paid by way of dividend to the members, and the amount (if any) which they have carried or propose to carry to reserve. It shall also have attached to it the Auditors' report and such other documents as shall be required by the Statutes to be annexed thereto.

134. A printed copy of the profit and loss account, balance sheet, and Directors' and Auditors' reports and other documents aforesaid shall, not less than seven days previously to the meeting, be delivered or sent by post to the registered address of every member, and three copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, Stock Exchange, Manchester. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Statutes.

135. Every account of the Directors, when audited and approved by an Ordinary General Meeting, shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and thereupon shall be conclusive.

#### AUDIT.

136. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet and profit and loss account ascertained by an Auditor or Auditors.

137. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with Sections 132, 133 and 134 of the Companies Act 1929, and any statutory modification or re-enactment thereof for the time being in force.

#### NOTICES.

138. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members, and notice so given shall be sufficient notice to all the joint holders. A notice required to be given by the Company to the holders of share warrants shall be given by advertising the same once in two London daily newspapers.

139. Any member described in the register of members by an address not within the United Kingdom and any holder of a share warrant who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a registered member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

140. The Directors may from time to time require any holder of a share warrant who gives or has given an address as in the last Article mentioned to produce his warrant and to satisfy them that he is still the holder of a share warrant.

141. Any member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting, and, where requisite, of the purposes for which such meeting was convened.

142. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the register, shall be duly given to the person from whom he derives his title to such share.

143. Any notice or other document, if served 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 or document was properly addressed and duly posted.

144. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or ~~as~~ claiming through or under him) in the share.

#### WINDING-UP.

145. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution, divide amongst the members in specie the whole or any part of the assets of the Company, and may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the Liquidator, with the like sanction, shall think fit, and the liquidation may be closed and the Company dissolved.

#### INDEMNITY.

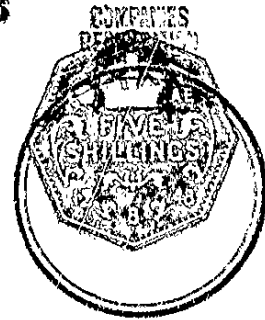
146. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes for the time being in force, the Directors, Managing Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto.

*H. C. Parker*  
Chairman of  
Small and Parkes Limited.

Number of Company 143527  
104

Form No. 103.

# THE COMPANIES ACT, 1948



A  
Companies  
Registration Fee  
Stamp of 55,  
must be impressed  
here

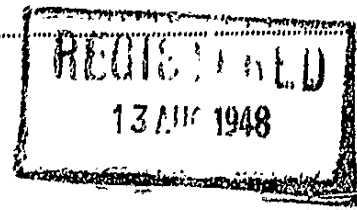
## Notice of

Place where the Register of Members is  
kept, and of any change thereof

Pursuant to Section 110 of The Companies Act, 1948

NAME OF COMPANY

SMALL AND PARKES  
LIMITED.



11G-97001

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 Lines).

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers,

16 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2.

Entered by

*James & James*  
*64/62 Spring Gardens*  
*Manchester 2*





# Notice

of

Place where the Register of Members is kept,  
and of any change thereof,  
of

*SMALL AND PARKES*  
LIMITED.

To the Registrar of Companies

*SMALL AND PARKES* LIMITED

hereby gives you Notice, in accordance with Section 110 of The Companies Act, 1948, that the place where the Register of Members is kept is

NOTE.

The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

*the office of COOPER & COOPER*

*60/62 SPRING GARDENS*

*MANCHESTER 2*

Signature.....

Officer.....

(State whether Director or Secretary.)

Dated the *eleventh* day

of *August* 19 *48*.

gin is reserved for binding, and must

No. of Company 43527/108

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## SPECIAL RESOLUTIONS

(Pursuant to the Companies Act, 1948, Sections 10 and 141.)

# Small & Parkes Limited

Passed the 24th day of February, 1950.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company, Hendham Vale Works, Manchester 9, on Friday, the 24th day of February, 1950, the following Special Resolutions were duly passed:—

### RESOLUTIONS.

1. That the capital of the Company be increased to £315,000 by the creation of 100,000 4½% Redeemable Cumulative Preference Shares of £1 each and that such Preference Shares confer on the holders thereof the rights as to dividend and capital and be subject to the restrictions as to voting and be redeemable as provided by the Articles of Association of the Company as altered by the next succeeding Resolution.
2. That the Articles of Association of the Company be altered in manner following:—
  - (a) The following Article shall be substituted for Article 1:—

"1. The Regulations in Table A in the First Schedule to the Companies Act 1862 shall not apply to the Company."
  - (b) In Article 2 the words "The Companies Act 1948" shall be substituted for the words "The Companies Act 1929."
  - (c) In Article 4 the words "Section 54(1) of the Companies Act 1948" shall be substituted for the words "Section 45 of the Companies Act 1929".
  - (d) The following Article shall be substituted for Article 5:—

"5. The capital of the Company at the date of the adoption of this Article is £315,000 divided into 15,000 6% Cumulative Preference Shares of £1 each (in this Article referred to as "the First Preference Shares") 100,000 4½% Redeemable Cumulative Preference Shares of £1 each (in this Article referred to as "the Second Preference Shares") and 200,000 Ordinary Shares of £1 each (125,000 of which have been issued and are fully paid and converted into Ordinary Stock) and such Shares are respectively entitled to the rights and privileges and subject to the restrictions following that is to say:—

- (A) Subject to the provisions of these presents and to any special rights privileges or conditions for the time being attached to any Shares for the time being forming part of the capital of the Company the profits of the Company which the Directors recommend to be distributed and which it shall be determined to distribute by way of dividend in respect of each year shall be applied as follows and in the following order of priority, viz :—

First : In the payment of a fixed cumulative preferential dividend at such a rate as after deducting Income Tax (but not exceeding 6/- in the £) for the time being payable will yield a clear six per cent. per annum on the amounts for the time being paid up or credited as paid up on the First Preference Shares and of any arrears of such dividend.

Secondly : In the payment of a fixed cumulative preferential dividend (payable on the 31st day of May and the 30th day of November in each year) at the rate of 4½% per annum on the amounts for the time being paid up or credited as paid up on the Second Preference Shares and of any arrears of such dividend.

Thirdly : The balance of such profits shall be distributed amongst the holders of the Ordinary Shares by way of dividend in proportion to the amounts for the time being paid up or credited as paid up on the Ordinary Shares held by them respectively.

- (B) If the Company shall be wound up, then, subject to any special rights for the time being attached to any special class of shares for the time being forming part of the capital of the Company, any assets available for distribution amongst the Members shall be applied as follows and in the following order of priority, viz :

First : In repayment of the capital paid up or credited as paid up on the First Preference Shares and in payment of all arrears of the said fixed cumulative preferential dividend thereon whether declared or not down to the commencement of the winding up ;

Secondly : In repayment of the capital paid up or credited as paid up on the Second Preference Shares and in payment of all arrears of the fixed cumulative preferential dividend thereon whether declared or not and whether or not there shall have been any profits available for the purpose down to the commencement of the winding up ;

Thirdly : In repayment of the capital paid up or credited as paid up on the Ordinary Shares ; and

Lastly : Any balance of such assets shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up at the commencement of the winding up on the Ordinary Shares held by them respectively.

- (C) The Company shall not without the consent in writing of the holders of three-fourths of the issued Second Preference Shares or the sanction of an Extraordinary Resolution passed by a Separate Meeting of the holders of such Preference Shares pursuant to Article 7 hereof issue any new or further shares (with the exception of the balance from time to time remaining unissued of the said 15,000 First Preference Shares) ranking in priority to or *pari passu* with the Second Preference Shares.
- (D) The First Preference Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while the fixed cumulative preferential dividend on such shares shall not be in arrear.
- (E) The Second Preference Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at General Meeting of the Company unless :
- (i) At the date of the Notice convening the Meeting the fixed cumulative preferential dividend on such shares shall be in arrear for six months after any half-yearly day fixed for payment thereof.
  - (ii) A Resolution is to be proposed at the Meeting for reducing the capital of the Company or for winding up the Company.
  - (iii) A Resolution is to be proposed at the Meeting for abrogating or varying the rights attached to the Second Preference Shares.
  - (iv) A Resolution is to be proposed at the Meeting for increasing the borrowing powers of the Company beyond those provided for in Article 91.
- (F) The Second Preference Shares shall, subject to the provisions of the Statutes, be redeemed by the Company in accordance with the following provisions :—
- (i) The Second Preference Shares shall be redeemed by the Company at par at the expiration of twenty-five years from the date of issue thereof or so soon thereafter as the Company shall be able to comply with the requirements of the Statutes relating to such redemption but so that the Company may at its option (a) at any time after the expiration of five years and before the expiration of ten years from the date of such issue redeem all or any of the Second Preference Shares at a premium on the nominal amount thereof of 1/- per share and (b) at any time after the expiration of ten years from the date of such issue redeem all or any of such shares at a premium on the nominal

amount thereof of 6d. per share, upon giving in each case to the registered holders of the shares to be redeemed not less than six calendar months' previous notice in writing of its intention so to do fixing the time and place for such redemption and specifying the denoting numbers of the shares to be redeemed.

(ii) If and so often as the Company shall determine to redeem less than the whole of the Second Preference Shares for the time being outstanding those to be redeemed shall be selected by drawings to be made in such manner as the Directors shall in their absolute discretion determine.

(iii) Any Second Preference Share redeemed shall rank for dividend down to the due date for redemption thereof. Unclaimed redemption moneys shall not bear interest against the Company.

(iv) All rights in respect of any Second Preference Share to be redeemed as aforesaid (except the right to receive the redemption moneys and such dividend as aforesaid) shall cease on the due date for redemption thereof, unless upon the holder demanding on or after the date and at the place fixed for redemption payment of the redemption moneys payable in respect thereof and tendering the certificate therefor and a receipt for the redemption moneys duly signed and authenticated in such manner as the Company may reasonably require, payment of the redemption moneys shall be refused".

(e) The following Article shall be substituted for Article 55 :—

" 55. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. All General Meetings shall be held at such time and place as the Board may determine."

(f) Article 57 shall be deleted and the following Articles substituted therefor :—

" 57. In the case of the Annual General Meeting or of a meeting convened for the purpose of passing a Special Resolution, twenty-one clear days' notice at the least, and in any other case fourteen clear days' notice at the least, shall be given to all the members (other than those who under the provisions of these presents or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company) and to the Auditors for the time being of the Company. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and such notice shall be given in manner hereinafter mentioned. Every notice of an Annual General Meeting shall specify the meeting as such and every such notice of a meeting convened for passing a Special or Extraordinary Resolution shall state the intention to propose such Resolution as a Special or Extraordinary Resolution as the case may be."

" 57(A). A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in the last preceding Article, be deemed to have been duly called if it is so agreed by such number of members entitled or having a right to attend and vote thereat as is prescribed by Section 133(3) of the Act."

" 57(B). In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member."

(g) The following Article shall be substituted for Article 64 :—

" 64. Every question submitted to a General Meeting shall be determined in the first instance by a show of hands of the members present in person, but a poll may be demanded in writing (before or upon the declaration of the result of a show of hands) by the Chairman or by :

- (i) not less than three members having the right to vote at the meeting, or
- (ii) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or
- (iii) a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is duly demanded in accordance with the foregoing provisions a declaration by the Chairman that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes recorded in favour of or against such resolution."

(h) The following Article shall be substituted for Article 70 :

" 70. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these presents on a show of hands every member who (being an individual) is present in person or (being a corporation) is represented by proxy not being himself a member shall have one vote and on a poll every person present in person or by proxy shall have one vote for every complete 5/- of paid up share capital of which he is the holder."

- (i) The following Article shall be substituted for Article 76 :

" 76. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company."

- (j) The following Article shall be substituted for Article 91 :

" 91. The Directors may raise or borrow for the purposes of the Company such sums or sum of money as they think fit. The aggregate amount at any one time owing by the Company and all its subsidiaries in respect of moneys borrowed or raised by it or them or any of them (exclusive of inter-company borrowings) shall not without the previous consent of the Company in General Meeting exceed the aggregate amount of the share capital of the Company for the time being issued or agreed to be issued, but so that no such consent shall be required for the borrowing of any moneys to be applied in the repayment of any sums previously borrowed or raised and outstanding, together with any premiums payable thereon, notwithstanding that such borrowing may involve such limit being temporarily exceeded. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled capital, or by the issue at such price as they may think fit, of Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient. No lender or other person dealing with the Company shall be concerned to see or enquire whether the limit hereby imposed is observed. No debt incurred or security given in excess of the said 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 when the debt was incurred or security given that the said limit had been or was thereby exceeded."

- (k) The words " Without prejudice to the provisions of Section 184 of the Companies Act 1948 " shall be inserted at the beginning of Article 104.

- (l) The words " premiums obtained on the issue of shares and " shall be deleted from Article 122.

- (m) The words " but subject as hereinafter provided as to any sum standing to the credit of share premium account or capital redemption reserve fund " shall be added after the words " or other special account " in Article 128, and there shall be added at the end of such Article the following words :—

" Provided always that the share premium account or capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid."

- (n) In Article 134 the words " twenty-one days " shall be substituted for the words " seven days " and after the words " Stock Exchange, Manchester " shall be inserted the words " and the Secretary of the Share and Loan Department, Stock Exchange, London."

(u) In article 137 the words " Sections 159, 160, 161 and 162 of the Companies Act 1948." shall be substituted for the words " Sections 132, 133 and 134 of the Companies Act 1929".

(p) The words " two London daily newspapers " at the end of Article 138 shall be deleted and the following words substituted therefor :--

" one leading London daily newspaper and one leading Manchester daily newspaper ".

(q) The following Article shall be substituted for Article 143 :--

" 143. Any notice, if sent by post, shall be deemed to have been served on the day following that on which the same shall have been posted ; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General."

(r) The words " Annual General Meeting " shall be substituted for " Ordinary General Meeting " or " Ordinary Meeting " wherever they occur throughout these presents.



Director

10/3/50

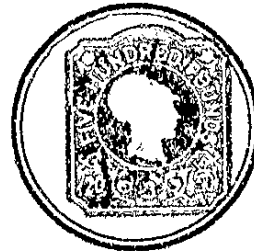


number of } 43527  
company } 109

[Form No. 26

**THE STAMP ACT, 1891; THE REVENUE ACT, 1903;  
and THE FINANCE ACT, 1933**

**COMPANY HAVING A SHARE CAPITAL**



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here,

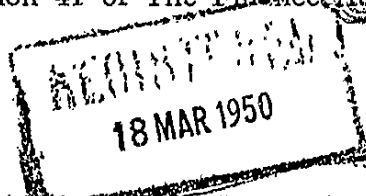
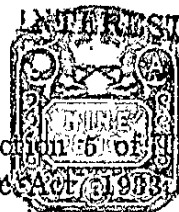
**Statement of Increase of the Nominal Capital**  
OF

**SMALL AND PARKES**



**LIMITED**

In pursuance of Section 112 of The Stamp Act, 1891; Section 63 of the  
Act, 1903; and Section 41 of The Finance Act, 1933



The Statement has to be registered with the Office of Increase in the Nominal Capital  
dated copy of the Resolution authorising the increase required under Section 63 of The Companies Act,  
1948.

no-J52843

grams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines)

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers,

6 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

presented by

Cobbett, Wheeler & Cobbett,

49, Spring Gardens,

Manchester, 2.



# THE NOMINAL CAPITAL

OF

SMALL AND PARKES

LIMITED,

has, by a Resolution of the Company dated the twenty-fourth day  
of February, 1950, been increased by the addition thereto of  
the sum of One hundred thousand Pounds,  
divided into Redeemable Cumulative Preference Shares  
of One pound each  
beyond the Registered Capital of Two hundred and fifteen thousand pounds

Signature.....

*A. W. Hargrave*

Description.....

*Director & Secretary*

Dated the sixteenth day  
of March 1950

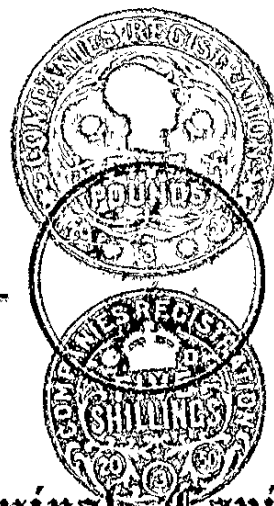
215-0340  
100

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

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

# The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



Ad valorem  
Companies  
Fee Stamp  
including  
Registration  
Fee of 5s.)  
must be  
impressed  
here

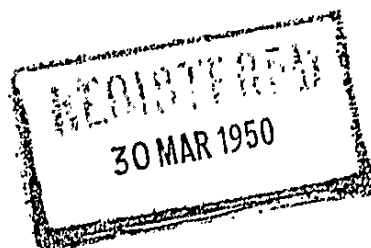
## Notice of Increase in the Nominal Capital

OF

SMALL & PARKES

LIMITED

Pursuant to Section 63 of The Companies Act, 1948



Telegrams : "CERTIFICATE. ESTRAND, LONDON."

110-150705  
Telephone No. : HOLBORN 0431 (6 lines)

### JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers  
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by

Cobbett, Wheeler & Cobbett,

49, Spring Gardens,

Manchester, 2.



# Notice of Increase in the Nominal Capital

OF

SMALL AND PARKES

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) Special Resolution of the Company dated the twenty-fourth day of February 19 50, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £100,000, beyond the Registered Capital of £215,000.

The additional Capital is divided as follows:—

Number of Shares,	Class of Share (b).	Nominal Amount of each Share,
100,000	Redeemable Cumulative Preference	One Pound

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

The conditions set out (inter alia) in the Special Resolutions passed at an Extraordinary General Meeting of the Company held at the Registered Office of the Company on the 24th day of February 1950, a printed copy of which Resolutions has already been filed pursuant to Sec. 63 of the Companies Act, 1948. *please attach copy of resolution*

Signature

Description (c)

Dated the sixteenth day  
of March 19 50.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.  
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.  
(c) State whether Director or Secretary of the Company.

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

No. of Company 43527.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

**SPECIAL RESOLUTIONS**

(Pursuant to the Companies Act, 1948, Sections 10 and 141.)

**Small & Parkes Limited**

Passed the 24th day of February, 1950.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company, Hendham Vale Works, Manchester 9, on Friday, the 24th day of February, 1950, the following Special Resolutions were duly passed :—

**RESOLUTIONS.**

1. That the capital of the Company be increased to £315,000 by the creation of 100,000 4½% Redeemable Cumulative Preference Shares of £1 each and that such Preference Shares confer on the holders thereof the rights as to dividend and capital and be subject to the restrictions as to voting and be redeemable as provided by the Articles of Association of the Company as altered by the next succeeding Resolution.
2. That the Articles of Association of the Company be altered in manner following :—
  - (a) The following Article shall be substituted for Article 1 :—

“ 1. The Regulations in Table A in the First Schedule to the Companies Act 1862 shall not apply to the Company.”
  - (b) In Article 2 the words “ The Companies Act 1948 ” shall be substituted for the words “ The Companies Act 1929.”
  - (c) In Article 4 the words “ Section 54(1) of the Companies Act 1948 ” shall be substituted for the words “ Section 45 of the Companies Act 1929 ”.
  - (d) The following Article shall be substituted for Article 5 :—

“ 5. The capital of the Company at the date of the adoption of this Article is £315,000 divided into 15,000 6% Cumulative Preference Shares of £1 each (in this Article referred to as “ the First Preference Shares ”) 100,000 4½% Redeemable Cumulative Preference Shares of £1 each (in this Article referred to as “ the Second Preference Shares ”) and 200,000 Ordinary Shares of £1 each (125,000 of which have been issued and are fully paid and converted into Ordinary Stock) and such Shares are respectively entitled to the rights and privileges and subject to the restrictions following that is to say :—

- (A) Subject to the provisions of these presents and to any special rights privileges or conditions for the time being attached to any Shares for the time being forming part of the capital of the Company the profits of the Company which the Directors recommend to be distributed and which it shall be determined to distribute by way of dividend in respect of each year shall be applied as follows and in the following order of priority, viz :-

First : In the payment of a fixed cumulative preferential dividend at such a rate as after deducting Income Tax (but not exceeding 6/- in the £) for the time being payable will yield a clear six per cent. per annum on the amounts for the time being paid up or credited as paid up on the First Preference Shares and of any arrears of such dividend.

