



William Goodacre & Sons

COMPANY, LIMITED.

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26 MAR 1896

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55

cap. 39, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is

one shilling for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,

the Company is registered.

nted for registration by

William Beck

2 East India Avenue

Solicitor

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The NOMINAL CAPITAL of the William Goodacre & Sons

Company, Limited,

is £ 50,000, divided into 50,000 shares of £ 1

each.

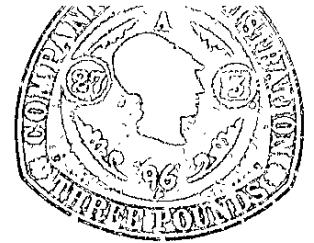
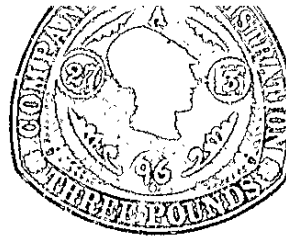
Signature William Beck

2 East India Avenue E.C.

Description Solicitor.

Date 26 March 1896

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



THE COMPANIES ACTS, 1862 to 1893.

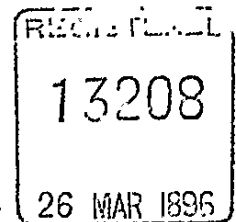
COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

WILLIAM GOODACRE & SONS, LIMITED.



1 The name of the Company is "WILLIAM GOODACRE & SONS, LIMITED."

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

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

To purchase or otherwise acquire and take over as a going concern, as from the 1st day of July, 1895, the goodwill of the business heretofore carried on at Victoria Docks, London; Glemsford, Suffolk; 37, Noble Street, London; 8, Bromsgrove Street, Birmingham; 58, Newton Street, Manchester; under the style or firm of William Goodacre & Sons; and at Central Hall Buildings, Manchester, in the name of Richard Swain & Company, and to acquire and undertake all or any of the assets and liabilities of the proprietors of the said businesses, and for such purpose to enter into and carry into effect an agreement for the purchase thereof.

(1) To acquire patent rights, licenses, and privileges, in con-

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nection therewith, and to enter into agreements for the purchase thereof, and to carry the same into effect.

- (2) To carry on under the said patent rights, licenses, and privileges, or otherwise, as may from time to time be deemed expedient, the business of manufacturers of and dealers in coir mats and mattings, skin mats and rugs, ropes and twines, brushes, floor-cloths, linoleums, carpets and rugs, felt and other slippers, furriers, mantle-makers, weavers, spinners, plaiters, bleachers, cleaners, dyers, importers of Chinese, Japanese, Indian, and other foreign mats, mattings, carpets, and rugs, also coir yarns, fibres, and vegetable and other fibres, fellmongers, tanners, and wool staplers, and to carry on any other businesses which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (3) To carry on the business of engineers, merchants, bankers, builders, decorators, iron, brass, and other metal founders, brokers, manure merchants, shippers, owners, managers, or overseers, omnibus, and van proprietors, workers of works, whether on land or sea, mines, railways, tramways, agents, carriers of goods and passengers, traders, coal merchants, merchants and dealers in building requisites, tile and terra-cotta makers, manufacturers and dealers in all kinds of carriages, railway lines, machinery, implements, articles, manufacturers, and contractors, or any business or businesses conveniently carried on in connection therewith or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, businesses or rights.
- (4) To construct, build and erect, purchase, lease, hire, alter improve, control, develop, contribute to, subsidise, manage, superintend, work, carry out, maintain and equip—railways, tramways, branches or sidings, water works, gas works, reservoirs, water courses, roadways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops,

dwelling houses, dairies, laundries, warehouses, buildings, wharves, manufactories, workshops, ships, premises, machinery, tools, fittings, plant, live and dead stock, appurtenances and conveniences which the Company may think directly or indirectly conducive to these objects.