Secondly : In the payment of a fixed cumulative preferential dividend (payable on the 31st day of May and the 30th day of November in each year) at the rate of  $4\frac{1}{4}\%$  per annum on the amounts for the time being paid up or credited as paid up on the Second Preference Shares and of any arrears of such dividend.

Thirdly : The balance of such profits shall be distributed amongst the holders of the Ordinary Shares by way of dividend in proportion to the amounts for the time being paid up or credited as paid up on the Ordinary Shares held by them respectively.

- (B) If the Company shall be wound up, then, subject to any special rights for the time being attached to any special class of shares for the time being forming part of the capital of the Company, any assets available for distribution amongst the Members shall be applied as follows and in the following order of priority, viz :

First : In repayment of the capital paid up or credited as paid up on the First Preference Shares and in payment of all arrears of the said fixed cumulative preferential dividend thereon whether declared or not down to the commencement of the winding up ;

Secondly : In repayment of the capital paid up or credited as paid up on the Second Preference Shares and in payment of all arrears of the fixed cumulative preferential dividend thereon whether declared or not and whether or not there shall have been any profits available for the purpose down to the commencement of the winding up ;

Thirdly : In repayment of the capital paid up or credited as paid up on the Ordinary Shares ; and

Lastly : Any balance of such assets shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up at the commencement of the winding up on the Ordinary Shares held by them respectively.

(C) The Company shall not without the consent in writing of the holders of three-fourths of the issued Second Preference Shares or the sanction of an Extraordinary Resolution passed by a Separate Meeting of the holders of such Preference Shares pursuant to Article 7 hereof issue any new or further shares (with the exception of the balance from time to time remaining unissued of the said 15,000 First Preference Shares) ranking in priority to or *pari passu* with the Second Preference Shares.

(D) The First Preference Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while the fixed cumulative preferential dividend on such shares shall not be in arrear.

(E) The Second Preference Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at General Meeting of the Company unless :

(i) At the date of the Notice convening the Meeting the fixed cumulative preferential dividend on such shares shall be in arrear for six months after any half-yearly day fixed for payment thereof.

(ii) A Resolution is to be proposed at the Meeting for reducing the capital of the Company or for winding up the Company.

(iii) A Resolution is to be proposed at the Meeting for abrogating or varying the rights attached to the Second Preference Shares.

(iv) A Resolution is to be proposed at the Meeting for increasing the borrowing powers of the Company beyond those provided for in Article 91.

(F) The Second Preference Shares shall, subject to the provisions of the Statutes, be redeemed by the Company in accordance with the following provisions :—

(i) The Second Preference Shares shall be redeemed by the Company at par at the expiration of twenty-five years from the date of issue thereof or so soon thereafter as the Company shall be able to comply with the requirements of the Statutes relating to such redemption but so that the Company may at its option (a) at any time after the expiration of five years and before the expiration of ten years from the date of such issue redeem all or any of the Second Preference Shares at a premium on the nominal amount thereof of 1/- per share and (b) at any time after the expiration of ten years from the date of such issue redeem all or any of such shares at a premium on the nominal

amount thereof of 6d. per share, upon giving in each case to the registered holders of the shares to be redeemed not less than six calendar months' previous notice in writing of its intention so to do fixing the time and place for such redemption and specifying the denoting numbers of the shares to be redeemed.

(ii) If and so often as the Company shall determine to redeem less than the whole of the Second Preference Shares for the time being outstanding those to be redeemed shall be selected by drawings to be made in such manner as the Directors shall in their absolute discretion determine.

(iii) Any Second Preference Share redeemed shall rank for dividend down to the due date for redemption thereof, Unclaimed redemption moneys shall not bear interest against the Company.

(iv) All rights in respect of any Second Preference Share to be redeemed as aforesaid (except the right to receive the redemption moneys and such dividend as aforesaid) shall cease on the due date for redemption thereof, unless upon the holder demanding on or after the date and at the place fixed for redemption payment of the redemption moneys payable in respect thereof and tendering the certificate therefor and a receipt for the redemption moneys duly signed and authenticated in such manner as the Company may reasonably require, payment of the redemption moneys shall be refused".

(e) The following Article shall be substituted for Article 55 :—

" 55. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. All General Meetings shall be held at such time and place as the Board may determine."

(f) Article 57 shall be deleted and the following Articles substituted therefor :—

" 57. In the case of the Annual General Meeting or of a meeting convened for the purpose of passing a Special Resolution, twenty-one clear days' notice at the least, and in any other case fourteen clear days' notice at the least, shall be given to all the members (other than those who under the provisions of these presents or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company) and to the Auditors for the time being of the Company. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and such notice shall be given in manner hereinafter mentioned. Every notice of an Annual General Meeting shall specify the meeting as such and every such notice of a meeting convened for passing a Special or Extraordinary Resolution shall state the intention to propose such Resolution as a Special or Extraordinary Resolution as the case may be."



" 57(A). A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in the last preceding Article, be deemed to have been duly called if it is so agreed by such number of members entitled or having a right to attend and vote thereat as is prescribed by Section 133(3) of the Act."

" 57(B). In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member."

(g) The following Article shall be substituted for Article 64 :—

" 64. Every question submitted to a General Meeting shall be determined in the first instance by a show of hands of the members present in person, but a poll may be demanded in writing (before or upon the declaration of the result of a show of hands) by the Chairman or by :

(i) not less than three members having the right to vote at the meeting, or

(ii) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or

(iii) a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is duly demanded in accordance with the foregoing provisions a declaration by the Chairman that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes recorded in favour of or against such resolution."

(h) The following Article shall be substituted for Article 70 :

" 70. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these presents on a show of hands every member who (being an individual) is present in person or (being a corporation) is represented by proxy not being himself a member shall have one vote and on a poll every person present in person or by proxy shall have one vote for every complete 5/- of paid up share capital of which he is the holder."

- (i) The following Article shall be substituted for Article 76 :

" 76. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company."

- (j) The following Article shall be substituted for Article 91 :

" 91. The Directors may raise or borrow for the purposes of the Company such sums or sum of money as they think fit. The aggregate amount at any one time owing by the Company and all its subsidiaries in respect of moneys borrowed or raised by it or them or any of them (exclusive of inter-company borrowings) shall not without the previous consent of the Company in General Meeting exceed the aggregate amount of the share capital of the Company for the time being issued or agreed to be issued, but so that no such consent shall be required for the borrowing of any moneys to be applied in the repayment of any sums previously borrowed or raised and outstanding, together with any premiums payable thereon, notwithstanding that such borrowing may involve such limit being temporarily exceeded. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled capital, or by the issue at such price as they may think fit, of Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient. No lender or other person dealing with the Company shall be concerned to see or enquire whether the limit hereby imposed is observed. No debt incurred or security given in excess of the said 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 when the debt was incurred or security given that the said limit had been or was thereby exceeded."

- (k) The words " Without prejudice to the provisions of Section 184 of the Companies Act 1948 " shall be inserted at the beginning of Article 104.

- (l) The words " premiums obtained on the issue of shares and " shall be deleted from Article 122.

- (m) The words " but subject as hereinafter provided as to any sum standing to the credit of share premium account or capital redemption reserve fund " shall be added after the words " or other special account " in Article 128, and there shall be added at the end of such Article the following words :—

" Provided always that the share premium account or capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid."

- (n) In Article 134 the words " twenty-one days " shall be substituted for the words " seven days " and after the words " Stock Exchange, Manchester " shall be inserted the words " and the Secretary of the Share and Loan Department, Stock Exchange, London."

(o) In article 137 the words "Sections 159, 160, 161 and 162 of the Companies Act 1948" shall be substituted for the words "Sections 132, 133 and 134 of the Companies Act 1929".

(p) The words "two London daily newspapers" at the end of Article 138 shall be deleted and the following words substituted therefor :—

"one leading London daily newspaper and one leading Manchester daily newspaper".

(q) The following Article shall be substituted for Article 143 :—

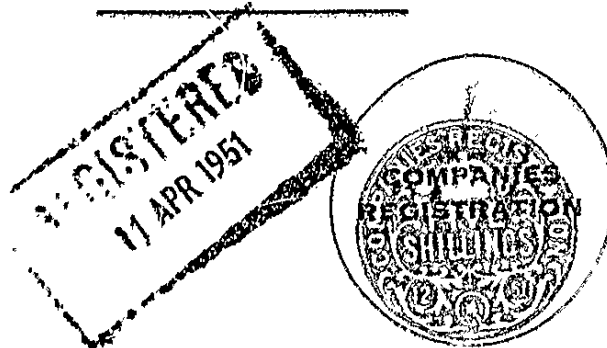
" 143. Any notice, if sent by post, shall be deemed to have been served on the day following that on which the same shall have been posted ; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General,"

(r) The words "Annual General Meeting" shall be substituted for "Ordinary General Meeting" or "Ordinary Meeting" wherever they occur throughout these presents.

No. of  
Company) 43527

Form 28.

# THE COMPANIES ACT, 1948



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

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION  
STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided,  
converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the  
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.*

name of **SMALL & PARKES**  
Company **Limited.**

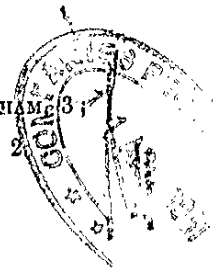
PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
85, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 77, COLMORE ROW, BIRMINGHAM, 3;  
109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER, 2

**Stephenson Harwood & Tatham,**

16 Old Broad Street, London, E.C.2.



A 517

TO THE REGISTRAR OF COMPANIES.

SMALL & PARTIES

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,  
that 500,000 Ordinary Shares of 5/- each have been converted into  
£125,000 Ordinary Stock.

(Signature)

*A. W. J. M. C. J. M.*

(State whether Director or  
Secretary)

*Director & Secretary.*

Dated the *sixth* day of *April* 19 *51*.

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

# THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



## Special Resolutions

(Pursuant to The Companies Act, 1948, Section 141.)

OF

## SMALL AND PARKES LIMITED

*Passed the 3rd day of April, 1951.*



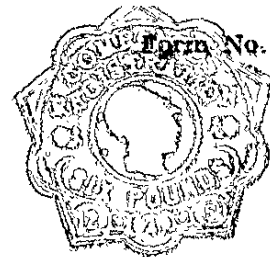
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company, Hendham Vale Works, Manchester 9, on Tuesday, the 3rd day of April, 1951, the following Special Resolutions were duly passed:—

1. That the capital of the Company be increased to £440,000 by the creation of 500,000 Ordinary Shares of 5/- each.
2. That it is desirable to capitalise the sum of £125,000 being as to £22,880 the amount standing to the credit of Excess Profits Tax Post War Refund, as to £200 the sum standing to the credit of Premium on Preference Shares Account, as to £100,000 the amount standing to the credit of Re-equipment Reserve and as to £1920 part of the amount standing to the credit of Profit and Loss Account, and that such sum be capitalised accordingly and the Directors be and they are hereby authorised and directed to appropriate the said sum of £125,000 hereby resolved to be capitalised to the persons registered as at the 3rd day of April 1951 as holders of the Ordinary Stock in the capital of the Company in the proportion in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf in paying up in full at par the 500,000 unissued Ordinary Shares of 5/- each in the capital of the Company created this day, such shares to be allotted and distributed, credited as fully paid up, to and amongst such persons in the proportion aforesaid, viz: at the rate of one such Ordinary Share of 5/- for each 5/- in nominal amount of Ordinary Stock held at the said date and so that such 500,000 Ordinary Shares of 5/- each shall be issued upon the terms that they shall not rank for the final dividend and bonus declared on the Ordinary Stock in the capital of the Company in respect of the financial year of the Company ended the 30th November, 1950, but shall rank for dividend as if they had been in issue and fully paid up as from and including the 1st day of December, 1950.
3. That the 500,000 Ordinary Shares of 5/- each in the capital of the Company to be issued on the capitalisation provided for by the last preceding Resolution as and when the same shall have been issued and become fully paid be and they are hereby converted into Ordinary Stock, transferable in units or multiples of 5/- each.

*Geowdank*

Number of  
Company 143527 C

117



Form No. 10.

## The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



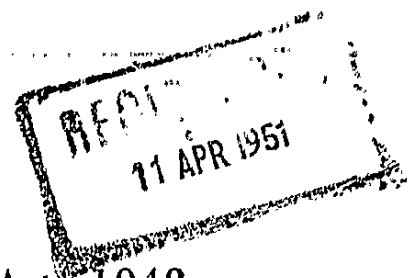
Ad valorem  
Companies  
Fee Stamp  
(including  
Registration  
Fee of 5s.)  
must be  
impressed  
here

## Notice of Increase in the Nominal Capital

OF

SMALL AND PARKES

LIMITED



Pursuant to Section 63 of The Companies Act, 1948

Memorandum: "CERTIFICATE, ESTRAND, LONDON."

HO-E90A14

Telephone No.: HOLBORN 0434 (4 lines)

**JORDAN & SONS, LIMITED**

Company Registration Agents, Printers, and Publishers  
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by

STEPHENSON HARWOOD & TATHAM,  
16, OLD BROAD STREET, E.C.2.

# Notice of Increase in the Nominal Capital

OF

SMALL AND PARKES

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) Special Resolution of the Company dated the 3rd day of April 19 51 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 125,000, beyond the Registered Capital of £ 315,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
500,000	Ordinary	5/-

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

To rank pari passu with the existing Ordinary Stock of the Company in all respects excepting that they shall not rank for the final dividend and bonus declared on the Ordinary Stock in the capital of the Company in respect of the financial year of the Company ended the 30th November, 1950, but shall rank for dividend as if they had been in issue and fully paid up as from and including the 1st day of December, 1950.

Signature A. W. Douglas

Description (c) Director

Dated the 3rd day  
of April 1951

(a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.  
(b) If any of the new Shares are Preferred Shares state whether they are redeemable or not.



**THE STAMP ACT, 1891; THE REVENUE ACT, 1903;  
and THE FINANCE ACT, 1933**

**COMPANY HAVING A SHARE CAPITAL**

**Statement of Increase of the Nominal Capital**  
OF

**SMALL AND PARKES**

**LIMITED**

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of The Revenue  
Act, 1903; and Section 41 of The Finance Act, 1933

The Statement has to be registered with the Notice of Increase in the Nominal Capital and  
printed copy of the Resolution authorising the Increase required under Section 63 of The Companies  
Act, 1948.

HO-J52043

Telegrams : "CERTIFICATE, ESTRAND, LONDON."

Telephone No. : HOLBORN 0434 (6 lines)

**JORDAN & SONS, LIMITED,**

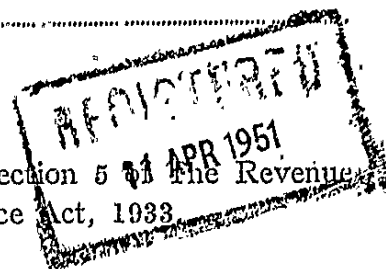
**Company Registration Agents, Printers, and Publishers,**  
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

*Presented by*

**STEPHENSON HARWOOD & TATHAM,**  
16, OLD BROAD STREET, E.C.2.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here,



00763

# THE NOMINAL CAPITAL

OF

SMALL AND PARKES

LIMITED,

has, by a Resolution of the Company dated the 3rd day  
of April, 1951, been increased by the addition thereto of  
the sum of 125,000 Pounds,  
divided into 500,000 Shares  
of 5/- each  
beyond the Registered Capital of £315,000

Signature

*A. W. G. G. G.*

Description

Director

Dated the 3rd day

of April 1951

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

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

Number of Company 43527C

121

The Companies Act, 1948,



COMPANY LIMITED BY SHARES.

## Special Resolution

(Pursuant to the Companies Act, 1948, Sections 5 & 141.)

— OF —

SMALL & PARKES LIMITED

(Passed the 31st day of March, 1953.)

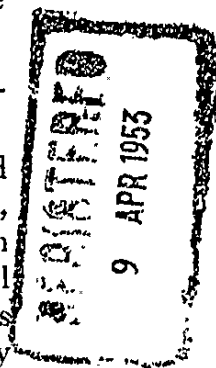
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company, Hendham Vale Works, Manchester, 9, on Tuesday, the 31st day of March, 1953 the following SPECIAL RESOLUTION was duly passed :—

That the Memorandum of Association of the Company be altered in manner following :—

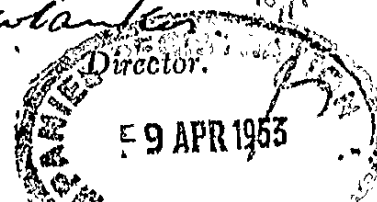
1. The following sub-clause shall be substituted for sub-clause (c) of Clause 3 :—

“(c) To carry on the business of manufacturers and merchants of Engine packings, Power Transmission Beltings, Spindle Tapes, Listings and Webbing, Brake and Clutch Linings and Engineering Bearings and Laminates, and all branches of such business, and to carry on any other business which may seem to the Board 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. To buy, sell, manufacture, manipulate, import, export, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or required by any customers or other persons having dealings with the Company.”

2. Sub-clause (bb) of Clause 3 shall be cancelled.



A1523



14 122  
The Companies Acts, 1862 to 1890,  
and  
The Companies Act, 1948.

COMPANY LIMITED BY SHARES.



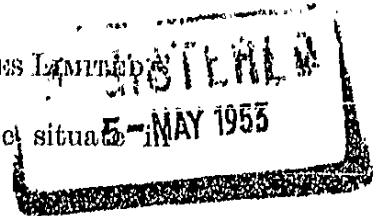
## Memorandum of Association

(As amended by Special Resolution passed 31st March, 1953)

OF

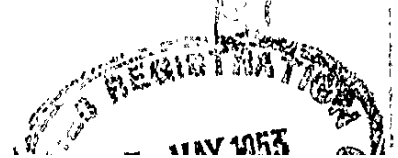
## SMALL AND PARKES LIMITED.

1. The name of the Company is "SMALL AND PARKES LIMITED".
2. The registered office of the Company will be situated in England.



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

- (a) To acquire the goodwill of the business of Engine Packing Manufacturers and Merchants, now carried on by Messrs. The Frictionless Engine Packing Company, and certain leasehold hereditaments occupied by them in connection with the said business, and to acquire and undertake the whole or any of the assets and liabilities of The Frictionless Engine Packing Company in connection therewith, and to carry on such business.
- (b) To adopt and carry into effect, with or without modifications, an Agreement, dated the fourth day of February, 1895, and made between Harry Gordon Small and George William Parkes of the one part, and Robert Vicars Critchley, on behalf of this Company, of the other part, a copy whereof has for the purpose of identification been endorsed with the signatures of the said Harry Gordon Small and George William Parkes, and two of the subscribers hereto.
- (c) To carry on the business of manufacturers and merchants of engine packings, power transmission beltings, spindle tapes, listings and webbings, brake and clutch



linings and engineering bearings and laminates, and all branches of such business, and to carry on any other business which may seem to the Board 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. To buy, sell, manufacture, manipulate, import, export, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or required by any customers or other persons having dealings with the Company.

- (d) To purchase or otherwise acquire and undertake all or any part of the business, property or liabilities of any person or company carrying on any business or engaged in any undertaking which this Company is authorised to carry on, or engaged in, or possessed of property or rights suitable for any of the purposes of this Company.
- (e) To enter into partnership or into any arrangement for sharing profits, union of interests, or co-operation with any person or company carrying on, or about to carry on, any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in, and to lend money to subsidise, guarantee the contracts of, or otherwise assist any such person or company.
- (f) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To apply for, obtain, acquire, or deal with, or enter into Acts of Parliament, Provisional Orders, concessions, grants, powers, or covenants, from or with governments, municipal, or other authorities or persons, or to subscribe to the expense of obtaining the same, either in the name of the Company or otherwise, as may be thought expedient, and to oppose any proceedings in Parliament or elsewhere which may seem directly or indirectly calculated to affect the Company's interests prejudicially.

- (h) To purchase or otherwise acquire any inventions, patents, licenses, concessions, trade marks, and the like, whether at home or abroad, conferring an exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to make application for letters patent, licenses, concessions for inventions, or trade marks, and to use, exercise, develop, and grant licenses in respect of or otherwise turn to account the property and rights so acquired.
- (i) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business; and in particular any lands, buildings, machinery, plant, stock-in-trade, licenses, trade marks, easements, and privileges, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (j) To lend money to any company, partnership, association, or persons, and in particular to customers of the Company, upon security of their undertaking, property, estate, assets, and effects, or any part thereof, or without any security, and generally upon such terms as the Company may deem expedient, and to guarantee the performance of contracts by any such persons.
- (k) To make, draw, accept, indorse, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (l) To sell, improve, manage, develop, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights of and over, mortgage, dispose of, turn to account or otherwise deal with, all or any of the property and rights of the Company.
- (m) To refer any claim or demand by or against the Company to arbitration, and observe and perform the awards.
- (n) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares,

debentures or securities of any other company having objects altogether or in part similar to those of this Company.

- (o) To establish or promote, or concur in establishing or promoting, other companies for all or any of the objects mentioned in this Memorandum, and to transfer to any such company any property of this Company, and to take or otherwise acquire and hold shares, debentures, or other securities in or of any such company, and to subsidise or otherwise assist any such company, and to guarantee or underwrite subscriptions for any stock or securities of any such company, or to subscribe for the same or any part thereof.
- (p) To borrow or raise money for the purposes of the Company's business in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock, and in security of such money so borrowed to mortgage, pledge or charge the whole or any part of the property, assets, or revenue, of the Company, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other usual and necessary powers, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company.
- (q) To receive money on deposit and lend and make advances with or without security and upon such terms as may be thought proper.
- (r) To create and issue at par, or at a premium or discount debentures, mortgage debentures, debenture stock and other securities payable to bearer or otherwise, and either permanent, or redeemable, or repayable and collaterally to secure any securities of the Company by means of a trust deed or otherwise.
- (s) To procure the Company to be registered or otherwise legally organised in any foreign country or place beyond the seas.
- (t) To issue any shares of the Company at such times and in such manner, and either at par or at premium, or as fully or in part paid up, and generally upon such terms and conditions in every respect as the Board of the Company shall think fit.

- (u) To issue any shares or securities which the Company has power to issue by way of security and indemnity, to any person whom the Company has agreed or is bound to indemnify.
- (v) To pay for any shares or rights acquired by the Company, either in cash or in shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has to issue, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (w) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or any securities of any company, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase of the undertaking, subject to the liabilities of this or any such other company, with or without winding up, or by sale or purchase of all the shares, stock or securities of this or any such other company as aforesaid, or by partnership, or any arrangement in the nature of partnerships, or in any other manner.
- (y) To support or subscribe to any charitable or public object, and to give pensions, gratuities, donations, and emoluments to any person, and to support and subscribe to any schools and any educational, scientific, literary, religious, or charitable institutions, or trade societies, whether such societies be solely connected with any trade or trades carried on by the Company or not, and any club or other establishment calculated to advance the interests of the Company, or of the persons employed by the Company.
- (z) To distribute amongst the Members in specie any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution



amounting to a reduction of capital be made, except with the sanction (if any) for the time being, required by law.

(uu) To exercise the powers given by the Companies Acts, 1864, in any case in which the Board shall deem it necessary so to do for the purpose of more properly or effectually carrying on the business of the Company elsewhere than in the United Kingdom.

(cc) To remunerate any person or persons or company or companies for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, and to remunerate the trustees or trustee for debenture holders, or any factor, attorney, or servant, and also any law agent employed by them.

(dd) To do all or any of the above things in the United Kingdom, or any other country, colony, or dependency, either as principals or agents, and either through agents, trustees, or otherwise, and either alone or in conjunction with others, and either in the name of the Company, or of any company, firm or person, as trustee for the Company.

(ee) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them, and it is declared that in this Memorandum the word "Company" is to be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The capital of the Company is £115,000, divided into 100,000

Ordinary Shares of £1 each and 15,000 Preference Shares of £1 each. The Preference Shares confer on the holders thereof the right to a fixed cumulative preferential dividend at such a rate as after deducting Income Tax (but not exceeding 6s. in the £) for the time being payable will yield a clear six per cent. per annum on the capital for the time being paid up or credited as paid up on such shares and the right in a winding up to payment off of capital and arrears of dividend whether declared or undeclared up to the commencement of the winding up in priority to the Ordinary Shares

Ordinary Shares of £1 each and 15,000 Preference Shares of £1 each. The Preference Shares confer on the holders thereof the right to a fixed cumulative preferential dividend at such a rate as after deducting Income Tax (but not exceeding 6s. in the £) for the time being payable will yield a clear six per cent. per annum on the capital for the time being paid up or credited as paid up on such shares and the right in a winding up to payment off of capital and arrears of dividend whether declared or undeclared up to the commencement of the winding up in priority to the Ordinary Shares

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but shall not confer any further right to participate in profits or assets and also shall not confer the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while such preferential dividend shall not be in arrear. The capital may be increased, and any increased capital or any part thereof may be issued with such a preferential dividend, or preferential right in the distribution of the assets of the Company, or both, or with such deferred dividend or postponement in the distribution of the assets of the Company as the Company shall think expedient.

By a Scheme of Arrangement sanctioned by an Order of the Chancery of the County Palatine of Lancaster made on the 28th March 1927 the rights of the respective classes of shares in the capital of the Company were altered so as to be as above stated.

\* The following Special Resolution was passed on the 24th day of February, 1950 :—

“That the capital of the Company be increased to £315,000 by the creation of 100,000 4½% Redeemable Cumulative Preference Shares of £1 each and that such Preference Shares confer on the holders thereof the rights as to dividend and capital and be subject to the restrictions as to voting and be redeemable as provided by the Articles of Association of the Company as altered by the next succeeding Resolution.”

Certified to be a true and correct copy of the Memorandum of Association of the Company as amended by Special Resolution passed the 31st March, 1953.

DATED this 30<sup>th</sup> day of April 1953.

*Leonard Parkes*  
.....Director

Small and Parkes Limited

Number of  
Company } 43527 C

Form No. 28

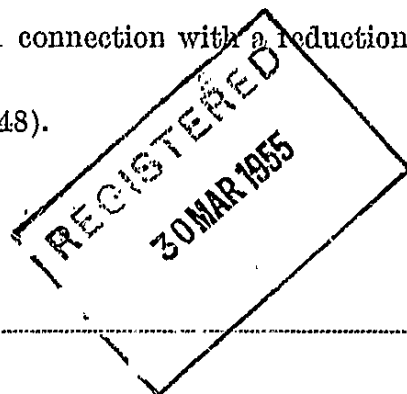
# THE COMPANIES ACT 1948



A 5/-  
Companies  
Registration  
Fee Stamp  
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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.



Direct the  
notice of  
this  
company

SMALL AND PARKES

LIMITED

Witnessed by

ROMNEY & CO.  
ORIENT HOUSE,  
42/45, NEW LONDON STREET, E.C.2.

The Solicitors' Law Stationery Society, Limited

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

SMALL AND PARKES

LIMITED

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

that 75,000 unissued Ordinary Shares of £1 each in the Capital of the Company have been subdivided into 300,000 "B" Ordinary Shares of 5/- each.

(Signature)

(State whether Director or Secretary)

Dated the twenty ninth day of March 1955

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

# THE COMPANIES ACT 1948



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

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION

STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-

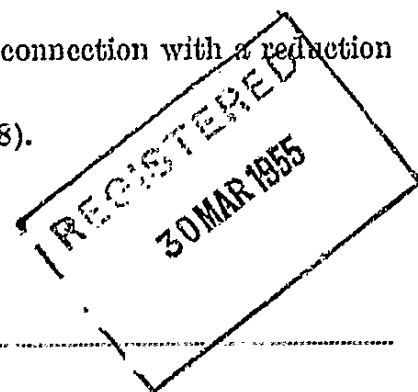
ed, or Converted into Stock, or of the Re-Conversion into Shares of Stock,

ying the Stock so re-converted, or of the Redemption of Redeemable Preference

s 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.



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SMALL AND PARKES

LIMITED

ated by

RONEY & CO.

ORIENT HOUSE,  
42/45, NEW BROAD STREET, E.C.2.

The Solicitors' Law Stationery Society, Limited

Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

SMALL AND PARKES

LIMITED

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

that 1,000,000 "B" Ordinary Shares of 5/- each in the Capital of the Company have been converted into £250,000 "B" Ordinary Stock, transferable in units or multiples of 5/-.

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

*Agar*

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

*Secretary*

Dated the *twenty ninth* day of *March* 19*55*

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

121



# THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Ordinary Resolutions

(Pursuant to The Companies Act, 1948 Section 61)

of

SMALL AND PARKES  
LIMITED.

Passed the twenty-ninth day of March, 1955.



At the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company, Hendham Vale Works, Manchester 9, on Tuesday the 29th day of March, 1955, the following Ordinary Resolutions were duly passed:—

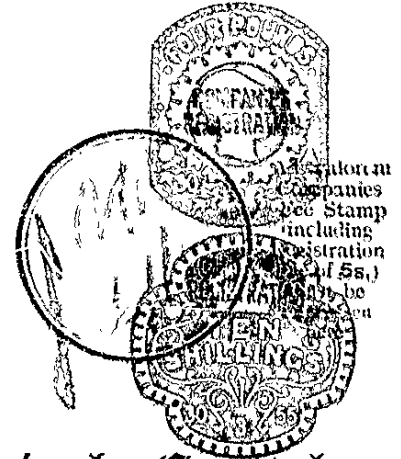
- (1) That the £250,000 issued Ordinary Stock in the Capital of the Company shall hereafter be called and known as "A" Ordinary Stock.
- (2) That each of the existing 75,000 unissued Ordinary Shares of £1 each in the Capital of the Company be and is hereby subdivided into four Ordinary Shares of 5/- each to be called and known as "B" Ordinary Shares and that such "B" Ordinary Shares shall subject to any condition imposed on issue thereof rank *pari passu* as to dividends, capital and in all other respects with the existing "A" Ordinary Stock of the Company save and except that the "B" Ordinary Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote at General Meetings of the Company and shall not qualify any person to be a Director of the Company and shall not be reckoned in the qualification of a Director.
- (3) That the capital of the Company be increased to £615,000 by the creation of 700,000 additional "B" Ordinary Shares of 5/- each ranking in all respects *pari passu* with the 300,000 "B" Ordinary Shares of 5/- each referred to in Resolution numbered (2).
- (4) That it is desirable to capitalise the sum of £250,000 being as to £60,000 the amount standing to the credit of Re-equipment Reserve and as to £190,000 part of the amount standing to the credit of General Reserve, and that such sum be capitalised accordingly and the Directors be and they are hereby authorised and directed to appropriate the said sum of £250,000 hereby resolved to be capitalised to the persons registered as at the close of business on the 15th March, 1955 as holders of the Ordinary Stock in the Capital of the Company in the proportion in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf in paying up in full at par the 1,000,000 unissued "B" Ordinary Shares of 5/- each in the Capital of the Company created this day, such shares to be allotted and distributed credited as fully paid up, to and amongst such persons in the proportion aforesaid, viz., at the rate of one such "B" Ordinary Share of 5/- for each 5/- in nominal amount of Ordinary Stock held at the said date and so that such 1,000,000 "B" Ordinary Shares of 5/- each shall be issued upon the terms that they shall not rank for the final dividend and bonus declared on the Ordinary Stock in the Capital of the Company in respect of the financial year of the Company ended the 30th November, 1954 but shall rank for dividend as if they had been in issue and fully paid up as from and including the 1st December, 1954.
- (5) That the 1,000,000 "B" Ordinary Shares of 5/- each in the Capital of the Company to be issued on the capitalisation provided for in Resolution numbered (4) as and when the same shall have been issued and become fully paid be and they are hereby converted into "B" Ordinary Stock, transferable in units or multiples of 5/- each.

GEO. W. PARKES,

Chairman.

152  
**The Companies Act, 1948**

COMPANY HAVING A SHARE CAPITAL



**Notice of Increase in the Nominal Capital**

OF

SMALL AND PARKES

LIMITED



Pursuant to Section 63 of The Companies Act, 1948

grams : "CERTIFICATE, ESTRAND, LONDON."

11G-B00535  
Telephone No. : HOLBORN 0434 (6 lines)

**JORDAN & SONS, LIMITED**

Company Registration Agents, Printers, and Publishers

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

nted by

RONEY & CO.  
ORIENT HOUSE,  
42/45, NEW BROAD STREET, E.C.2.



# Notice of Increase in the Nominal Capital

OF

SMALL AND PARKES

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 68 of The Companies Act, 1948, that by (a) Ordinary Resolution of the Company dated the twenty ninth day of March 1955 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 175,000, beyond the Registered Capital of £ 440,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
700,000	"B" Ordinary	Five shillings

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

To rank pari passu as to dividends (other than the right to rank for the dividend and bonus declared on the ordinary stock in respect of the financial year ended 30th November 1954) Capital and in all other respects with the "A" Ordinary Stock of the Company save and except that they do not confer upon the holders thereof the right to receive notice of or to attend or vote at General Meetings and do not qualify any person to be a Director of the Company and are not to be reckoned in the qualification of a Director.

Signature

Description (c)

Secretary

Dated the twenty ninth day of March 1955.

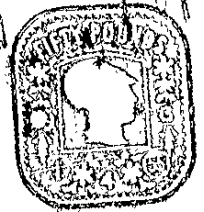
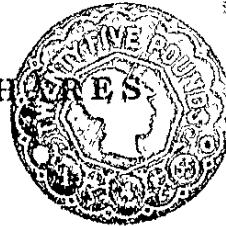
- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.  
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.  
(c) State whether Director or Secretary of the Company.

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

133  
**THE STAMP ACT 1891**

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



**Statement of Increase of the Nominal Capital**

OF

SMALL AND PARKES

**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.

*VOTE.—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.)

Witnessed by

ROBERT & CO.  
42/45, NEW

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

**THE NOMINAL CAPITAL**  
OF

SMALL AND PARKES Limited

*has by a Resolution of the Company dated*  
*the twenty ninth day of March 1955 been increased by*  
*the addition thereto of the sum of £175,000,*  
*divided into :—*

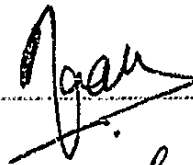
Seven hundred thousand "B" Shares of five shilling each  
Ordinary

Shares of each

*beyond the registered Capital of Four hundred and*

forty thousand pounds

Signature



(State whether Director or Secretary)

Secretary

Dated the twenty ninth day of March 1955

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

2825000  
175000  
515



Number of Company - 43527 C <sup>140</sup>

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to Section 10)

OF

# SMALL AND PARKES LIMITED

Passed the 2nd day of April, 1957.



12 APR 1957

At the Annual General Meeting of the above-named Company, duly convened, and held at the REGISTERED OFFICE of the Company, HENDHAM VALE WORKS, MANCHESTER 9, on Tuesday, the 2nd day of April, 1957, the following Special Resolution was duly passed:—

“That the Articles of Association be altered in manner following:—

- (a) In Article 81 the word “eight” shall be substituted for the word “seven.”
- (b) In Article 82 the words “‘A’ Ordinary Shares” shall be substituted for the words “Ordinary Shares.”
- (c) The following Article shall be substituted for Article 83.  
“83. Each of the Directors of the Company shall be paid as remuneration for his services a fixed fee at the rate of £500 per annum and the Chairman shall be paid an additional fee at the rate of £500 per annum and a Deputy Chairman shall be paid an additional fee at the rate of £250 per annum. The Directors shall also have the right of voting to themselves as additional remuneration a sum not exceeding 5 per centum of the net half yearly profits, such sum to be divided among them as they may decide, provided always that such sum shall be limited to a maximum sum equal to the aggregate amount of the aforesaid fixed fees payable to them in respect of the relevant half year. For the purposes of this Article net profits shall be as disclosed by the Company's Audited Accounts calculated after deduction of all taxation thereon and the fixed fees payable hereunder but before deduction of any additional remuneration payable hereunder and before deduction of any sums carried to reserve. The Certificate of the Company's Auditors as to the amount of such net profits shall be conclusive and final and binding on the Company and the Directors and no objection shall be made to such certificate. In calculating the remuneration payable hereunder in respect of the financial year current at the date of adoption of this Article the provisions hereof shall be deemed to have been in operation from and including the 1st December, 1956. The references herein to the Company's Audited Accounts shall, when the Company owns a subsidiary company, be deemed to refer to Group Accounts.”
- (d) In Article 108 the words “(and also a Deputy Chairman)” shall be inserted immediately following the word “Chairman” in the first line of this Article and the words “who, if he be present, shall be the Deputy Chairman.” shall be inserted at the end of this Article.”

A. H. PARKES,  
Deputy Chairman.

*A. H. Parkes*

12 APR 1957

18

THE COMPANIES ACT, 1948



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

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

Pursuant to Section 62.

ie of  
pany { SMALL & PARKES Limited.



PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

nted by

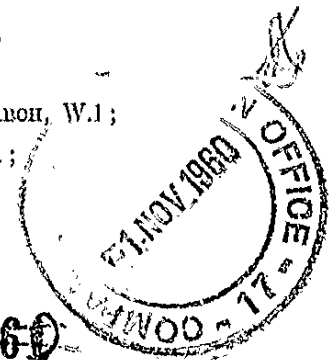
Small & Parkes Ltd.

Hendham Vale Works,  
Manchester 9.

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/57.

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560




TO THE REGISTRAR OF COMPANIES.

STILL & SONS

LIMITED.

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

that on the twenty-eighth day of October 1960 the whole of the 100,000 4s. cumulative Redeemable Preference Shares of £1 each of the Company were redeemed in full.

(Signature) 

(State whether Director or Secretary) } Secretary

Dated the Thirty-first day of October 1960

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

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THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES



SMALL AND PARKES LIMITED

WE, REFUGE ASSURANCE COMPANY LIMITED, being the holders of the whole of the 100,000 issued 4½% Redeemable Cumulative Preference Shares of £1 each (hereinafter called "the said Shares") in the capital of Small and Parkes Limited (hereinafter called "the Company"), having been requested by the Company to consent to the redemption of the whole of the said Shares to-day at the price of 18/3d. per Share, HEREBY CONSENT to the redemption by the Company to-day of the whole of the said Shares at the said price notwithstanding that we have received less than six calendar months' previous notice of the Company's intention to redeem the said Shares and notwithstanding that the said redemption price is less than that set out in the Articles of Association of the Company.

DATED this 28th day of October 1960.

for and on behalf of  
REFUGE ASSURANCE COMPANY LIMITED

R. C. GREEN (Director)

M. WILCOCK HOLGATE (Director)

PETER M. WILLIAMS (Secretary)

I hereby certify that the above is a true copy  
of the original Consent by Refuge Assurance Company  
Limited.

*John M. Williams*  
Secretary

Number of Company—43527 C

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

**Special Resolution**  
(Pursuant to Section 10)

OF

**SMALL AND PARKES LIMITED**

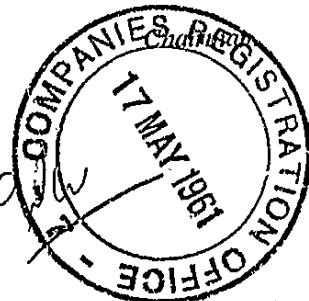
Passed the 27th day of April, 1961.