- (5) To apply for, obtain, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions, privileges, rights, and information, whether at home or abroad, the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account the property, rights and information so acquired.
- (6) To establish in the United Kingdom and elsewhere agencies or branches for the purposes of the Company.
- (7) To procure the Company to be registered in any British Colony or Dependency, or in any Foreign Country.
- (8) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company. To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, 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, or securities of, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares or securities.
- (9) To purchase, take on lease or in exchange, hire, or otherwise acquire, lands, houses, warehouses, buildings, manufactories, wharves, and generally any real or personal property, also any rights or privileges which the Company may deem expedient or convenient with reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.

- (10) To pay for any property or rights acquired by the Company, either in cash or shares with or without preferred or deferred rights in respect of dividend, or re-payment of Capital, or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Directors may approve.
- (11) To raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, mortgage debentures, or debenture stock, or other form of mortgage, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled Capital, either by specific or floating security.
- (12) To pay the costs, charges and expenses, preliminary and incidental to the formation, registration and issue of the Capital of the Company.
- (13) To give to any servants or employees of the Company any share or interest in the profits of the Company's business, or any branch thereof, and for that purpose to enter into any arrangements the Company may think fit.
- (14) To remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's Capital or any debentures or other securities of the Company.
- (15) To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (16) To sell the whole or any part of the undertaking and property of the Company, or any portion of the same to any other company, or any person or persons, for such price in money or in shares or in debentures of a purchasing company, and on such terms as the Company may deem expedient; and to

acquire the whole or any part of the undertaking and property of or otherwise to amalgamate with any other company established for objects similar in general character to those of the Company, or of any such objects.

- (17) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or of advancing, directly or indirectly, the objects or interests thereof, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to take, deal in or otherwise acquire and hold shares in any such company, or in any other company, and to guarantee the payment of any debentures or other securities issued by any such company, and to guarantee or underwrite subscriptions for any stock, shares or debentures, or other securities of any such company, or to subscribe for the same or any part thereof. To advance money for such purposes to any such company or to persons desiring to start, extend or develop any business or businesses, or to build, construct or erect any buildings, works, or shops, or to undertake any contract likely to advance, directly or indirectly, the interests of this Company.
- (18) 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 dividends, or repayment of capital or otherwise, or by means of a mortgage or by debentures, debenture stock or mortgage debentures of any company, or partly in one mode and partly in another, and generally on such terms as the Directors may approve.
- (19) To make, draw, accept, indorse, execute, purchase, sell and deal in promissory notes, bills of exchange, and other negotiable instruments.
- (20) To distribute any of the property or assets of the Company among the Members in specie or otherwise, but so that no distribution amounting to reduction of Capital be made, except with the sanction (if any) for the time being required by law.

- (21) To receive money on deposit at interest or otherwise, 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.
- (22) To lend money to such persons and on such terms as may seem expedient, and in particular to customers of, and persons having dealings with, the Company, and to guarantee the performance of contracts by Members of, or persons having dealings with, the Company.
- (23) To obtain any provisional or other order or license of the Board of Trade or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution.
- (24) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (25) To subscribe to any fund, corporation, or institution, whether incorporated or not incorporated, and to act by delegate or otherwise upon any Trade Council, committee, Chamber of Commerce, syndicate, or other body of persons formed to lawfully promote either the general interests of the trades to which the business of the Company is allied, or any other business that may be conducive to the interests of the Company.
- (26) To support or subscribe to any charitable or public body, and to give pensions, gratuities, donations, and emoluments to any persons employed by or rendering service to the Company.
- (27) To purchase for investment or re-sale, and to traffic in land, house, and other property of any tenure and any interest therein, and to create, sell, and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, or otherwise with land or house property, and any other property, whether real or personal.

- (28) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to, and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (29) To do all or any of the above things, either as principals, agents, contractors or otherwise, in any part of the world, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise.
- (30) To do all such things as are incidental or conducive to the attainment of the above objects, and it is hereby declared that the word "Company" in this Memorandum shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and so that the objects specified in each paragraph of this clause shall (except where otherwise expressed in such paragraph) be in no way limited by reference to any other paragraph.