At the Annual General Meeting of the above-named Company, duly convened, and held at the REGISTERED OFFICE of the Company, HENDHAM VALE WORKS, MANCHESTER 9, on Thursday, the 27th day of April, 1961, the following Special Resolution was duly passed:—

"That the Articles of Association of the Company be altered by deleting Article 83."

R. H. DENT,

SMALL & PARKES LTD.,



59



43527 158



Number of Company—43527 C

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to Section 10)

OF

# SMALL AND PARKES LIMITED

Passed the 26th day of October, 1961.

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 114/116, Park Street, London, W.1, on Thursday, the 26th day of October, 1961, the following Special Resolution was duly passed:—

“That the Articles of Association of the Company be altered in the manner following:—

In Article 81 the word ‘ten’ shall be substituted for the word ‘eight’.”

REGISTERED

10 NOV 1961

R. H. DENT,  
Chairman.

Certified a true copy of the Special Resolution passed on 26th October, 1961

SMALL & PARKES LTD.

Newton & Co. Ltd.

10 Nov 1961

*W. W. W. W.*



24  
27  
Q

Number of  
Company

43527 C

163



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

## RESOLUTIONS

of

## SMALL AND PARKES LIMITED

Passed the twenty-fifth day of April, 1962.

REGISTERED

1 MAY 1962

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company, Hendham Vale Works, Manchester 9, on Wednesday the 25th day of April, 1962, the following Resolutions were duly passed:—

### ORDINARY RESOLUTIONS

- (1) That there be converted into Ordinary Shares of the Company of £1 each:—
  - (a) The 100,000 4% Cumulative Preference Shares of £1 each of the Company;
  - (b) The £250,000 of 'A' Ordinary Stock of the Company; and
  - (c) The £250,000 of 'B' Ordinary Stock of the Company;and that the 600,000 Ordinary Shares of £1 each resulting from this conversion shall have voting rights attached to them in accordance with Article 70 of the Company's Articles of Association and rank *pari passu* in all respects with each other as regards participation in the profits and assets of the Company.
- (2) That it is desirable to capitalise the sum of £100,000 being the amount of the Company's Capital Redemption Reserve Fund and accordingly that such sum be applied in paying up in full 100,000 of the unissued Ordinary Shares of £1 each in the Capital of the Company and that such Shares be distributed credited as fully paid up to the holders of the 500,000 issued Ordinary Shares of £1 each of the Company resulting from the foregoing Resolution in the proportions to which they are entitled by virtue of their holdings of such Shares as at this date.
- (3) That for the purpose of acquiring the whole of the assets and undertaking of Capasco Limited the share capital of the Company be increased from £615,000 to £865,000 by the creation of 250,000 additional Ordinary Shares of £1 each.

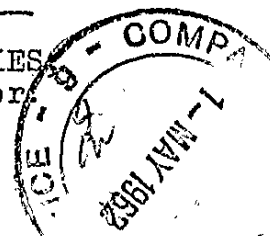
### SPECIAL RESOLUTION

- (4) That the Articles of Association of the Company be amended by deleting Article 82 and substituting therefor the following new Article namely:—

"82 The shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required."

*A.H. Parkes*

A.H. PARKES  
Director



*Dear Sirs*

*For info*

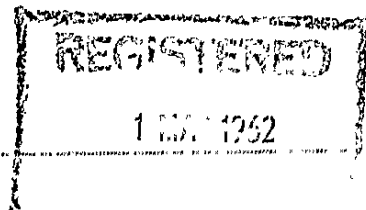
# THE COMPANIES ACT, 1948



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.*



Name of Company { SMALL AND PARKES Limited.

PUBLISHED AND SOLD BY  
WATERLOW & SONS LIMITED,  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
85 & 86, LONDON WALL, LONDON, E.C.2;  
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;  
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS,  
12 & 14, BROWN STREET, MANCHESTER, 2.

Printed by

Holmes, Son & Pott,

28.1  
157.

3, London Wall Buildings, London, E.C. 2.



104  
7/5

TO THE REGISTRAR OF COMPANIES.

SMALL AND PARKES

LIMITED.

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

that by Ordinary Resolution of the Company passed on the

*25th* April, 1962 there were converted into Ordinary Shares of the Company of £1 each :-

- (a) The 100,000  $4\frac{1}{4}\%$  Cumulative Preference Shares of £1 each of the Company.
- (b) The £250,000 of 'A' Ordinary Stock of the Company.
- (c) The £250,000 of 'B' Ordinary Stock of the Company.

(Signature)



(State whether Director or  
Secretary)

Secretary

Dated the

*26th*

day of

*April*

19 *62*

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

No. of Certificate 43527 C

*ced payable*  
*167. inc*



[C.A. 59]  
21 27.

SMALL AND PARKES

LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

REGISTERED

21 AUG 1962

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

represented by

Holmes, Son & Pott,

3, London Wall Buildings, London, E.C. 2.

*Q*

*21* *C2200*

The NOMINAL CAPITAL of

SMALL AND PARZEN

Limited

an Ordinary  
has by Resolution of the Company dated 25th April, 1962

been increased by the addition thereto of the sum of £ 250,000 , divided into

250,000 shares of £ 1 each beyond the Registered Capital of

£615,000

Signature

*W. M. M. M.*

State whether Director or Secretary

Secretary

Date

26th

day of

April

19 62

NOTE—This margin is reserved for Binding, and must not be written across.

No. of Company 4327 C / 168

## THE COMPANIES ACT, 1948.

COMPANIES  
REGISTRATIONNotice of Increase in Nominal Capital,  
Pursuant to Section 63.Name  
of  
Company

SMALL AND PARKES

Limited

REGISTERED  
22 AUG 1962

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

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 12, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5% per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

WATERLOW &amp; SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 &amp; 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 &amp; 14, BROWN STREET, MANCHESTER, 2.

Presented by

Holmes, Son &amp; Pott,

3, London Wall Buildings, London, E.C. 2.

TO THE REGISTRAR OF COMPANIES.  
SMALL AND PARKES

..... Limited, hereby gives you notice pursuant to  
section 63 of The Companies Act, 1948, that by (a) Ordinary

Resolution of the Company dated the twenty-fifth day of

April, 19 62, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 250,000

beyond the Registered Capital of £ 615,000 ✓

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
250,000	Ordinary	£1

The Conditions (b) subject to which the new Shares have been or are to be issued are  
as follows:—

The new shares will rank pari passu in all respects  
with the other Ordinary Shares of the Company

Signature W. M. Newman  
Secretary  
(State whether Director or Secretary.)

Dated the 26th day of April 19 62

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)



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THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SMALL AND PARKES LIMITED

Passed on 23rd March, 1966.

AT the ANNUAL GENERAL MEETING of SMALL AND PARKES LIMITED duly convened and held at Hendham Vale Works Crumpsall in the City of Manchester on Wednesday the 23rd day of March, 1966 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

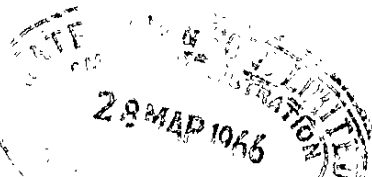
SPECIAL RESOLUTION

THAT the Company be converted into a Private Company and that the Regulations contained in the document submitted to this Meeting, and for the purpose of identification subscribed by the Chairman hereof, be and they are hereby adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

*R. J. W. S. A. S.*

Chairman.

REGISTERED  
29 MAR 1966



THE COMPANIES ACT, 1948.

---

COMPANY LIMITED BY SHARES.

---

NEW  
Articles of Association  
OF  
**SMALL AND PARKES LIMITED.**

*(Adopted by Special Resolution passed on 23rd March, 1966).*

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PRELIMINARY.

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (including those Regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following Regulations of the said Table A (hereinafter called "Table A") shall not apply to the Company, that is to say, Regulations 2, 3, 4, 24, 53, 54, 75, 77, 79, 84 (2), 84 (4), 87, 89 to 97 (inclusive) and 107 of Part I thereof and Regulation 4 of Part II thereof.

2. The Company is a Private Company within the meaning of Section 28 of the Act.

3. The shares in the original or any increased capital of the Company shall, save as otherwise directed by the Company in General Meeting, be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they may think most beneficial to the Company.

4. The lien conferred by Regulation 11 of Part I of Table A shall apply to all Ordinary Shares of the Company whether fully paid or not and to all Ordinary shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder or not or shall be one of several joint holders. Regulation 11 of Part I of Table A shall be varied accordingly.

REGISTERED

29 MAR 1966

5. The capital of the Company at the time of the adoption of these Articles is £865,000 divided into 15,000 Preference Shares of £1 each and 850,000 Ordinary Shares of £1 each to which the following rights, privileges and conditions are attached respectively, that is to say :—

- (A) Subject to the provisions of these Articles and to any special rights, privileges or conditions for the time being attached to any shares for the time being forming part of the capital of the Company, the profits of the Company which the Directors recommend to be distributed and which it shall be determined to distribute by way of dividend in respect of each year shall be applied as follows and in the following order of priority, that is to say :

First : in the payment of a fixed cumulative preferential dividend at such a rate as after deducting Income Tax (but not exceeding 6/- in the £) for the time being will yield a clear Six per centum per annum on the amounts for the time being paid up or credited as paid up on the Preference Shares and of any arrears of such dividend.

Secondly: the balance of such profits shall be distributed amongst the holders of Ordinary Shares by way of dividend in proportion to the amounts for the time being paid up or credited as paid up on the Ordinary Shares held by them respectively.

- (B) If the Company shall be wound up, then, subject to any special rights for the time being attached to any special class of shares for the time being forming part of the capital of the Company, any assets available for distribution amongst the Members shall be applied as follows and in the following order of priority, that is to say :

First : in repayment of the capital paid up or credited as paid up on the Preference Shares and in payment of all arrears of the said fixed cumulative preferential dividend thereon whether declared or not down to the commencement of the winding up.

Secondly : in repayment of the capital paid up or credited as paid up on the Ordinary Shares.

Thirdly : any balance of such assets shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up at the commencing of the winding up on the Ordinary Shares held by them respectively.

- (c) The Preference Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while the fixed cumulative preferential dividend on such Shares shall not be in arrear.

6. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by the next following Article), any share in the Company (whether or not forming part of the original capital, that is to say the capital of the Company at the time of the adoption of these Articles) may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time determine : and any preference Share may be issued on the terms that it is, or at the option of the Company is to be liable to be redeemed on such terms and in such manner as the Company may by Special Resolution determine.

7. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act and to Clause 5 of the Memorandum of Association and unless otherwise provided by the terms of issue of the shares of the class, be varied, modified, abrogated or dealt with either whilst the Company is a going concern or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of the class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy at least one-tenth of the issued shares of the class, and so that if at any adjourned Meeting of such holders a quorum as above stated is not present those Members who are present shall be a quorum.

#### PROCEEDINGS AT GENERAL MEETINGS.

8. The quorum for a General Meeting shall be such number of Members (of whom not less than two shall be personally present) as are entitled to vote and hold or represent a majority of the votes entitled to be cast at that Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

9. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the same the meeting shall then be dissolved.

#### DEMAND FOR A POLL.

10. Any one Member present in person or by proxy at a General Meeting may demand a poll. Regulation 58 in Part I of Table A shall be modified accordingly.

#### DIRECTORS.

11. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two nor more than ten.

12. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

13. A Member or Members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or, in the case of a Member being a company, signed by one of its directors on its behalf, and shall take effect upon lodgment at the Registered Office of the Company.

14. The Directors may from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other Executive Office in the management of the business of the Company, as the Directors may decide, for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (without prejudice to any claim for damages

any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) *ipso facto* and immediately cease to be a Managing Director or such Executive Director.

15. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.

16. 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 any third party.

17. A Director notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement, in which he is interested, or of his appointment to any office or place of profit under the Company or of the arrangement for the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

18. A Director may hold any other office or place of profit in the Company except that of Auditor and, in the case of a sole Director that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Regulation 84 (3) of Part I of Table A.

19. The Directors may establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and 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 other company which is a subsidiary of the Company or which is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and 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 other company as aforesaid or of any such persons as aforesaid, and make

payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid ; Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

#### ALTERNATE DIRECTORS.

20 (A) Any Director may nominate any person approved by the Board and the Board shall appoint any person so nominated and approved, whether or not he is a Member of the Board, to be alternate Director in the place of such Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to receive notice of Meetings of Directors, and in the absence of the Director nominating him, to attend and vote thereat accordingly, but he shall *ipso facto* vacate office if and when the Director nominating him vacates office as Director, or requests the Board to remove the alternate Director from office, and any nomination or request under this Article shall be by instrument in writing, addressed to the Company under the hand of the Director making the same.

(B) Any Member of the Board appointed as an alternate Director shall at any meeting of Directors which he attends while he holds office as an alternate Director and at which the Director, whose alternate he is, is not present, be entitled to one vote in his own capacity as a Director and one further vote as such alternate Director.

(C) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him.

#### SECRETARY.

21. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they deem proper to be Secretary of the Company and the provisions of Regulations 110 and 111 of Part I of Table A shall apply to every such appointment.

I hereby certify that this is a true copy of the new Articles of Association of Small and Parker Limited which were adopted by a Special Resolution duly passed at the Annual General Meeting of the Company duly convened and held to-day.

23rd March, 1966.

# Lesson

Director



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THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES

CLASS CONSENT

- of -

PREFERENCE SHAREHOLDERS

- in -

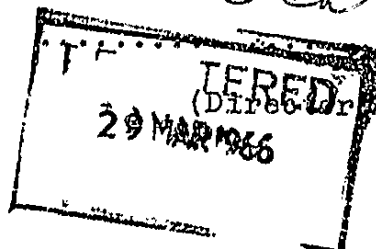
SMALL AND PARKES LIMITED

WE, THE CAPE ASBESTOS COMPANY LIMITED, being the registered holders of more than three-fourths of the issued 6% Cumulative Preference Shares of £1 each in the capital of SMALL AND PARKES LIMITED, HEREBY CONSENT to all variations (if any) of the rights attached to the 6% Cumulative Preference Shares of £1 each in the capital of SMALL AND PARKES LIMITED proposed to be effected by or necessary to give effect to the Special Resolution set forth in a Notice dated today convening the ANNUAL GENERAL MEETING of the Company to be held today and we approve such Resolution.

DATED this 23rd day of March, 1966.

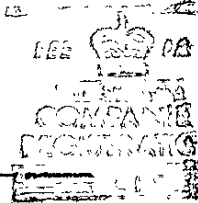
For and on behalf of  
THE CAPE ASBESTOS COMPANY LIMITED

*L. S. Samson*



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## THE COMPANIES ACT 1948

49/40

### COMPANY LIMITED BY SHARES

# Special Resolution

of

## SMALL AND PARKES LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held on the 5th day of July 1966, the following SPECIAL RESOLUTIONS were passed:-

1. That the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be numbered (j<sup>1</sup>) immediately after paragraph (j) of Clause 3 thereof:-

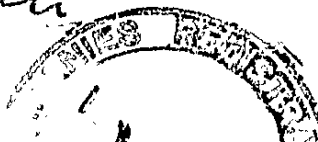
(j<sup>1</sup>) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business"; and

2. That notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee any Debenture Stock or other obligation of its Parent Company The Cape Asbestos Company Limited and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of The Cape Asbestos Company Limited or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.

REGISTERED

L. C. DAWSON

Chairman



43527/191

COMPANY  
REGISTERED

THE COMPANIES ACTS, 1862 to 1890

and

THE COMPANIES ACT, 1946.

COMPANY LIMITED BY SHARES.

49/40.

Memorandum of Association

REGISTERED

OF

19 OCT 1966

**SMALL AND PARKES LIMITED.**

(As amended by Special Resolutions passed 31st March, 1953  
and 5th July, 1966).

1. The name of the Company is "SMALL AND PARKES LIMITED." \*

\* Changed from  
"The Frictionless  
Engine Packing  
Company  
Limited" on 20th  
September, 1907.

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

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

(a) To acquire the goodwill of the business of Engine Packing Manufacturers and Merchants, now carried on by Messrs. The Frictionless Engine Packing Company and certain leasehold hereditaments occupied by them in connection with the said business, and to acquire and undertake the whole or any of the assets and liabilities of The Frictionless Engine Packing Company in connection therewith, and to carry on such business.

(b) To adopt and carry into effect, with or without modifications, an Agreement dated the fourth day of February 1895, and made between Harry Gordon Small and George William Parkes of the one part, and Robert Vicars Critchley, on behalf of this Company, of the other part, a copy whereof has for the purpose of identification been endorsed with the signatures of the said Harry Gordon Small and George William Parkes, and two of the subscribers hereto.

(c) To carry on the business of manufacturers and merchants of engine packings, power transmission beltings, spindle tapes, listings and webbings, brake and clutch

linings and engineering bearings and laminates, and all branches of such business, and to carry on any other business which may seem to the Board 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. To buy, sell, manufacture, manipulate, import, export, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or required by any customers or other persons having dealings with the Company.

- (d) To purchase or otherwise acquire and undertake all or any part of the business, property or liabilities of any person or company, carrying on any business or engaged in any undertaking which this Company is authorised to carry on, or engaged in, or possessed of property or rights suitable for any of the purposes of this Company.
- (e) To enter into partnership or into any arrangement for sharing profits, union of interests, or co-operation with any person or company carrying on, or about to carry on, any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in, and to lend money to subsidise, guarantee the contracts of, or otherwise assist any such person or company.
- (f) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To apply for, obtain, acquire, or deal with, or enter into Acts of Parliament, Provisional Orders, concessions, grants, powers, or covenants, from or with governments, municipal, or other authorities or persons, or to subscribe to the expense of obtaining the same, either in the name of the Company or otherwise, as may be thought expedient, and to oppose any proceedings in Parliament or elsewhere which may seem directly or indirectly calculated to affect the Company's interests prejudicially.
- (h) To purchase or otherwise acquire any inventions, patents, licenses, concessions, trade marks, and the like, whether at home or abroad, conferring an exclusive

or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to make application for letters patent, licenses, concessions for inventions, or trade marks, and to use, exercise, develop, and grant licenses in respect of or otherwise turn to account the property and rights so acquired.

(i) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business; and in particular any lands, buildings, machinery, plant, stock-in-trade, licenses, trade marks, easements, and privileges, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(j) To lend money to any company, partnership, association, or persons, and in particular to customers of the Company, upon security of their undertaking, property, estate, assets, and effects, or any part thereof, or without any security, and generally upon such terms as the Company may deem expedient, and to guarantee the performance of contracts by any such persons.

(j<sup>1</sup>) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.

(k) To make, draw, accept, indorse, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

- (l) To sell, improve, manage, develop, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights of and over, mortgage, dispose of, turn to account, or otherwise deal with, all or any of the property and rights of the Company.
- (m) To refer any claim or demand by or against the Company to arbitration, and observe and perform the awards.
- (n) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (o) To establish or promote, or concur in establishing or promoting, other companies for all or any of the objects mentioned in this Memorandum, and to transfer to any such company any property of this Company, and to take or otherwise acquire and hold shares, debentures, or other securities in or of any such company, and to subsidise or otherwise assist any such company, and to guarantee or underwrite subscriptions for any stock or securities of any such company, or to subscribe for the same or any part thereof.
- (p) To borrow or raise money for the purpose of the Company's business in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock, and in security of such money so borrowed to mortgage, pledge or charge the whole or any part of the property, assets, or revenue, of the Company, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other usual and necessary powers, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company.
- (q) To receive money on deposit and lend and make advances with or without security and upon such terms as may be thought proper.