4. The liability of the Members is limited.

5. The Capital of the Company is £50,000, divided into 10,000 Preference Shares of £1 each, and £40,000 Ordinary Shares of £1 each; and such Preference Shares shall confer the right to a fixed Cumulative Preferential dividend at the rate of six per cent. per annum, on the Capital paid up thereon, and shall rank both as regards dividends and Capital in priority to the Ordinary Shares.

6. The Capital of the Company may be from time to time increased with power to issue any such original or new Capital as Preference or Deferred Shares, to be held on the terms prescribed by the Articles or Special Resolutions of the Company, but such Preference Shares not to have any priority over the holders of Preference Shares referred to in Clause 5.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
Walter Goodacre Manufacturer 1 Birchington Rd. Crouch End N	one
Harry Goodacre Manufacturer 37 Fairlop Rd. Leytonstone Essex.	one
James Mitchell Jones Manager 53 Crouch Hill N	one
Archibald Ernest Harrison Provision Merchant Denham House. Highgate N	one
Fred Goodacre Manufacturer "Belmont" East Finchley N.	One
Joseph Haggarty Clerk Northwood Fortis Green East Finchley	one
Arthur Dixon Goodacre Clerk 43 Fairmead Rd Holloway N	One

Dated the 20th day of March 1896.

Witness to all the above signatures:-

William Moore
N. Clerk

29 Usher Road North Row E



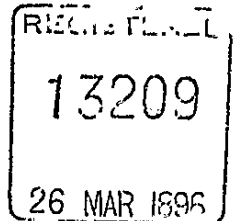
THE COMPANIES ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

WILLIAM GOODAGRE & SONS,
LIMITED.



PRELIMINARY.

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

“The ordinary Capital” means the Capital, which consists of Ordinary and Preference Shares or stock representing the same.

“Special Resolution” and “Extraordinary Resolution” have the meaning assigned thereto respectively by the Companies Act, 1862 (sections 51 and 129).

“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.

“The Subscribers hereto” means the Subscribers to these Articles of Association.

“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*.

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Words importing the masculine gender only, include the feminine gender.

Words importing persons include Corporations.

2. The regulations of Table "A" in the first schedule to the Companies Act, 1862, shall not apply to this Company.

3. The Directors shall, as soon as possible after the incorporation of the Company, acquire or purchase on behalf of the Company, as from the 1st day of July, 1895, the business referred to in Clause 3 of the Memorandum of Association.

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

5. The Directors shall not employ the funds of the Company or any part thereof in the purchase of or in lending on Shares of the Company.

INCREASE OR REDUCTION OF SHARE CAPITAL.

6. The Company, by Special Resolution, may at any time increase its Capital, and the new Capital shall (subject to any preferential or postponed right to dividend, or priority or postponement in the distribution of assets, or such other terms as the Special Resolution may direct) be considered as part of the original Capital.

7. Subject to any direction to the contrary that may be given by the Meeting that sanctions the increase of Capital, all new Shares shall be offered to the Members in proportion (as nearly as conveniently can be) to the number of existing Shares held by them respectively, 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 Board of Directors may, after having offered them to the other Members in the same proportion and under the same conditions as heretofore, dispose of the same in such manner as they think most beneficial to the Company.

8. The Company may sub-divide Shares in the manner authorised by the Companies Act of 1867, and may reduce the Capital in the manner and with all or any of the incidents authorised by the Companies Acts, 1867 and 1877. With the requisite sanction, Capital may be paid off on the footing that the amount or any part thereof may be called up again or otherwise.

9. When and so long as the Capital, by reason of the issue of Preference Shares, or otherwise, is divided into different classes of Shares or Stock, all or any of the rights and privileges attached to each class may be modified by agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is confirmed by an Extraordinary Resolution passed at a separate General Meeting of the holders of Shares or Stock of that class, and all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such Meeting, but so that the quorum thereof shall be Members holding or representing by proxy two-thirds of the nominal amount of the issued Shares or Stock of the class.

10. The Company may do all or any of the things authorised by the twenty-fourth section of the Companies Acts, 1867, or any other things which now are or hereafter may be authorised to be done by any Company so authorised by its own regulations. And the Company acting by its Board of Directors may exercise the powers of the Companies Seals Act, 1864.

SHARES.