- (r) To create and issue at par, or at a premium or discount debentures, mortgage debentures, debenture stock and other securities payable to bearer or otherwise, and either permanent, or redeemable, or repayable and collaterally to secure any securities of the Company by means of a trust deed or otherwise.
- (s) To procure the Company to be registered or otherwise legally organised in any foreign country or place beyond the seas.
- (t) To issue any shares of the Company at such times and in such manner, and either at par or at premium, or as fully or in part paid up, and generally upon such terms and conditions in every respect as the Board of the Company shall think fit.
- (u) To issue any shares or securities which the Company has power to issue by way of security and indemnity, to any person whom the Company has agreed or is bound to indemnify.
- (v) To pay for any shares or rights acquired by the Company, either in cash or in shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has to issue, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (w) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or any securities of any company, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase of the undertaking, subject to the liabilities of this or any such other company, with or without winding up, or by sale or purchase of all the shares, stock or securities of this or any such other company as aforesaid, or by partnership, or any arrangement in the nature of partnerships, or in any other manner.

- (y) To support or subscribe to any charitable or public object, and to give pensions, gratuities, donations, and emoluments to any person, and to support and subscribe to any schools and any educational, scientific, literary, religious, or charitable institutions, or trade societies, whether such societies be solely connected with any trade or trades carried on by the Company or not, and any club or other establishment calculated to advance the interests of the Company, or of the persons employed by the Company. ✓
- (z) To distribute amongst the Members in specie any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction (if any) for the time being, required by law. ✓
- (aa) To exercise the powers given by the Companies Seals Act, 1864, in any case in which the Board shall deem it necessary so to do for the purpose of more properly or effectually carrying on the business of the Company elsewhere than in the United Kingdom. ✓
- (cc) To remunerate any person or persons or company or companies for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, and to remunerate the trustees or trustee for debenture holders, or any factor, attorney, or servant, and also any law agent employed by them. ✓
- (dā) To do all or any of the above things in the United Kingdom, or any other country, colony, or dependency, either as principals or agents, and either through agents, trustees, or otherwise, and either alone or in conjunction with others, and either in the name of the Company, or of any company, firm or person, as trustee for the Company. ✓
- (ee) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them, and it is declared that in this Memorandum the word "Company" is to be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere. ✓



4. The liability of the Members is limited.

5. \* The capital of the Company is £115,000, divided into 100,000 Ordinary Shares of £1 each and 15,000 Preference Shares of £1 each. The Preference Shares confer on the holders thereof the right to a fixed cumulative preferential dividend at such rate as after deducting Income Tax (but not exceeding 6s. in the £) for the time being payable will yield a clear six per cent. per annum on the capital for the time being paid up or credited as paid up on such shares and the right in a winding up to payment off of capital and arrears of dividend whether declared or undeclared up to the commencement of the winding up in priority to the Ordinary Shares but shall not confer any further right to participate in profits or assets and also shall not confer the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while such preferential dividend shall not be in arrear. The capital may be increased, and any increased capital or any part thereof may be issued with such preferential dividend, or preferential right in the distribution of the assets of the Company, or both, or with such deferred dividend or postponement in the distribution of the assets of the Company as the Company shall think expedient. \*

By a Scheme of Arrangement sanctioned by an Order of the Chancery of the County Palatine of Lancaster made on the 28th March 1927 the rights of the respective classes of shares in the capital of the Company were altered so as to be as above stated.

\* The capital of the Company on 5th July, 1966 consisted of £865,000, divided into 15,000 Preference Shares of £1 each and 850,000 Ordinary Shares of £1 each. ✓

I HEREBY CERTIFY that this is  
a true copy of the Memorandum of  
Association of Small and Parkes Limited  
as altered by Special Resolution passed on  
5th July, 1966. /

11

Director

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS  
of  
SMALL AND PARKES LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 11th day of November, 1968, the following SPECIAL RESOLUTIONS were passed:-

1. That the share capital of the Company be reduced from £865,000 divided into 15,000 Preference Shares of £1 each and 850,000 Ordinary Shares of £1 each to £850,000 consisting of 850,000 Ordinary Shares of £1 each, by repaying to the holders of the Preference Shares the sum of £1 per share and all accruals (if any) of the fixed cumulative preferential dividend thereon calculated down to the date of repayment and cancelling all the said Preference Shares, provided that such reduction shall not be proceeded with should all the 2139 Preference Shares distinctly numbered 639 to 1138 inclusive, 1416 to 1515 inclusive, 4747 to 5046 inclusive, 7608 to 7846 inclusive, 10347 to 11346 inclusive be acquired by The Cape Asbestos Company Limited before 3 o'clock in the afternoon on Friday the 15th day of November, 1968 in which event this Resolution shall forthwith be deemed to be of no force or effect.
2. That subject to and upon the Special Resolution numbered 1 above being confirmed by the Court and taking effect, the share capital of the Company be increased to its former amount of £865,000 by the creation of 15,000 Preference Shares of £1 each with mutatis mutandis the same rights, privileges and conditions as those cancelled in terms of the Special Resolution numbered 1 above.

L. C. DAWSON,  
Chairman

28 NOV 1968

o. 43527 / 201

THE COMPANIES ACT, 1948

=====

COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION  
(Pursuant to Section 10)

of

SMALL AND PARKES LIMITED

passed the 29th day of May, 1969

=====

At an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at the Registered Office  
of the Company on Thursday, the 29th day of May, 1969,  
the following Special Resolution was duly passed:-

In Article 11 the word 'twelve'  
shall be substituted for the word  
'ten'

F. P. PARKES

Chairman

JB  
[Handwritten signature and stamp]

43527  
213

THE COMPANIES ACTS, 1862 to 1890

AND

THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES.

---

**Memorandum**

*(As amended by Special Resolutions passed 31st March, 1953  
and 5th July, 1966)*

AND

**Articles of Association**

*(Adopted by Special Resolution passed 23rd March, 1966).*

OF

**SMALL AND PARKES LIMITED.**

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Incorporated the 11th day of March, 1895.

COBBETT, WHEELER & COBBETT,  
49, Spring Gardens,  
MANCHESTER, 2.

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HUTTON, HARTLEY & CO. LTD.  
MANUFACTURING, LEGAL AND COMMERCIAL STATIONERS, ACCOUNT BOOK MAKERS,  
PRINTERS, LITHOGRAPHERS, AND RELIEF STAMPERS,  
COMPANIES PRESS, DERBY STREET, MANCHESTER, 2.

THE COMPANIES ACTS, 1862 TO 1890  
AND  
THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES.

---

**Memorandum**

*(As amended by Special Resolutions passed 31st March, 1953  
and 5th July, 1966)*

AND

**Articles of Association**

*(Adopted by Special Resolution passed 23rd March, 1966).*

OF

**SMALL AND PARKES LIMITED.**

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Incorporated the 11th day of March, 1895.

COBBETT, WHEELER & COBBETT,  
49, Spring Gardens,  
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HUTTON, HARTLEY & CO. LTD.  
MANUFACTURING, LEGAL AND COMMERCIAL STATIONERS, ACCOUNT BOOK MAKERS,  
PRINTERS, LITHOGRAPHERS, AND RELIEF STAMPERS,  
COMPANIES PRESS, DERBY STREET, MANCHESTER, 8.

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RECEIVED  
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## Certificate of the Incorporation of a Company

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I hereby Certify that SMALL AND PARKES LIMITED (originally called THE FRICTIONLESS ENGINE PACKING COMPANY, LIMITED which name was changed by SPECIAL RESOLUTION and with the Authority of the BOARD OF TRADE on the twentieth day of September One thousand nine hundred and seven) was Incorporated under the Companies' Acts, 1862 to 1890 as a Limited Company, on the eleventh day of March One thousand eight hundred and ninety five.

Given under my hand at London this thirteenth day of January One thousand nine hundred and sixty six.

A. E. WHITEBY,

*Assistant Registrar of Companies*

No. 43527C

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES

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## Special Resolution

(Pursuant to Section 10)

OF

## SMALL AND PARKES LIMITED

passed the 29th day of May, 1969

---

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company on Thursday, the 29th day of May, 1969, the following Special Resolution was duly passed:-

“That the Articles of Association of the Company be altered in the manner following:-

In Article 11 the word ‘twelve’ shall be substituted for the word ‘ten’.”

F. P. PARKES

*Chairman*

THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES.

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Special Resolutions

OF

**SMALL AND PARKES LIMITED.**

---

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held on the 11th day of November, 1968, the following SPECIAL RESOLUTIONS were passed :—

1. That the share capital of the Company be reduced from £865,000 divided into 15,000 Preference Shares of £1 each and 850,000 Ordinary Shares of £1 each to £850,000 consisting of 850,000 Ordinary Shares of £1 each, by repaying to the holders of the Preference Shares the sum of £1 per share and all accruals (if any) of the fixed cumulative preferential dividend thereon calculated down to the date of repayment and cancelling all the said Preference Shares, provided that such reduction shall not be proceeded with should all the 2,139 Preference Shares distinctly numbered 639 to 1,138 inclusive, 1,416 to 1,515 inclusive, 4,747 to 5,046 inclusive, 7,608 to 7,846 inclusive, 10,347 to 11,346 inclusive be acquired by The Cape Asbestos Company Limited before 3 o'clock in the afternoon on Friday the 15th day of November, 1968, in which event this Resolution shall forthwith be deemed to be of no force or effect.
2. That subject to and upon the Special Resolution numbered 1 above being confirmed by the Court and taking effect, the share capital of the Company be increased to its former amount of £865,000 by the creation of 15,000 Preference Shares of £1 each with *mutatis mutandis* the same rights, privileges and conditions as those cancelled in terms of the Special Resolution numbered 1 above.

L. C. DAWSON,

*Chairman.*



No. 43527C.

THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES.

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## Special Resolutions

OF

## SMALL AND PARKES LIMITED.

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held on the 11th day of November, 1968, the following SPECIAL RESOLUTIONS were passed :—

1. That the share capital of the Company be reduced from £865,000 divided into 15,000 Preference Shares of £1 each and 850,000 Ordinary Shares of £1 each to £850,000 consisting of 850,000 Ordinary Shares of £1 each, by repaying to the holders of the Preference Shares the sum of £1 per share and all accruals (if any) of the fixed cumulative preferential dividend thereon calculated down to the date of repayment and cancelling all the said Preference Shares, provided that such reduction shall not be proceeded with should all the 2,139 Preference Shares distinctly numbered 639 to 1,138 inclusive, 1,416 to 1,515 inclusive, 4,747 to 5,046 inclusive, 7,608 to 7,846 inclusive, 10,347 to 11,346 inclusive be acquired by The Cape Asbestos Company Limited before 3 o'clock in the afternoon on Friday the 15th day of November, 1968, in which event this Resolution shall forthwith be deemed to be of no force or effect.
2. That subject to and upon the Special Resolution numbered 1 above being confirmed by the Court and taking effect, the share capital of the Company be increased to its former amount of £865,000 by the creation of 15,000 Preference Shares of £1 each with *mutatis mutandis* the same rights, privileges and conditions as those cancelled in terms of the Special Resolution numbered 1 above.

L. C. DAWSON,

*Chairman.*

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

OF

SMALL AND PARKES LIMITED.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held on the 5th day of July, 1966, the following SPECIAL RESOLUTIONS were passed :—

1. That the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be numbered (j<sup>1</sup>) immediately after paragraph (j) of Clause 3 thereof :—

“(j<sup>1</sup>) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.”; and

2. That notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee any Debenture Stock or other obligation of its Parent Company The Cape Asbestos Company Limited and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of The Cape Asbestos Company Limited or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.

L. C. DAWSON,  
*Chairman.*

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THE COMPANIES ACTS, 1862 to 1890

and

THE COMPANIES ACT, 1948,

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COMPANY LIMITED BY SHARES,

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## Memorandum of Association

OF

# SMALL AND PARKES LIMITED.

*(As amended by Special Resolutions passed 31st March, 1953  
and 5th July, 1966).*

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1. The name of the Company is "SMALL AND PARKES LIMITED." \*

\* Changed from  
"The Frictionless  
Engine Packing  
Company  
Limited" on 20th  
September, 1907.

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

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

- (a) To acquire the goodwill of the business of Engine Packing Manufacturers and Merchants, now carried on by Messrs. The Frictionless Engine Packing Company and certain leasehold hereditaments occupied by them in connection with the said business, and to acquire and undertake the whole or any of the assets and liabilities of The Frictionless Engine Packing Company in connection therewith, and to carry on such business.
- (b) To adopt and carry into effect, with or without modifications, an Agreement dated the fourth day of February 1895, and made between Harry Gordon Small and George William Parkes of the one part, and Robert Vicars Critchley, on behalf of this Company, of the other part, a copy whereof has for the purpose of identification been endorsed with the signatures of the said Harry Gordon Small and George William Parkes, and two of the subscribers hereto.
- (c) To carry on the business of manufacturers and merchants of engine packings, power transmission beltings, spindle tapes, listings and webbings, brake and clutch

linings and engineering bearings and laminates, and all branches of such business, and to carry on any other business which may seem to the Board 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. To buy, sell, manufacture, manipulate, import, export, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or required by any customers or other persons having dealings with the Company.

- (d) To purchase or otherwise acquire and undertake all or any part of the business, property or liabilities of any person or company, carrying on any business or engaged in any undertaking which this Company is authorised to carry on, or engaged in, or possessed of property or rights suitable for any of the purposes of this Company.
- (e) To enter into partnership or into any arrangement for sharing profits, union of interests, or co-operation with any person or company carrying on, or about to carry on, any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in, and to lend money to subsidise, guarantee the contracts of, or otherwise assist any such person or company.
- (f) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To apply for, obtain, acquire, or deal with, or enter into Acts of Parliament, Provisional Orders, concessions, grants, powers, or covenants, from or with governments, municipal, or other authorities or persons, or to subscribe to the expense of obtaining the same, either in the name of the Company or otherwise, as may be thought expedient, and to oppose any proceedings in Parliament or elsewhere which may seem directly or indirectly calculated to affect the Company's interests prejudicially.
- (h) To purchase or otherwise acquire any inventions, patents, licenses, concessions, trade marks, and the like, whether at home or abroad, conferring an exclusive

or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to make application for letters patent, licenses, concessions for inventions, or trade marks, and to use, exercise, develop, and grant licenses in respect of or otherwise turn to account the property and rights so acquired.

- (i) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business; and in particular any lands, buildings, machinery, plant, stock-in-trade, licenses, trade marks, easements, and privileges, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (j) To lend money to any company, partnership, association, or persons, and in particular to customers of the Company, upon security of their undertaking, property, estate, assets, and effects, or any part thereof, or without any security, and generally upon such terms as the Company may deem expedient, and to guarantee the performance of contracts by any such persons.
- (j<sup>1</sup>) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (k) To make, draw, accept, indorse, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

Inserted pursuant  
to Special  
Resolution passed  
on 5th July, 1966.

- (l) To sell, improve, manage, develop, exchange, let on rent, royalty share of profits or otherwise, grant licenses, easements and other rights of and over, mortgage, dispose of, turn to account, or otherwise deal with, all or any of the property and rights of the Company,
- (m) To refer any claim or demand by or against the Company to arbitration, and observe and perform the awards.
- (n) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (o) To establish or promote, or concur in establishing or promoting, other companies for all or any of the objects mentioned in this Memorandum, and to transfer to any such company any property of this Company, and to take or otherwise acquire and hold shares, debentures, or other securities in or of any such company, and to subsidise or otherwise assist any such company, and to guarantee or underwrite subscriptions for any stock or securities of any such company, or to subscribe for the same or any part thereof.
- (p) To borrow or raise money for the purpose of the Company's business in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock, and in security of such money so borrowed to mortgage, pledge or charge the whole or any part of the property, assets, or revenue, of the Company, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other usual and necessary powers, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company.
- (q) To receive money on deposit and lend and make advances with or without security and upon such terms as may be thought proper.

- (r) To create and issue at par, or at a premium or discount debentures, mortgage debentures, debenture stock and other securities payable to bearer or otherwise, and either permanent, or redeemable, or repayable and collaterally to secure any securities of the Company by means of a trust deed or otherwise.
- (s) To procure the Company to be registered or otherwise legally organised in any foreign country or place beyond the seas.
- (t) To issue any shares of the Company at such times and in such manner, and either at par or at premium, or as fully or in part paid up, and generally upon such terms and conditions in every respect as the Board of the Company shall think fit.
- (u) To issue any shares or securities which the Company has power to issue by way of security and indemnity, to any person whom the Company has agreed or is bound to indemnify.
- (v) To pay for any shares or rights acquired by the Company, either in cash or in shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has to issue, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (w) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or any securities of any company, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase of the undertaking, subject to the liabilities of this or any such other company, with or without winding up, or by sale or purchase of all the shares, stock or securities of this or any such other company as aforesaid, or by partnership, or any arrangement in the nature of partnerships, or in any other manner.

(y) To support or subscribe to any charitable or public object, and to give pensions, gratuities, donations, and emoluments to any person, and to support and subscribe to any schools and any educational, scientific, literary, religious, or charitable institutions, or trade societies, whether such societies be solely connected with any trade or trades carried on by the Company or not, and any club or other establishment calculated to advance the interests of the Company, or of the persons employed by the Company.

(z) To distribute amongst the Members in specie any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction (if any) for the time being, required by law.

(aa) To exercise the powers given by the Companies Seals Act, 1864, in any case in which the Board shall deem it necessary so to do for the purpose of more properly or effectually carrying on the business of the Company elsewhere than in the United Kingdom.

Paragraph (bb)  
deleted by Special  
Resolution passed  
31st March, 1963.

(cc) To remunerate any person or persons or company or companies for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, and to remunerate the trustees or trustee for debenture holders, or any factor, attorney, or servant, and also any law agent employed by them.

(dd) To do all or any of the above things in the United Kingdom, or any other country, colony, or dependency, either as principals or agents, and either through agents, trustees, or otherwise, and either alone or in conjunction with others, and either in the name of the Company, or of any company, firm or person, as trustee for the Company.

(ee) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them, and it is declared that in this Memorandum the word "Company" is to be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere.



4. The liability of the Members is limited.

5. \* The capital of the Company is £115,000, divided into 100,000 Ordinary Shares of £1 each and 15,000 Preference Shares of £1 each. The Preference Shares confer on the holders thereof the right to a fixed cumulative preferential dividend at such rate as after deducting Income Tax (but not exceeding 6s. in the £) for the time being payable will yield a clear six per cent. per annum on the capital for the time being paid up or credited as paid up on such shares and the right in a winding up to payment off of capital and arrears of dividend whether declared or undeclared up to the commencement of the winding up in priority to the Ordinary Shares but shall not confer any further right to participate in profits or assets and also shall not confer the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while such preferential dividend shall not be in arrear. The capital may be increased, and any increased capital or any part thereof may be issued with such preferential dividend, or preferential right in the distribution of the assets of the Company, or both, or with such deferred dividend or postponement in the distribution of the assets of the Company as the Company shall think expedient.

By a Scheme of Arrangement sanctioned by an Order of the Chancery of the County Palatine of Lancaster made on the 28th March 1927 the rights of the respective classes of shares in the capital of the Company were altered so as to be as above stated.

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\* The capital of the Company on 5th July, 1966 consisted of £865,000, divided into 15,000 Preference Shares of £1 each and 850,000 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses and descriptions 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 to our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
H. G. SMALL, Wythburn, Heaton Moor, Lancashire, Engineer ... ..	One.
GEO. W. PARKES, 80 Station Road, South Shore, Blackpool, Lancashire, Engine Packing Manufacturer ... ..	One.
CHAS. H. PARKES, Moorfield, Stockport, Cheshire, Hardware Merchant ... ..	One.
A. M. PARKES, 80 Station Road, South Shore, Blackpool, Lancashire, Married Woman ... ..	One.
A. M. GORDON SMALL, Wythburn, Heaton Moor, Lancashire, Married Woman ... ..	One.
WM. H. BOOTH, 36 Rosendale Road, West Dulwich, Surrey, Hydraulic Engineer ... ..	One.
R. V. CRITCHLEY, 6 St. James' Square, Manchester, Lancashire, Chartered Accountant ... ..	One.

Dated the Ninth day of March, One thousand eight hundred and ninety-five.

Witness to the above Signatures of Harry Gordon Small, George William Parkes, Charles Herbert Parkes, William Henry Booth, and Robert Vicars Critchley—

T. W. MARKLAND,  
Solicitor,  
MANCHESTER.

Witness to the Signature of Annic Margaret Parkes—

JABEZ WRIGHTMAN,  
Coachman,  
KIRKHAM, Lancashire.

Witness to the Signature of Amy Margharita Gordon Small—

JANE GRIFFITHS,  
Wythburn,  
HEATON MOOR, Lancashire,  
Domestic Servant.

THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES.

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NEW  
Articles of Association

OF

**SMALL AND PARKES LIMITED.**

*(Adopted by Special Resolution passed on 23rd March, 1966).*

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PRELIMINARY.

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (including those Regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following Regulations of the said Table A (hereinafter called "Table A") shall not apply to the Company, that is to say, Regulations 2, 3, 4, 24, 53, 54, 75, 77, 79, 84 (2), 84 (4), 87, 89 to 97 (inclusive) and 107 of Part I thereof and Regulation 4 of Part II thereof.

2. The Company is a Private Company within the meaning of Section 28 of the Act.

3. The shares in the original or any increased capital of the Company shall, save as otherwise directed by the Company in General Meeting, be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they may think most beneficial to the Company.

4. The lien conferred by Regulation 11 of Part I of Table A shall apply to all Ordinary Shares of the Company whether fully paid or not and to all Ordinary Shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder or not or shall be one of several joint holders. Regulation 11 of Part I of Table A shall be varied accordingly.

5. The capital of the Company at the time of the adoption of these Articles is £865,000 divided into 15,000 Preference Shares of £1 each and 850,000 Ordinary Shares of £1 each to which the following rights, privileges and conditions are attached respectively, that is to say :—

- (A) Subject to the provisions of these Articles and to any special rights, privileges or conditions for the time being attached to any shares for the time being forming part of the capital of the Company, the profits of the Company which the Directors recommend to be distributed and which it shall be determined to distribute by way of dividend in respect of each year shall be applied as follows and in the following order of priority, that is to say :

First : in the payment of a fixed cumulative preferential dividend at such a rate as after deducting Income Tax (but not exceeding 6/- in the £) for the time being payable will yield a clear Six per centum per annum on the amounts for the time being paid up or credited as paid up on the Preference Shares and of any arrears of such dividend.

Secondly: the balance of such profits shall be distributed amongst the holders of Ordinary Shares by way of dividend in proportion to the amounts for the time being paid up or credited as paid up on the Ordinary Shares held by them respectively.

- (B) If the Company shall be wound up, then, subject to any special rights for the time being attached to any special class of shares for the time being forming part of the capital of the Company, any assets available for distribution amongst the Members shall be applied as follows and in the following order of priority, that is to say :

First : in repayment of the capital paid up or credited as paid up on the Preference Shares and in payment of all arrears of the said fixed cumulative preferential dividend thereon whether declared or not down to the commencement of the winding up.

Secondly : in repayment of the capital paid up or credited as paid up on the Ordinary Shares.

Thirdly : any balance of such assets shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up at the commencing of the winding up on the Ordinary Shares held by them respectively.

(c) The Preference Shares shall not confer upon the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while the fixed cumulative preferential dividend on such Shares shall not be in arrear.

6. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by the next following Article), any share in the Company (whether or not forming part of the original capital, that is to say the capital of the Company at the time of the adoption of these Articles) may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time determine: and any preference Share may be issued on the terms that it is, or at the option of the Company is to be liable to be redeemed on such terms and in such manner as the Company may by Special Resolution determine.

7. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act and to Clause 5 of the Memorandum of Association and unless otherwise provided by the terms of issue of the shares of the class, be varied, modified, abrogated or dealt with either whilst the Company is a going concern or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of shares of the class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy at least one-tenth of the issued shares of the class, and so that if at any adjourned Meeting of such holders a quorum as above stated is not present those Members who are present shall be a quorum.

#### PROCEEDINGS AT GENERAL MEETINGS.

8. The quorum for a General Meeting shall be such number of Members (of whom not less than two shall be personally present) as are entitled to vote and hold or represent a majority of the votes entitled to be cast at that Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

9. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the same the meeting shall then be dissolved.

#### DEMAND FOR A POLL.

10. Any one Member present in person or by proxy at a General Meeting may demand a poll. Regulation 58 in Part I of Table A shall be modified accordingly.

#### DIRECTORS.

11. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two nor more than ~~ten~~ twelve.

12. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

13. A Member or Members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or, in the case of a Member being a company, signed by one of its directors on its behalf, and shall take effect upon lodgment at the Registered Office of the Company.

14. The Directors may from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other Executive Office in the management of the business of the Company, as the Directors may decide, for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (without prejudice to any claim for damages

Amended by  
Special  
Resolution  
passed 29th  
May, 1969.



Secretary  
*M. H. [illegible]*  
Director.

any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) *ipso facto* and immediately cease to be a Managing Director or such Executive Director.

15. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.

16. 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 any third party.

17. A Director notwithstanding his interest but subject to his complying with Section 109 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement, in which he is interested, or of his appointment to any office or place of profit under the Company or of the arrangement for the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

18. A Director may hold any other office or place of profit in the Company except that of Auditor and, in the case of a sole Director that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Regulation 84 (3) of Part I of Table A.

19. The Directors may establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and 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 other company which is a subsidiary of the Company or which is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and 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 other company as aforesaid or of any such persons as aforesaid, and make

payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid : Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

#### ALTERNATE DIRECTORS.

20. (A) Any Director may nominate any person approved by the Board and the Board shall appoint any person so nominated and approved, whether or not he is a Member of the Board, to be alternate Director in the place of such Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to receive notice of Meetings of Directors, and in the absence of the Director nominating him, to attend and vote thereat accordingly, but he shall *ipso facto* vacate office if and when the Director nominating him vacates office as Director, or requests the Board to remove the alternate Director from office, and any nomination or request under this Article shall be by instrument in writing, addressed to the Company under the hand of the Director making the same.

(B) Any Member of the Board appointed as an alternate Director shall at any meeting of Directors which he attends while he holds office as an alternate Director and at which the Director, whose alternate he is, is not present, be entitled to one vote in his own capacity as a Director and one further vote as such alternate Director.

(C) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him.

#### SECRETARY.

21. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they deem proper to be Secretary of the Company and the provisions of Regulations 110 and 111 of Part I of Table A shall apply to every such appointment.





*for transfer*  
*cln 3604*  
*5/6/75*  
*Hand*

*Ans.*  
**Small & Parkes Ltd.**  
Manufacturers of Brake and Clutch Linings Disc brake pads  
Registered Office  
Hengham Vale, Manchester, M9 1SX, England  
Telephone 061-205 2371  
Telex 667161  
Telegrams: Packless, Manchester.  
A Member of the Cape Industries Group

The Registrar of Companies,  
55-71, City Road,  
LONDON EC1Y 1BB

Your Ref:

Our Ref: CJD/AH.

This is an extract of a Special Resolution passed by this Company  
at the Eightieth Annual General Meeting held on Wednesday, the  
19th day of March, 1975 at 9.30 a.m.

"SPECIAL BUSINESS"

The following resolution was proposed by Mr. C.J. Davisson  
and seconded by Mr. P. Osborne and RESOLVED:

That the name of the Company be changed to Don International Limited"

*AND*  
I CERTIFY for and on behalf of SMALL & PARKES LIMITED  
this 27th day of March, 1975 that the above is a  
true extract from the Minutes of the Meeting.

*C.J. Davisson*  
C.J. Davisson,  
Director & Company Secretary

DUPLICATE

V606



## THE COMPANIES ACTS 1948 TO 1967

I hereby certify that DON INTERNATIONAL LIMITED


formerly called SMALL AND PARKES LIMITED

which name was changed by special resolution and with the approval of the Secretary of State was incorporated, under the Companies Acts 1862 to 1890

as a limited company on the 11th March 1895 and that the certificate of incorporation altered to meet the circumstances of the case was issued on the 12th June 1975

Given under my hand at London the 24th September 1976

No. 43527

  
L. G. REARDON  
Assistant Registrar of Companies

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES

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## Special Resolution

(Pursuant to Section 10)

OF

**DON INTERNATIONAL LIMITED**

passed the 10th day of August, 1978

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company on Thursday, the 10th day of August, 1978, the following Special Resolution was duly passed:—

“That the Articles of Association of the Company be altered in the manner following:

In article 11 the word ‘fourteen’ shall be substituted for the word ‘twelve’.”

F. P. PARKES,

*Chairman.*



No. 43527C/242

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

## Special Resolutions

(Pursuant to Section 10)

OF

**DON INTERNATIONAL LIMITED**

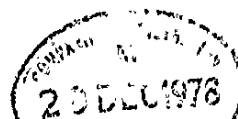
passed the 29th day of November, 1978

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 114 Park Street, London W.1. on Wednesday the 29th day of November, 1978 the following Special Resolutions were duly passed:—

1. That all special rights attached to the 15,000 Preference Shares of £1.00 each of the Company (of which 11,346 are issued) be and are hereby cancelled and that such shares shall henceforth be designated Ordinary Shares and rank *pari passu* in all respects with the existing Ordinary Shares of the Company.
2. That the regulations contained in the document produced to the Meeting and, for the purpose of identification, signed by the Chairman hereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles thereof.

F. P. PARKES,

Chairman.



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

## Special Resolutions

(Pursuant to Section 10)

OF

# DON INTERNATIONAL LIMITED

passed the 29th day of November, 1978

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 114 Park Street, London W.1. on Wednesday the 29th day of November, 1978 the following Special Resolutions were duly passed:—

1. That all special rights attached to the 15,000 Preference Shares of £1.00 each of the Company (of which 11,346 are issued) be and are hereby cancelled and that such shares shall henceforth be designated Ordinary Shares and rank *pari passu* in all respects with the existing Ordinary Shares of the Company.
2. That the regulations contained in the document produced to the Meeting and, for the purpose of identification, signed by the Chairman hereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles thereof.

F. P. PARKES,

Chairman.



THE COMPANIES ACTS, 1862 TO 1890

AND

THE COMPANIES ACTS, 1948 TO 1967

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COMPANY LIMITED BY SHARES.

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## Memorandum

*(As amended by Special Resolutions passed 31st March, 1953  
5th July, 1966, 19th March, 1975 and 29th November, 1978)*

AND

## Articles of Association

*(Adopted by Special Resolution passed 29th November, 1978).*

OF

# DON INTERNATIONAL LIMITED

---

Incorporated the 11th day of March, 1895.

PRINTED BY  
E. WRIGLEY & SONS LTD., ROCHDALE



THE COMPANIES ACTS, 1862 to 1890

AND

THE COMPANIES ACTS, 1948 to 1967

---

COMPANY LIMITED BY SHARES.

---

## **Memorandum**

*(As amended by Special Resolutions passed 31st March, 1953  
5th July, 1966, 19th March, 1975 and 29th November, 1978)*

AND

## **Articles of Association**

*(Adopted by Special Resolution passed 29th November, 1978).*

OF

# **DON INTERNATIONAL LIMITED**

---

Incorporated the 11th day of March, 1895.

PRINTED BY  
E. WRIGLEY & SONS LTD., ROCHDALE



## **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

No. 43527

I hereby certify that

**SMALL AND PARKES LIMITED**

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

**DON INTERNATIONAL LIMITED**

Given under my hand at London the 12th June, 1975.

**N. TAYLOR,**

*Assistant Registrar of Companies*





## Certificate of the Incorporation of a Company

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I hereby Certify that SMALL AND PARKES LIMITED (originally called THE FRICTIONLESS ENGINE PACKING COMPANY, LIMITED which name was changed by SPECIAL RESOLUTION and with the Authority of the BOARD OF TRADE on the twentieth day of September One thousand nine hundred and seven) was Incorporated under the Companies' Acts, 1862 to 1890 as a Limited Company, on the eleventh day of March One thousand eight hundred and ninety five.

Given under my hand at London this thirteenth day of January  
One thousand nine hundred and sixty six.

A. E. WHITBY,  
*Assistant Registrar of Companies*

No. 43527C

THE COMPANIES ACTS, 1948 TO 1967

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COMPANY LIMITED BY SHARES

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## Special Resolutions

(Pursuant to Section 10)

OF

# DON INTERNATIONAL LIMITED

passed the 29th day of November, 1978

---

---

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 114 Park Street, London W.1. on Wednesday the 29th day of November, 1978 the following Special Resolutions were duly passed:—

1. That all special rights attached to the 15,000 Preference Shares of £1.00 each of the Company (of which 11,346 are issued) be and are hereby cancelled and that such shares shall henceforth be designated Ordinary Shares and rank *pari passu* in all respects with the existing Ordinary Shares of the Company.
2. That the regulations contained in the document produced to the Meeting and, for the purpose of identification, signed by the Chairman hereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles thereof.

F. P. PARKES,

Chairman.

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES

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## **Special Resolution**

(Pursuant to Section 10)

OF

**SMALL AND PARKES LIMITED**

passed the 19th day of March, 1975

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At an ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company on Wednesday, the 19th day of March, 1975, the following Special Resolution was duly passed:—

“That the name of the Company be changed to  
Don International Limited.”

F. P. PARKES

*Chairman*

THE COMPANIES ACTS, 1862 TO 1890  
and  
THE COMPANIES ACTS, 1948 TO 1967

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COMPANY LIMITED BY SHARES

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**Memorandum of Association**

OF

**DON INTERNATIONAL LIMITED**

*(As amended by Special Resolutions passed 31st March, 1953  
5th July, 1966, 19th March, 1975 and 29th November, 1978)*

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1. The name of the Company is "DON INTERNATIONAL LIMITED." \*

\*Changed from  
"The Frictionless  
Engine Packing  
Company Limited"  
on 20th September,  
1907, and from  
"Small and Parkes  
Limited" on  
19th March, 1975.

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

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

(a) To acquire the goodwill of the business of Engine Packing Manufacturers and Merchants, now carried on by Messrs. The Frictionless Engine Packing Company and certain leasehold hereditaments occupied by them in connection with the said business, and to acquire and undertake the whole or any of the assets and liabilities of The Frictionless Engine Packing Company in connection therewith, and to carry on such business.

(b) To adopt and carry into effect, with or without modifications, an Agreement dated the fourth day of February 1895, and made between Harry Gordon Small and George William Parkes of the one part, and Robert Vicars Critchley, on behalf of this Company, of the other part, a copy whereof has for the purpose of identification been endorsed with the signatures of the said Harry Gordon Small and George William Parkes, and two of the subscribers hereto.

(c) To carry on the business of manufacturers and merchants of engine packings, power transmission beltings, spindle tapes, listings and webbings, brake and clutch

linings and engineering bearings and laminates, and all branches of such business, and to carry on any other business which may seem to the Board 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. To buy, sell, manufacture, manipulate, import, export, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or required by any customers or other persons having dealings with the Company.

- (d) To purchase or otherwise acquire and undertake all or any part of the business, property or liabilities of any person or company, carrying on any business or engaged in any undertaking which this Company is authorised to carry on, or engaged in, or possessed of property or rights suitable for any of the purposes of this Company.
- (e) To enter into partnership or into any arrangement for sharing profits, union of interests, or co-operation with any person or company carrying on, or about to carry on, any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in, and to lend money to subsidise, guarantee the contracts of, or otherwise assist any such person or company.
- (f) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To apply for, obtain, acquire, or deal with, or enter into Acts of Parliament, Provisional Orders, concessions, grants, powers, or covenants, from or with governments, municipal, or other authorities or persons, or to subscribe to the expense of obtaining the same, either in the name of the Company or otherwise, as may be thought expedient, and to oppose any proceedings in Parliament or elsewhere which may seem directly or indirectly calculated to affect the Company's interests prejudicially.
- (h) To purchase or otherwise acquire any inventions, patents, licences, concessions, trade marks, and the like, whether at home or abroad, conferring an exclusive

or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to make application for letters patent, licences, concessions for inventions, or trade marks, and to use, exercise, develop, and grant licenses in respect of or otherwise turn to account the property and rights so acquired.

- (i) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business; and in particular any lands, buildings, machinery, plant, stock-in-trade, licenses, trade marks, easements, and privileges, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (j) To lend money to any company, partnership, association, or persons, and in particular to customers of the Company, upon security of their undertaking, property, estate, assets, and effects, or any part thereof, or without any security, and generally upon such terms as the Company may deem expedient, and to guarantee the performance of contracts by any such persons.
- (j<sup>1</sup>) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (k) To make, draw, accept, indorse, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

Inserted pursuant  
to Special  
Resolution passed  
on 5th July, 1966.

- (l) To sell, improve, manage, develop, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over, mortgage, dispose of, turn to account, or otherwise deal with, all or any of the property and rights of the Company.
- (m) To refer any claim or demand by or against the Company to arbitration, and observe and perform the awards.
- (n) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (o) To establish or promote, or concur in establishing or promoting, other companies for all or any of the objects mentioned in this Memorandum, and to transfer to any such company any property of this Company, and to take or otherwise acquire and hold shares, debentures, or other securities in or of any such company, and to subsidise or otherwise assist any such company, and to guarantee or underwrite subscriptions for any stock or securities of any such company, or to subscribe for the same or any part thereof.
- (p) To borrow or raise money for the purpose of the Company's business in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock, and in security of such money so borrowed to mortgage, pledge or charge the whole or any part of the property, assets, or revenue, of the Company, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other usual and necessary powers, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company.
- (q) To receive money on deposit and lend and make advances with or without security and upon such terms as may be thought proper.

- (r) To create and issue at par, or at a premium or discount debentures, mortgage debentures, debenture stock and other securities payable to bearer or otherwise, and either permanent, or redeemable, or repayable and collaterally to secure any securities of the Company by means of a trust deed or otherwise,
- (s) To procure the Company to be registered or otherwise legally organised in any foreign country or place beyond the seas.
- (t) To issue any shares of the Company at such times and in such manner, and either at par or at premium, or as fully or in part paid up, and generally upon such terms and conditions in every respect as the Board of the Company shall think fit.
- (u) To issue any shares or securities which the Company has power to issue by way of security and indemnity, to any person whom the Company has agreed or is bound to indemnify.
- (v) To pay for any shares or rights acquired by the Company, either in cash or in shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has to issue, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (w) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or any securities of any company, or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase of the undertaking, subject to the liabilities of this or any such other company, with or without winding up, or by sale or purchase of all the shares, stock or securities of this or any such other company as aforesaid, or by partnership, or any arrangement in the nature of partnerships, or in any other manner.



(y) To support or subscribe to any charitable or public object, and to give pensions, gratuities, donations, and emoluments to any person, and to support and subscribe to any schools and any educational, scientific, literary, religious, or charitable institutions, or trade societies, whether such societies be solely connected with any trade or trades carried on by the Company or not, and any club or other establishment calculated to advance the interests of the Company, or of the persons employed by the Company.

(z) To distribute amongst the Members in specie any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction (if any) for the time being, required by law.

(aa) To exercise the powers given by the Companies Acts, 1864, in any case in which the Board shall deem it necessary so to do for the purpose of more properly or effectually carrying on the business of the Company elsewhere than in the United Kingdom.

(cc) To remunerate any person or persons or company or companies for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, and to remunerate the trustees or trustee for debenture holders, or any factor, attorney, or servant, and also any law agent employed by them.

(dd) To do all or any of the above things in the United Kingdom, or any other country, colony, or dependency, either as principals or agents, and either through agents, trustees, or otherwise, and either alone or in conjunction with others, and either in the name of the Company, or of any company, firm or person, as trustee for the Company.

(ee) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them, and it is declared that in this Memorandum the word "Company" is to be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere.

Paragraph (bb)  
deleted by Special  
Resolution passed  
31st March, 1953.