11. The Board of Directors may (subject to this provision of the Companies Act, 1867) allot any Shares as fully paid-up Shares as the consideration for any property acquired by the Company, or services rendered to the Company, and may allot Shares on the terms of the same being fully or partially paid-up on allotment, or on any other terms they think fit, and may for valuable consideration enter into any agreement giving to any person or persons, partnership or Company, any right of pre-emption of or option to take Shares at such prices as they may from time to time think fit, and generally shall have entire control over the allotment and issue of Shares of the Company subject to the provisions hereinbefore contained as to Shares of any new or increased Capital, and to any agreement for the time being binding on the Company.

12. The Board of Directors may make arrangements on the issue of Shares, or at any time afterwards, 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. If any Shares are issued at a premium, at least one-half of the moneys received in respect of such premium shall be carried to the credit of the reserve fund.

13. The Company shall be entitled to treat the registered holder of any Share as the 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.

14. If several persons are registered as joint holders of any Share, any one of such persons may give effectual receipts for any dividend payable in respect of such Share, and in case of joint holders of any registered Shares or registered Stock, the servitors shall be the only persons recognised by the Company as having any interest in such Shares or Stock.

15. Every Member shall be entitled free of charge to one certificate under the common seal of the Company, specifying the Share or Shares held by him and the amount paid up thereon, provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.

16. If such certificate is worn out or lost, it may, in the discretion of the Board of Directors, be renewed on payment of one shilling, or such less sum as the Board of Directors may prescribe; but the Board of Directors may require such evidence and security as they think proper.

17. No Shareholder shall be entitled to receive any dividend, or to be present or vote at any Meeting, or upon a poll, or to exercise any privilege as a Member, until he shall have paid all calls for the time being due and payable on every Share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES.

18. The Directors may (subject to any special terms made on allotment) from time to time make such Calls upon the Members in respect of all moneys unpaid on their Shares as they think fit, provided that twenty-one days' notice at least is given of each Call, and that no one Call shall exceed 20 per cent. of the nominal amount of the Shares, and that such Calls shall be made at intervals of not less than two calendar months; and each Member shall be liable to pay the amount of Call so made to the persons and at the times and places appointed by the Board of Directors, and in case of default, to pay interest for the same at the rate of 10 per centum per annum from the day appointed for payment thereof to the time of actual payment; and the joint holders of Shares shall be liable severally, as well as jointly, in respect of all Calls and interest (if any) thereon.

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

20. The Board of Directors may, if they think fit, receive, by way of loan to the Company, from any Member willing to advance the same, all or any part of the moneys unpaid upon the Shares held by him beyond the sums actually called for, and upon the amounts so paid the Company shall pay dividends, *pro rata*, with the moneys then actually called, or interest, as may be agreed.

TRANSFER OF SHARES.

21. The instrument of transfer of any Shares in the Company may be executed on the usual common form of transfer both by the transferor and transferee, and the transferor shall be deemed to remain a holder of such Share until the name of the transferee is entered in the register book in respect thereof.

22. A register of transfers shall be kept under the control of the Directors, and a record shall be entered therein of every transfer or transmission of Shares or Stock.

23. On any allotment and issue of Shares as aforesaid, the Board may make such special terms as to transfer as they may think fit.

24. Before registration of any transfer the instrument of transfer shall be left at the office of the Company, together with the certificate of the Shares to be transferred, and together with any other evidence the Directors may require to prove the title of the transferor, and the transfer shall thenceforward be kept by the Company.

25. There shall be paid in respect of the registration of any transfer or transmission of Shares such sum, not exceeding two shillings and sixpence, as the Board of Directors shall from time to time prescribe.

26. No Share shall, save as provided by Clause 32 hereof, be transferred to a person who is not a Member, so long as any Member is willing to purchase the same at a price to be fixed as hereinafter provided.

27. In order to ascertain whether any Member is willing to purchase a Share, the proposing transferor shall give notice in writing (hereinafter called the transfer notice) to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes, and shall constitute the Company his agent for the sale of the Share to any Member of the Company at the price so fixed. 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.