4. The liability of the Members is limited.

5. \* The capital of the Company is £115,000, divided into 100,000 Ordinary Shares of £1 each and 15,000 Preference Shares of £1 each. The Preference Shares confer on the holders thereof the right to a fixed cumulative preferential dividend at such rate as after deducting Income Tax (but not exceeding 6s. in the £) for the time being payable will yield a clear six per cent, per annum on the capital for the time being paid up or credited as paid up on such shares and the right in a winding up to payment off of capital and arrears of dividend whether declared or undeclared up to the commencement of the winding up in priority to the Ordinary Shares but shall not confer any further right to participate in profits or assets and also shall not confer the right to receive notice of or to attend or vote either in person or by proxy at General Meetings of the Company if and while such preferential dividend shall not be in arrear. The capital may be increased, and any increased capital or any part thereof may be issued with such preferential dividend, or preferential right in the distribution of the assets of the Company, or both, or with such deferred dividend or postponement in the distribution of the assets of the Company as the Company shall think expedient.

By a Scheme of Arrangement sanctioned by an Order of the Chancery of the County Palatine of Lancaster made on the 28th March 1927 the rights of the respective classes of shares in the capital of the Company were altered so as to be as above stated.

---

\* The capital of the Company on 29th November, 1978 consisted of £865,000, divided, in accordance with Special Resolution passed 29th November, 1978, into 865,000 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses and descriptions 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 to our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
H. G. SMALL, Wythburn, Heaton Moor, Lancashire, Engineer ... ..	One,
GEO. W. PARKES, 80 Station Road, South Shore, Blackpool, Lancashire, Engine Packing Manufacturer ... ..	One,
CHAS. H. PARKES, Moorfield, Stockport, Cheshire, Hardware Merchant ... ..	One.
A. M. PARKES, 80 Station Road, South Shore, Blackpool, Lancashire, Married Woman ... ..	One.
A. M. GORDON SMALL, Wythburn, Heaton Moor, Lancashire, Married Woman ... ..	One.
WM. H. BOOTH, 36 Rosendale Road, West Dulwich, Surrey, Hydraulic Engineer ... ..	One.
R. V. CRITCHLEY, 6 St. James' Square, Manchester, Lancashire, Chartered Accountant ... ..	One.

Dated the Ninth day of March, One thousand eight hundred and ninety-five.

Witness to the above Signatures of Harry Gordon Small, George William Parkes, Charles Herbert Parkes, William Henry Booth, and Robert Vicars Critchley—

T. W. MARKLAND,  
Solicitor,  
MANCHESTER.

Witness to the Signature of Annie Margaret Parkes—  
JABEZ WRIGHTMAN,  
Coachman,  
KIRKHAM, Lancashire.

Witness to the Signature of Amy Margharita Gordon Small—  
JANE GRIFFITHS,  
Wythburn,  
HEATON MOOR, Lancashire,  
Domestic Servant.

THE COMPANIES ACTS, 1948 to 1967

---

COMPANY LIMITED BY SHARES

---

NEW

Articles of Association

OF

**DON INTERNATIONAL LIMITED**

*(Adopted by Special Resolution passed on 29th November, 1978)*

---

PRELIMINARY

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (including those regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company viz: Clauses 24, 53, 54, 75, 79, 84(2), 84(4), and 89 to 97 inclusive of Part I thereof and Clause 4 of Part II thereof.

2. The Company is a Private Company within the meaning of Section 28 of the Act.

3. The shares in the original or any increased capital of the Company shall, save as otherwise directed by the Company in General Meeting, be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they may think most beneficial to the Company.

PROCEEDINGS AT GENERAL MEETINGS

4. The quorum for a General Meeting shall be two members present in person or by proxy and holding or representing a majority of the votes entitled to be cast at that meeting, and no business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

## DEMAND FOR A POLL

5. Any one Member present in person or by proxy at a General Meeting may demand a poll.

## DIRECTORS

6. The Directors of the Company shall not be less than two in number. The Company may by Ordinary Resolution from time to time increase the minimum number or fix and from time to time vary the maximum number of Directors.

7. (A) The holders of shares representing not less than fifty-one per cent. of the share capital of the Company for the time being issued may at any time and from time to time, by notice in writing given to the Company at its registered office, appoint any person to be a Director of the Company or remove any Director from office.

(B) Without prejudice to the foregoing the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any maximum number fixed in accordance with these Articles.

8. The Directors may from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other Executive Office in the management of the business of the Company, as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) *ipso facto* and immediately cease to be a Managing Director or such Executive Director.

9. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.

10. 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 any third party.

11. A Director notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested, or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

12. A Director may hold any other office or place of profit in the Company except that of Auditor upon such terms as may be arranged by the Board under and in accordance with Clause 84(3) of Part I of Table A.

### ALTERNATE DIRECTORS

13. (A) Any Director may nominate any person approved by the Board and the Board shall appoint any person so nominated and approved, whether or not he is a Member of the Board, to be alternate Director in the place of such Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to notice of Meetings of Directors, and in the absence of the Director nominating him, to attend and vote thereat accordingly, but he shall *ipso facto* vacate office if and when the Director nominating him vacates office as Director, or requests the Board to remove the alternate Director from office and any nomination or request under this clause shall be by instrument in writing, addressed to the Company under the hand of the Director making the same.

(B) Any Member of the Board appointed as an alternate Director shall at any meeting of Directors which he attends while he holds office as an alternate Director and at which the Director, whose alternate he is, is not present be entitled to one vote in his own capacity as a Director and one further vote as such alternate Director.

- (c) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him.

#### SECRETARY

14. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the Company and the provisions of Clauses 110 and 111 of Part I of Table A shall apply to every such appointment.

page: 1



The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution  
of  
DON INTERNATIONAL LIMITED

Passed 12th April 1985

At an EXTRAORDINARY GENERAL MEETING of the above Company, duly convened, and held on the 12th day of April 1985, it was resolved that the name of the Company be changed to NODIT LIMITED

Dated this 12th day of April 1985



D. Llewellyn  
Chairman of the Meeting



BARC.436758 240

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 43527 / 289

I hereby certify that

DON INTERNATIONAL LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
NODIT LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 15TH MAY 1985

*M. Saunders*  
M. SAUNDERS (MRS)

an authorised officer

43527


MODIT LIMITED

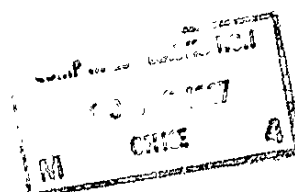
EXTRACT FROM MINUTES OF THE 1986  
ANNUAL GENERAL MEETING HELD AT  
THE REGISTERED OFFICE ON 4TH AUGUST 1986

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

"IT WAS RESOLVED THAT the Company, being  
eligible under Section 252 of the Companies Act 1985,  
exempts itself from the obligation to appoint  
auditors as otherwise required by Section 384 of  
the Companies Act 1985".

I hereby certify that the above is a true extract.

  
\_\_\_\_\_  
SECRETARY.



Section 89(3) The Insolvency Act 1986

Members' Voluntary Winding Up  
Declaration of Solvency Embodying  
a Statement of Assets and Liabilities

**S. 89(3)**

Pursuant to Section 89(3) of the Insolvency Act 1986

To the Registrar of Companies

For official use

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Company Number

43527

Name of Company

b) Insert full name of company

(a) NODIT

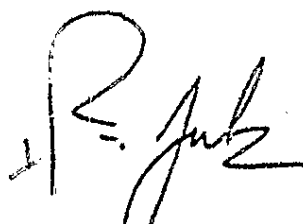
Limited

c) Insert full name(s) and address(es)

I/we (b) FRANCIS KEITH JOHN JACKSON  
The Artist's House,  
Station Road,  
Goring-on-Thames,  
Reading,  
Berkshire RG8 9HA

attach a declaration of solvency embodying a statement of assets and liabilities

Signed



F.K.J. JACKSON

Date 12th March, 1991

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

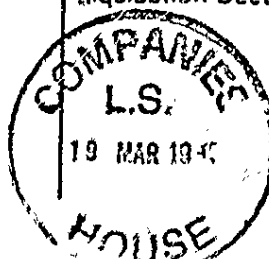
F.A. SIMMS  
F.A. SIMMS & CO.  
INSOL HOUSE  
39 STATION ROAD  
LUTTERWORTH,  
LEICS. LE17 4AP

FAS/PS/RJ/1728

For Official Use

Liquidation Section

Post Room



## Section 89(3) The Insolvency Act 1986

Members' Voluntary Winding Up  
Declaration of Solvency  
Embodying a Statement of  
Assets and Liabilities

Company Number 43527Name of Company NODITLimitedPresented by F.A. SIMMS, F.A. Simms & Co., Insol House,  
39 Station Road, Lutterworth, Leics.

## Declaration of Solvency

(a) Insert names and addresses

We (a) JOHN LESLIE SPARKES, High House, Bell Hill, Lamarsh, Bures  
Suffolk.FRANCIS KEITH JOHN JACKSON, The Artist's House, Station Road,  
Goring-on-Thames, Reading, Berks. RG8 9HA

(b) Delete as applicable

(c) Insert name of company

(d) Insert a period of months not exceeding 12

(e) Insert date

being (b) ~~(all the)~~ ~~(members of the)~~ directors of (c) NODIT LIMITED  
do solemnly and sincerely declare that we have made a full enquiry into the affairs of this company, and that, having done so, we have formed the opinion that this company will be able to pay its debts in full together with interest at the official rate within a period of (d) 12 months, from the commencement of the winding up.

We append a statement of the company's assets and liabilities as at (e) 28th Feb. 1991 being the latest practicable date before the making of this declaration.

We make this solemn declaration, conscientiously believing it to be true, and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

1372 UxbridgeRoad Hellenston Midlandsthis 12th March 1991 beforeme,[Signature](M. J. Fuller)Phicor & Nott  
Public

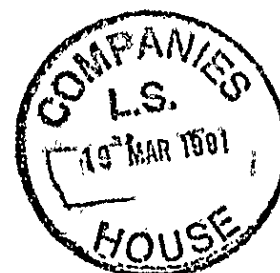
[Signature]  
J.L. SPARKES

[Signature]  
F.K.J. JACKSON

Statement as at 28th February, 1991 showing assets at estimated  
realisable values and liabilities expected to rank

Assets and liabilities			Estimated to realise or to rank for payment to nearest £
<b>Assets:</b>			£
	Balance at Bank		
	Cash in Hand		
	Marketable Securities		
	Bills Receivable		
	Trade Debtors		
	Loans and Advances		
	Unpaid Calls		
	Stock in Trade		
	Work in Progress		
	Due from Holding Company		1,407,326
	Freehold Property		
	Leasehold Property		
	Plant and Machinery		
	Furniture, Fittings, Utensils etc		
	Patents, Trade Marks etc		
	Investments other than Marketable Securities		
	Other Property, viz		
	Estimated Realisable Value of Assets	£	1,407,326
<b>Liabilities</b>			£
	Secured on specific assets, viz		
	Secured by a Floating Charge(s)		
	Estimated Cost of Liquidation and other expenses including interest accruing until payment of debts in full		2,500
Unsecured Creditors (amounts estimated to rank for payment)			
	Trade accounts	£	£
	Bills Payable		
	Accrued expenses		
	Other Liabilities		
	Contingent Liabilities		
Estimated Surplus after paying Debts in full			£ 1,404,826

Remarks:



**G**

FORM No. 600

**600****Notice of appointment of liquidator  
Voluntary winding up  
(Members or Creditors)**Please do not  
write in  
this margin

Pursuant to section 109 of the Insolvency Act 1986

**L96**Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* Insert full name  
of company

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]  
[ ] [ ] [ ] [ ]  
[ ] [ ] [ ] [ ]

43527

Name of company

NODIT LIMITED

Nature of Business

DORMANT COMPANY

I/We give notice that I/we have been appointed liquidator(s) of the above company  
on 12th March 19 91† Delete as  
appropriateThe appointment was by [the company] [~~the creditors~~]<sup>†</sup>Type of liquidation [Members] [~~Creditors~~]<sup>†</sup>

Name of Liquidator	FRANK ARTHUR SIMMS	
Office holder number	06/2773/01	
Address	INSOL HOUSE, 39 STATION ROAD, LUTTERWORTH, LEICESTERSHIRE, LE17 4AP	
Signature	F. A. SIMMS LIQUIDATOR	Date 12TH MARCH 1991

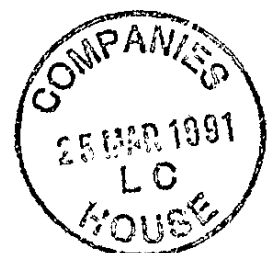
Name of Liquidator	
Office holder number	
Address	
Signature	Date

FAS/PS/JMA/1728  
Presentor's name, address and  
reference (if any):F. A. SIMMS & CO.,  
INSOL HOUSE,  
39 STATION ROAD,  
LUTTERWORTH,  
LEICESTERSHIRE,  
LE17 4AP

Time critical reference

For official use  
General section

Post room



Number of } 43527  
Company }

The Companies Act 1985

Insolvency Act 1986

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to section 378 (2) of the Companies Act 1985  
and section 84 (1) (b) of the Insolvency Act 1986)

MODIT

LIMITED

Passed 12TH MARCH, 1991.

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at

IVER LANE, UXBRIDGE, MIDDLESEX UB8 2JQ

on the 12TH day of MARCH 19 91, the subjoined  
SPECIAL RESOLUTION was duly passed, viz.:—

### RESOLUTION

That the Company be wound up voluntarily, and that  
FRANK ARTHUR SIMMS

of INSOL HOUSE, 39 STATION ROAD, LUTTERWORTH, LEICS.  
LE17 4AP

be and he is hereby appointed Liquidator  
for the purposes of such winding-up.

\*Signature.....

J. L. SPARKES - Chairman of the Meeting

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

\*For the London Gazette the signature to this form must be attested in the space below by either a solicitor, a member of a body of accountants recognised by the Department of Trade for the purpose of section 389 (1) (a) of the Companies Act 1985 or a member of The Institute of Chartered Secretaries and Administrators if the signatory is neither a solicitor nor a member of any of the above bodies.

Witness to the above signature.....

Description.....

In order to prevent any possibility of error in printing the signature, the name of the signatory should be written below in block capitals.

\*Name of signatory of resolution (in block capitals).....





**Section 380 (1) of the Companies Act 1985 provides (*inter alia*) as follows:—**

A copy of every resolution or agreement to which this section applies shall, within fifteen days after it is passed or made, be forwarded to the Registrar of Companies and recorded by him; and it must be either a printed copy or else a copy in some other form approved by the Registrar.

\* \* \* \* \*

**Section 380 (4) of the Companies Act 1985 provides (*inter alia*) as follows:—**

**This section applies to—**

- (a) special resolutions;
- (b) resolutions or agreements which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless (as the case may be) they had been passed as special resolutions or as extraordinary resolutions; and
- (c) resolutions for voluntary winding-up, passed under section 84(1)(a) of the Insolvency Act 1986.

---

**NOTE.—**The Registrar of Companies is prepared to accept copy resolutions or agreements if produced by the following processes:—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed;

or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.

**AUTHORISED INSOLVENCY PRACTITIONERS  
CERTIFICATE OF SPECIFIC PENALTY**

<p>* delete as appropriate</p> <p>* where appropriate</p>	<p>The Insolvency Act 1986, Bankruptcy (Scotland) Act 1985.</p> <p>Pursuant to Regulations 12 and 13 of the Insolvency Practitioners Regulations 1986.</p> <p>*XXXXXXXX/Accountant in Bankruptcy/XXXXXXXXXXXXXXX,</p>	
	<p>* Court Reference No. _____</p>	<p>For Official Use <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px; vertical-align: middle;"></span></p> <p>Company No. <u>43527</u></p>
<p>*) delete</p> <p>) unless</p> <p>*) appropriate</p>	<p>* Full name of Company or debtor</p>	Nodit Limited
	<p>Nature of appointment</p>	Liquidator
	<p>Name of Surety/Cautioneer</p>	Legal & General Assurance Society Ltd.
	<p>Address of Issuing Office of Surety/Cautioneer</p>	Tyman House, 42, Regent Road, Leicester, LE1 6YJ.
	<p>Bond Number/Certificate Number:</p>	GB.90365295-6/149
	<p>Bond issued by/renewal date:</p>	16 August
<p>+ Duly Authorised Officer of the Surety</p>	<p>Full name of Principal Office Holder and address:</p>	Frank Arthur Simms Messrs. F. A. Simms & Company P.O. Box 5, Lutterworth, Leics.
	<p>Authorising body:</p>	Insolvency Practitioners Association
<p>We (the Surety) hereby certify that the amount of the * (increased) Specific Penalty in respect of the above-mentioned matter shall be in the sum of <u>£1,408,000</u> (additional) Premium Payable <u>£ 381.46</u> from <u>26 March</u> 1991 date of Certificate, to the earlier of the date of discharge or release, or the date of termination.</p>		
<p>+ Signed <u><i>882Kuyro</i></u></p>		<p>Date <u>26.3.1991</u></p>
<p>Presenter's name, address and reference:</p>		<p>For Official Use</p> <p>Insolvency Section <span style="border: 1px solid black; border-radius: 50%; padding: 10px; display: inline-block; text-align: center;">             25.3.91 HOUSE           </span> </p>
<p>_____</p>		<p>Post Room</p>
<p>_____</p>		
<p>_____</p>		

NOTE: FILING INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

## FILING INSTRUCTIONS

### England

Pursuant to Regulation 12 of the Insolvency Practitioners Regulations 1986, on receipt of this document where a practitioner is appointed to act in relation to a person as a liquidator in a voluntary winding up or as an administrative receiver he shall deliver a copy to the Registrar of Companies within 14 days for Registration and where a practitioner is appointed to act in relation to a person in any other capacity in Section 388(1) or (2) of the Insolvency Act 1986 he shall within 14 days file a copy of the certificate in the court having jurisdiction in relation to that person.

### Scotland

#### Filing instructions for certificate of specific penalty in Scotland conform to Regulation 13 of the Insolvency Practitioners Regulations

1. Where a person is appointed to act in relation to a company as an Insolvency Practitioner he shall retain the certificate on the sederunt book to be kept by him under Rule 7.33 of Insolvency (Scotland) Rules 1986 (S.I 1986/1915) and shall send a copy within 14 days of receipt to the Registrar of Companies for Registration. Any further certificate of specific penalty shall be dealt with similarly.
2. Where a person is appointed as interim trustee or permanent trustee or as trustee under a trust deed he shall retain the principal copy of the certificate in the sederunt book kept for those proceedings and within 14 days of receipt send a copy to the Accountant in Bankruptcy for retention by him. Any further certificate shall be dealt with similarly.

NOTE: administrative receiver in relation to these instructions, in the case of Regulation 12, means such a receiver appointed otherwise than under Section 51 of the Insolvency Act 1986 (Appointment of Receivers under the Law of Scotland) and in the case of Regulation 13 means a receiver appointed under that section who is an administrative receiver.

Legal & General Assurance Society Limited  
Registered Office: Temple Court  
11 Queen Victoria Street London EC4N 4TP  
Registered in England No. 166055

**Pursuant to Section 192 of the  
Insolvency Act 1986**

1 1 1

To the Registrar of Companies

Company Number  
43527

Name of Company :NODIT LIMITED

I FRANK ARTHUR SIMMS, OF INSOL HOUSE, 39 STATION ROAD, LUTTERWORTH,  
LEICESTERSHIRE, LE17 4AP.

the liquidator of the company attach a copy of my statement of Receipts and Payments under Section 192 of the Insolvency Act 1986.

Signed \_\_\_\_\_ Date : 27th MARCH, 1992  
F.A. Simms Liquidator

STATEMENT OF RECEIPTS AND PAYMENTS UNDER SECTION 192 OF THE INSOLVENCY ACT  
1986.