28. If the Company shall, within the space of twenty-eight days after being served with such notice, find a Member willing to purchase the Share (hereinafter called the purchasing Member), and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the price so fixed, to transfer the Share to the purchasing Member.

29. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share, 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 Share, and shall hold the purchase-money in trust for the retiring Member. 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.

30. If the Company shall not within the space of twenty-eight days after being served with the transfer notice, find a Member willing to purchase the Shares, and give notice in the manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Clause 33 hereof, to sell and transfer the Shares (or those not placed) to any person, but so that the price paid shall not be less than the price fixed by the retiring Member in his notice to the Company under Clause 27 hereof. Before passing any transfer under this Clause, the Directors may require the transferor and the transferee respectively to make declarations pursuant to the Statutory Declarations Act, 1835, that the consideration mentioned in the transfer is the true consideration paid by the transferee for the transfer of the Share, and it is not subject to any deduction or rebate. When the retiring Member cannot find a purchaser at the price so fixed, he may give a fresh notice under Clause 27 hereof.

31. The Company in General Meeting may make and from time to time vary rules as to the mode in which any Shares specified in any notice served on the Company, pursuant to Clause 27 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 to the Members in proportion to the existing shares held by them, and such offer shall be made by notice specifying the number of the 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, after having offered them to the other Members in the same proportion and under the same conditions as heretofore, allot or otherwise dispose of the same to such persons and upon such terms as they think fit.

32. Any Share may be transferred by a Member to any son, or daughter, or father, or mother, or brother, or sister, or grandson, or husband, or wife of such Member, and any Share of a deceased Member may be transferred by his executors or administrators to any son, or daughter, or father, or mother, or brother, or sister, or grandson, or widow, or widower of such deceased Member to

whom such deceased Member may have specifically bequeathed the same, and Shares standing in the name of the trustees of the will of any deceased Member may be transferred upon any change of trustees for the time being of such will, and Clause 26 hereof shall not apply to such transfer.

33. The Directors may refuse to register any transfer of a Share on any of the following grounds, but shall not be bound to specify the clause under which such action is taken :—

- (a) That the transferor, or, in case of Shares to which persons are jointly entitled, any of the transferors is or are indebted to them, or is or are under any liability to them ;
- (b) that a call has been made by the Board of Directors on the Shares proposed to be transferred, which call is overdue or not yet due at the time the transfer is lodged with the Company for registration ;
- (c) that the transfer has not been effected according to the provision of these articles or the terms of issue of the Shares ;
- (d) where it is not proved to their satisfaction that the proposed transferee is a responsible person ;
- (e) where the Directors are of an opinion that the proposed transferee is not a desirable person, in the interests of the Company, to admit to membership ;

but paragraphs d and e of this clause shall not apply where the proposed transferee is already a Member holding more than 500 Shares, nor to a transfer made pursuant to Clause 32 hereof.

34. Whenever any Member of the Company holding less than 1,000 Shares, who is employed by the Company in any capacity, is dismissed from such employment, the Directors may at any time, within twenty-eight days after his dismissal, resolve that such Member do retire, and thereupon he shall be deemed to have served the Company with notice, pursuant to Clause 27 hereof, and to have specified therein the amount paid up on his Shares as the fair value.

Notice of the passing of any such resolution shall be given to the Member affected thereby.

35. The holders for the time being of nine-tenths of the issued Capital may, at any time, serve the Company with a requisition to enforce the transfer of any particular Shares not held by the requisitionists. The Company shall forthwith give to the holder of such Shares notice in writing of the requisition (with a copy of this Clause subjoined), and unless within twenty-eight days afterwards the holder shall give to the Company notice of his desire to transfer the same, he shall be deemed, at the expiration of that period, to have given such notice in accordance with Clause 27 hereof, and to have specified therein the amount paid up on the Shares as the sum he fixed as the fair value. For the purposes of this Clause any person entitled to transfer a Share, under the transmission Clause, shall be deemed the holder of the Share. No Member of the Company holding Shares of the value of One Thousand Pounds and upwards shall be compelled under this Clause to transfer any of his Shares.

36. The transfer books may be closed during the fourteen days immediately preceding the Ordinary General Meeting in each year, and at such other times as the Board of Directors think fit, but not exceeding in the whole thirty days in each year.

TRANSMISSION OF SHARES.

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

38. Any person becoming entitled to a Share in consequence of the death, bankruptcy, insolvency or lunacy of any Member, may be registered as a Member upon such evidence being produced as may from time to time be required by the Company, and subject to the same rights of the Board of Directors to refuse or delay registration as if such person were a transferee of the Share.

39. Any person who has become entitled to a Share in consequence of the death, bankruptcy, insolvency or lunacy of any Member, may, instead of being registered himself, transfer the Share in the same manner and subject to the same restrictions as if he were the registered

holder thereof, upon giving such evidence as the Board of Directors may require to prove the title of the transferor.

FORFEITURE OF SHARES.

40. If any Member fails to pay any call on the day appointed for payment thereof, the Board of Directors may, at any time thereafter during such time as the call remains unpaid, serve a notice on him requesting him to pay such call, together with interest and any expenses that may have accrued by reason of such non-payment.

41. The notice shall name a future day on or before which such call and interest and expenses that have accrued, by reason of such non-payments are to be paid. It shall also name the place where payment is to be made (the place so named being either the Registered Office of the Company or some other place at which calls of the Company are usually made payable). 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 such call was made will be liable to be forfeited.

42. 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 calls, interest, and expenses due in respect thereof has been made, be forfeited by a Resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture.

43. For the purpose of the three preceding Articles, any money payable according to the terms of the allotment shall be deemed to be a call.

44. No Member of this Company shall, without the consent in writing of all the Members for the time being of this Company, be interested as a Shareholder, Partner, Director, Manager, Lender, or otherwise, in any concern carrying on any business in competition with the Company, or having interests inconsistent with those of this Company; and if it shall be proved to the satisfaction of the Directors that any Member has committed a breach of this clause, they may

serve him with notice in writing requiring him to retire from or otherwise determine his interest in such concern, and stating that, in the event of non-compliance with such requisition within twenty-eight days, his Shares will be liable to forfeiture, and unless within twenty-eight days after the service of such notice it shall be proved to the satisfaction of the Directors that the requisition thereof have been complied with, the whole or any of the Shares of such Members may be forfeited by resolution of the Directors to that effect: Provided always, that nothing herein contained shall prevent any Member from holding Stock or Shares in a Railway or Canal Company.

45. Any forfeited Share shall be deemed to be the property of the Company, and may be disposed of in such manner as the Directors may think fit.

46. Any Member whose Shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls owing upon such Shares at the time of the forfeiture, together with interest thereon at the rate aforesaid, and all expenses incurred by the Company in connection therewith, without any allowance being made to him for the value of the forfeited Shares.

47. The Board of Directors may, in their discretion, remit or annul the forfeiture of any Share within one year from the date thereof, upon such terms as they may think fit.

LIEN ON SHARES.

48. The Company shall have a first and paramount lien and charge on the Shares not fully paid of any Member who shall be indebted to the Company, and on all dividends and benefits accruing to him by virtue of such Shares, for the payment of the debt due, and such lien shall exist for debts due from such Member, either solely or jointly with any other person, and shall extend to the absolute interest in any Share belonging to him jointly with any other person, whether the period for the payment, fulfilment, or discharge thereof shall have actually arrived or not.

49. The Company shall be entitled to give effect to such lien by sale or forfeiture and re-issue of the Shares, or by retaining all dividends and profits in respect thereof, or by all or any of the said means, but

no sale shall be made until such period as aforesaid shall have arrived. Provided that no sale or forfeiture shall be made under this Article without one calendar month's notice to the Member.

CANCELLATION OR SALE OF SHARES.

50. The Company may either sell Shares acquired by the Company by forfeiture or surrender, or cancel any Shares acquired as aforesaid, and may issue new Shares in lieu thereof.