Company's registration number :43527

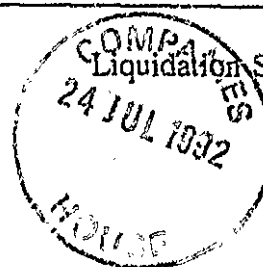
State whether members' or creditors' voluntary winding up :Members V

Date of commencement of winding up : 12th MARCH, 1991

Date to which this statement is brought down :11th MARCH, 1992

Name and address of liquidator : Frank Arthur Simms of F.A. Simms & Co., Insol House, 39 Station Road, Lutterworth, Leicestershire.

For Official Use  
Post Room



**pursuant to Section 192 of the Insolvency Act 1986**

1728

## DISBURSEMENTS

[illegible]

Disbursements, which should be carried forward to the next Account

[P.T.O.]

## ANALYSIS OF BALANCE

Total Realisations .....	£ 805.89
Total Disbursements .....	805.89
Balance	<u>0.00</u> =====
1.Cash in Hand of Liquidator .....	
2.Balance at Bank .....	0.00
3.Amount in Insolvency Services Account .....	0.00
£	
4.Amount Invested By Liquidator .....	
Less the Case of Investment Realised .....	
Balance .....	
Total Balance as shown above .....	<u>0.00</u> =====

[Note.-Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.]  
 \*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

### The Liquidator should also state -

1.The amount of the estimated assets and liabilities at the date of the commencement of the winding-up -

Assets (after deducting amounts charged to secured creditors-including the holders of floating charges) .....	£ 0.00
Liabilities-Fixed Charge Creditors .....	
Floating Charge Holders .....	
Unsecured Creditors .....	0.00

2.The total amount of capital paid up at the date of commencement of the winding up-	
Paid up in cash .....	0.00
Issued as paid up otherwise than cash .....	

3.The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

NONE

4.Why the winding up cannot yet be concluded **LEGAL DISPUTE**

5.The period within which the winding up is expected to be completed **12 MONTHS**

**S.192****Rule 4.223-CVL The Insolvency Act 1986****Liquidator's Statement of  
Receipts and Payments****Pursuant to Section 192 of the  
Insolvency Act 1986**

For Official Use

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1 1 1  
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To the Registrar of Companies

Company Number  
43527

Name of Company :NODIT LIMITED

I, FRANK ARTHUR SIMMS, OF INSOL HOUSE, 39 STATION ROAD, LUTTERWORTH,  
LEICESTERSHIRE, LE17 4AP.the liquidator of the company attach a copy of my statement of Receipts and Payments under Section 192  
of the Insolvency Act 1986.Signed \_\_\_\_\_  
F.A. Simms Liquidator

Date :25th SEPTEMBER, 1992

**STATEMENT OF RECEIPTS AND PAYMENTS UNDER SECTION 192 OF THE INSOLVENCY ACT  
1986.**

Company's registration number :43527

State whether members' or creditors' voluntary winding up :Members

Date of commencement of winding up : 12th MARCH, 1991

Date to which this statement is brought down :11th SEPTEMBER, 1992

Name and address of joint liquidators : Frank Arthur Simms of F.A. Simms & Partners, Insol House, 39  
Station Road, Lutterworth, Leicestershire.For Official Use  
Liquidation Section Post Room

## 3

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## 3

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## 1728

[illegible]

[P. 2.0]

## ANALYSIS OF BALANCE

Total Realisations .....	£ 805.89
Total Disbursements .....	805.89
	<hr/>
Balance	0.00
	<hr/>
1. Cash in Hand of Liquidator .....	
2. Balance at Bank .....	0.00
3. Amount in Insolvency Services Account .....	0.00
	<hr/>
	£
4. Amount Invested By Liquidator .....	
Less the Case of Investment Realised .....	
	<hr/>
Balance .....	
	<hr/>
Total Balance as shown above .....	0.00
	<hr/>

(Note.—Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.)  
The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

The Liquidator should also state —

1. The amount of the estimated assets and liabilities at the date of the commencement of the winding-up —

Assets (after deducting amounts charged to secured creditors—including the holders of floating charges) .....	£ 0.00
Liabilities—Fixed Charge Creditors .....	
Floating Charge Holders .....	
Unsecured Creditors .....	0.00

2. The total amount of capital paid up at the date of commencement of the winding up—

Paid up in cash .....	0.00
Issued as paid up otherwise than cash .....	

3. The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

NONE

4. Why the winding up cannot yet be concluded LEGAL DISPUTE

5. The period within which the winding up is expected to be completed 6-12 MONTHS

**S.192****Rule 4.223-CVL The Insolvency Act 1986****Liquidator's Statement of  
Receipts and Payments****Pursuant to Section 192 of the  
Insolvency Act 1986**

For Official Use

1 1 1

To the Registrar of Companies

Company Number  
43527

Name of Company :NODIT LIMITED

I, FRANK ARTHUR SIMMS, OF INSOL HOUSE, 39 STATION ROAD, LUTTERWORTH,  
LEICESTERSHIRE, LE17 4AP.the liquidator of the company attach a copy of my statement of Receipts and Payments under Section 192  
of the Insolvency Act 1986.

Signed

F.A. Simms Liquidator

Date :23rd MARCH, 1993

**STATEMENT OF RECEIPTS AND PAYMENTS UNDER SECTION 192 OF THE INSOLVENCY ACT  
1986.**

Company's registration number :43527

State whether members' or creditors' voluntary winding up :Members V

Date of commencement of winding up : 12th MARCH, 1991

Date to which this statement is brought down :11th MARCH, 1993

Name and address of joint liquidators : Frank Arthur Simms of F.A. Simms & Partners, Insol House, 39  
Station Road, Lutterworth, Leicestershire.

For Official Use

Liquidation Section Post Room

COMPANY  
30 MAR 1993

## LIQUIDATOR'S STATEMENT OF ACCOUNT

1728

## REALISATIONS

[illegible]

NOTE-No balance should be shown on this Account, but only the total Realisation

**pursuant to Section 192 of the Insolvency Act 1986**

1728

## DISBURSEMENTS

[illegible]

Disbursements, which should be carried forward to the next Account

[P.T.O.]

## ANALYSIS OF BALANCE

Total Realisations .....	£ 805.89
Total Disbursements .....	805.89
	<hr/>
Balance	0.00
	<hr/>
1. Cash in Hand of Liquidator .....	
2. Balance at Bank .....	0.00
3. Amount in Insolvency Services Account .....	0.00
	£
4. Amount Invested By Liquidator .....	
Less the Case of Investment Realised .....	
Balance .....	
Total Balance as shown above .....	<hr/> 0.00 <hr/>

[Note.—Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.]  
\*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

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### The Liquidator should also state —

1. The amount of the estimated assets and liabilities at the date of the commencement of the winding-up —

Assets (after deducting amounts charged to secured creditors—including the holders of floating charges) .....	£ 0.00
Liabilities—Fixed Charge Creditors .....	
Floating Charge Holders .....	
Unsecured Creditors .....	0.00

2. The total amount of capital paid up at the date of commencement of the winding up—	
Paid up in cash .....	0.00
Issued as paid up otherwise than cash .....	

3. The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

NONE

4. Why the winding up cannot yet be concluded LEGAL DISPUTE

5. The period within which the winding up is expected to be completed 6-12 MONTHS

**S.192****Rule 4.223-CYL The Insolvency Act 1986****Liquidator's Statement of  
Receipts and Payments****Pursuant to Section 192 of the  
Insolvency Act 1986**

For Official Use

1 1 1

To the Registrar of Companies

Company Number  
43527

Name of Company :NODIT LIMITED

I, FRANK ARTHUR SIMMS, OF INSOL HOUSE, 39 STATION ROAD, LUTTERWORTH,  
LEICESTERSHIRE, LE17 4AP.the liquidator of the company attach a copy of my statement of Receipts and Payments under Section 192  
of the Insolvency Act 1986.

Signed

F.A. Simms Liquidator

Date :28th SEPTEMBER, 1993

**STATEMENT OF RECEIPTS AND PAYMENTS UNDER SECTION 192 OF THE INSOLVENCY ACT  
1986.**

Company's registration number :43527

State whether members' or creditors' voluntary winding up :Members V

Date of commencement of winding up : 12th MARCH, 1991

Date to which this statement is brought down :11th SEPTEMBER, 1993

Name and address of joint liquidators : Frank Artnur Simms of F.A. Simms & Partners, Insol House, 39  
Station Road, Lutterworth, Leicestershire.For Official Use  
Liquidation Section Post Room  
LS  
HOUSE

## LIQUIDATOR'S STATEMENT OF ACCOUNT

1728

## REALISATIONS

[illegible]

**\*NOTE—No balance should be shown on this Account, but only the total Realisation**



**pursuant to Section 192 of the Insolvency Act 1986**

1728

## DISBURSEMENTS

[illegible]

Disbursements, which should be carried forward to the next Account

[P.T.O.]

## ANALYSIS OF BALANCE

Total Realisations .....	£ 805.89
Total Disbursements .....	805.89
	<u>0.00</u>
	=====
1.Cash in Hand of Liquidator .....	
2.Balance at Bank .....	0.00
3.Amount in Insolvency Services Account .....	0.00
	£
4.Amount Invested By Liquidator .....	
Less the Case of Investment Realised .....	
Balance .....	
	<u>0.00</u>
	=====
Total Balance as shown above .....	

[Note.—Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.]

\*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and

any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

### The Liquidator should also state —

#### 1.The amount of the estimated assets and liabilities at the date of the commencement of the winding-up —

Assets (after deducting amounts charged to secured creditors—including the holders of floating charges) .....	£ 0.00
Liabilities—Fixed Charge Creditors .....	
Floating Charge Holders .....	
Unsecured Creditors .....	0.00

#### 2.The total amount of capital paid up at the date of commencement of the winding up—

Paid up in cash .....	0.00
Issued as paid up otherwise than cash .....	

#### 3.The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

NONE

#### 4.Why the winding up cannot yet be concluded LEGAL DISPUTE

#### 5.The period within which the winding up is expected to be completed 6–12 MONTHS

Section 106 The Insolvency Act 1986  
Return of Final Meeting in a  
Creditors Voluntary Winding Up

**506**

Pursuant to Section 106  
the Insolvency Act 1986

For Official Use

To the Registrar of Companies

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Company Number

1875522

Name of Company

Boss Communications Limited

I/we

Brian Mills  
2 Nelson Street  
Southend-On-Sea  
Essex  
SS1 1EF

give notice

1. that a general meeting of the company was ~~held~~/summoned for 23 March 1994 pursuant to section 106 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and ~~that the same was done accordingly~~/no quorum was present at the meeting.

2. that a meeting of the creditors of the company was duly ~~held on~~/summoned for 23 March 1994 pursuant to section 106 of the Insolvency Act 1986, for the purpose of having the said account laid before it showing how the winding up of the company has been conducted and the property of the company disposed of and ~~that the same was done accordingly~~/no quorum was present at the meeting.

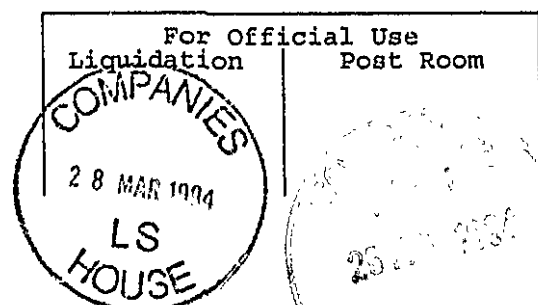
Signed



Date 24 MARCH 1994

Booth White  
2 Nelson Street  
Southend-On-Sea  
Essex  
SS1 1EF  
BOSS001/BM/FAK

Ref:



## Liquidator's statement of account: creditors voluntary winding up

Boss Communications Limited

From 24 July 1992 To 23 March 1994

S of A	ASSET REALISATIONS		
20.00	Office Equipment	NIL	
20.00	Stock	NIL	
5000.00	Book Debts	8169.22	
NIL	VAT Refund	531.90	
2900.00	Cash in Hand	2900.00	
NIL	Cash at Bank	48.21	
NIL	Bank Interest	42.73	
			11692.06
	COST OF REALISATIONS		
	DTI Cheque Fees	1.74	
	Sec of State Fees	87.63	
	Preparation of S. of A.	5980.75	
	Office Holders Fees	2432.25	
	Office Holders Expenses	651.10	
	Corporation Tax	10.68	
	Statutory Advertising	487.98	
			( 9652.13)
	PREFERENTIAL CREDITORS		
6295.00	Inland Revenue	NIL	
5500.00	Customs & Excise	2039.93	
			( 2039.93)
	UNSECURED CREDITORS		
35082.00	Trade & Expense Creditors	NIL	
			NIL
	DISTRIBUTIONS		
100.00	Ordinary Shareholders	NIL	
			NIL
( 39037.00)			0.00

- (1) Assets, including None shown in the statement of assets and liabilities and estimated to be of the value of Nil have proved unrealisable.
- 

- (2) Amount paid into the Insolvency Services account in respect of
- (a) Unclaimed dividends payable to creditors in the winding up None
  - (b) Other unclaimed dividends None
  - (c) moneys held by the company in trust in respect of dividends of other sums due before the commencement of the winding up to any person as a member of the company None

- (3) Other comment

Dated

24 MARCH 1994

Signed by the liquidator

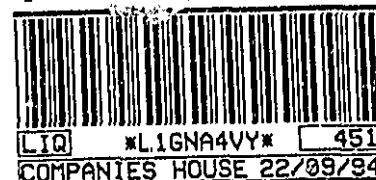


Name & Address

Brian Mills  
Booth White  
2 Nelson Street  
Southend-On-Sea  
Essex  
SS1 1EF

**S.192****Rule 4.223-CVL The Insolvency Act 1986****Liquidator's Statement of  
Receipts and Payments****Pursuant to Section 192 of the  
Insolvency Act 1986****For Official Use**

1 1 1

**To the Registrar of Companies****Company Number**  
43527**Name of Company :NODIT LIMITED****I, FRANK ARTHUR SIMMS, OF INSOL HOUSE, 39 STATION ROAD, LUTTERWORTH,  
LEICESTERSHIRE, LE17 4AP.****the liquidator of the company attach a copy of my statement of Receipts and Payments under Section 192  
of the Insolvency Act 1986.****Signed****F.A. Simms Liquidator****Date :15th SEPTEMBER, 1994****STATEMENT OF RECEIPTS AND PAYMENTS UNDER SECTION 192 OF THE INSOLVENCY ACT  
1986.****Company's registration number :43527****State whether members' or creditors' voluntary winding up :Members V****Date of commencement of winding up : 12th MARCH, 1991****Date to which this statement is brought down :11th SEPTEMBER, 1994****Name and address of joint liquidators : Frank Arthur Simms of F.A. Simms & Partners, Insol House, 39  
Station Road, Lutterworth, Leicestershire.****For Official Use**  
**Liquidation Section Post Room**

## LIQUIDATOR'S STATEMENT OF ACCOUNT

1728

## REALISATIONS

[illegible]

**\*NOTE—No balance should be shown on this Account, but only the total Realisation**

**pursuant to Section 192 of the Insolvency Act 1986**

1728

**DISBURSEMENTS**

DATE	To whom Paid	Nature of Disbursements	AMOUNT
Balance	from previous form 4.68	Brought Forward	899.07
3/06/94	BARCLAYS BANK PLC	BANK CHARGES	8.04
27/07/94	COURTS ADVERTISING	V.A.T.	12.86
27/07/94	COURTS ADVERTISING	STATUTORY ADVERTISING	73.50
21/06/91	LOAN FROM CLIENT		
	NUMBER 2 ACCOUNT	REIMBURSEMENT	80.50
Carried forward ..*			1,073.97

Disbursements, which should be carried forward to the next Account

[P.T.O



# **ANALYSIS OF BALANCE**

Total Realisations .....	£ 1,166.89
Total Disbursements .....	1,073.97
Balance	<u>92.92</u> =====
1. Cash in Hand of Liquidator .....	
2. Balance at Bank .....	92.92
3. Amount in Insolvency Services Account .....	0.00
£	
4. Amount Invested By Liquidator .....	
Less the Case of Investment Realised .....	
Balance .....	
Total Balance as shown above .....	<u>92.92</u> =====

[Note.—Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.]  
 \*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

## **The Liquidator should also state —**

1. The amount of the estimated assets and liabilities at the date of the commencement of the winding-up —

Assets (after deducting amounts charged to secured creditors—including the holders of floating charges) .....	£ 0.00
Liabilities—Fixed Charge Creditors .....	
Floating Charge Holders .....	
Unsecured Creditors .....	0.00

2. The total amount of capital paid up at the date of commencement of the winding up—  
 Paid up in cash ..... 0.00  
 Issued as paid up otherwise than cash .....

3. The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

NONE

4. Why the winding up cannot yet be concluded LITIGATION IN AUSTRALIA

5. The period within which the winding up is expected to be completed NOT KNOWN

22 - 03 - 95

Form 4,68

S.192

Rule 4.223-CVL The Insolvency Act 1986

Liquidator's Statement of  
Receipts and Payments

Pursuant to Section 192 of the  
Insolvency Act 1986

For Official Use

1 1 1

To the Registrar of Companies

Company Number  
43527

Name of Company :NODIT LIMITED

I, FRANK ARTHUR SIMMS, OF INSOL HOUSE, 39 STATION ROAD, LUTTERWORTH,  
LEICESTERSHIRE, LE17 4AP.

the liquidator of the company attach a copy of my statement of Receipts and Payments under Section 192  
of the Insolvency Act 1986.

Signed \_\_\_\_\_  
F.A. Simms Liquidator

Date :14th MARCH, 1995

STATEMENT OF RECEIPTS AND PAYMENTS UNDER SECTION 192 OF THE INSOLVENCY ACT  
1986.

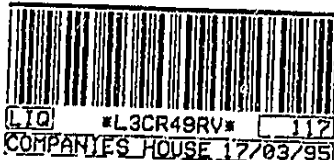
Company's registration number :43527

State whether members' or creditors' voluntary winding up :Members V

Date of commencement of winding up : 12th MARCH, 1991

Date to which this statement is brought down :11th MARCH, 1995

Name and address of joint liquidators : Frank Arthur Simms of F.A. Simms & Partners, Insol House, 39  
Station Road, Lutterworth, Leicestershire.



For Official Use  
Liquidation Section Post Room

## 1728

[illegible]

\*NOTE-No balance should be shown on this Account, but only the total Realisation

# 22 - 03 - 95

## pursuant to Section 192 of the Insolvency Act 1986

1728

### DISBURSEMENTS

DATE	To whom Paid	Nature of Disbursements	AMOUNT
Balance	from previous form 4.68	Brought Forward	1,073.97
9/09/94	BARCLAYS BANK PLC	BANK CHARGES	7.50
9/12/94	BARCLAYS BANK PLC	BANK CHARGES	8.14
Carried forward ..*			1,089.61

Disbursements, which should be carried forward to the next Account

[P.T.O

## ANALYSIS OF BALANCE

Total Realisations .....	£ 1,166,89
Total Disbursements .....	1,089,61
Balance	<u>77,28</u> =====
1.Cash in Hand of Liquidator .....	
2.Balance at Bank .....	77,28
3.Amount in Insolvency Services Account .....	0,00
	£
4.Amount Invested By Liquidator .....	
Less the Case of Investment Realised .....	
Balance .....	
Total Balance as shown above .....	<u>77,28</u> =====

[Note.-Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.]

\*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and

any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

### The Liquidator should also state -

1.The amount of the estimated assets and liabilities at the date of the commencement of the winding-up -

Assets (after deducting amounts charged to secured creditors-including the holders of floating charges) .....	£ 0.00
Liabilities-Fixed Charge Creditors .....	
Floating Charge Holders .....	
Unsecured Creditors .....	0.00

2.The total amount of capital paid up at the date of commencement of the winding up-

Paid up in cash .....	0.00
Issued as paid up otherwise than cash .....	

3.The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

NONE

4.Why the winding up cannot yet be concluded LITIGATION IN AUSTRALIA

5.The period within which the winding up is expected to be completed NOT KNOWN