51. For the purpose of giving effect to any sale or disposition of any Share acquired by the Company by forfeiture or surrender, or any Share in respect of which such lien as aforesaid exists, the Board of Directors may execute under the Company's seal a transfer of the Share to a purchaser, and such transfer, when registered, shall confer a good title on the transferee, and as against him shall not be impeached on the ground of any irregularity in the proceedings, or otherwise.

SHARE WARRANTS.

52. The Company, with respect to fully-paid up Shares or with respect to Stock into which any paid-up Capital of the Company shall have been converted, may, upon payment by the holder of the stamp duty, issue warrants or certificates (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.

53. 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, and 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 Stock or Shares 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 force whether made before or after the issue of such warrant. The holder of a Share

Warrant shall not be entitled to vote by proxy unless otherwise expressed in the warrant.

CONVERSION OF SHARES INTO STOCK.

54. Paid-up Shares may, with the sanction of a General Meeting be converted into Stock.

55. 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 any Shares may be transferred, or as near thereto as circumstances may admit.

56. The several holders of Stock shall be entitled to participate in the dividends and profits of the Company, according to the amount of their respective interests in such Stock, and such interests shall, in proportion thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at Meetings of the Company, and for other purposes, as would have been conferred by Shares of equal amount in the Capital of the Company, but so that none of such privileges or advantages, except the participation in the dividends and profits of the Company, shall be conferred by any such aliquot part of Consolidated Stock as would not, if existing in Shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference, or other special privilege.

BORROWING.

57. The Board of Directors may raise or borrow money on Debentures, Debenture Stock, Mortgage Debentures (payable to bearer or otherwise, and either at a discount or on any other terms), or otherwise, and may secure any money raised or borrowed, and the interest thereon by mortgage or charge of all or any part of the property including the uncalled Capital of the Company present or future, either by specific or by floating security or both, to such extent and on such terms as they may see fit. Any such Debentures may, if the Board of Directors think fit, be secured by a conveyance of the real and personal property of the Company, including such unpaid Capital as aforesaid to trustees for the holders of such Debentures,

with such remuneration to such trustees as the Board of Directors may from time to time think fit.

58. Debentures or other securities may be issued in discharge of liabilities or in payment or part payment for any property to be acquired under the Memorandum of Association, and may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, voting or otherwise.

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

GENERAL MEETINGS.

60. The first General Meeting shall be held at such time and at such place as the Directors may determine in accordance with law.

61. Subsequent General Meetings shall be held once in the year 1897, and once in each 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, a General Meeting shall be held at such time and place as may be determined by the Directors.

62. The above-mentioned General Meetings shall be called Ordinary Meetings, and other General Meetings shall be called Extraordinary.

63. The Board of Directors may, whenever they think fit, and they shall upon a requisition made in writing by not less than three Members of the Company, holding in the aggregate not less than one-tenth of the Capital of the Company for the time being issued, convene an Extraordinary General Meeting.

64. Any requisition made by the Members shall express the object of the Meeting proposed to be called, and shall be left at the Registered Office of the Company. It may consist of several documents in like form, each signed by one or more of the requisitionists.

65. Upon the receipt of such requisition the Board of Directors shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within twenty-one days from the date of the receipt of the requisition, the requisitionists, or any other Members amounting to the required number, may themselves convene an Extraordinary General Meeting.

66. Seven 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 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 non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

67. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all business shall be deemed special that is transacted at an Ordinary Meeting, with the exception of sanctioning a dividend, and the consideration of the accounts, balance-sheets, and the ordinary reports of the Board of Directors, and the election of Directors and Auditors, and determining the remuneration of Directors and Auditors. It shall not be competent for a Member to move a resolution in General Meeting of which no notice has been given.

PROCEEDINGS AT GENERAL MEETINGS.

68. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Three Members shall be a quorum for the choice of a chairman, the declaration of a dividend, and the adjournment of the Meeting. For all other purposes the quorum shall be ascertained as follows:—that is to say, if the Members at the time of the Meeting do not exceed twelve in number, the quorum shall be three, if they exceed twelve the quorum shall be six. For the purpose of a quorum, a Member shall not be deemed present unless present in person.

69. If at the expiration of half-an-hour from the time appointed for the Meeting a quorum is not present, such Meeting, if convened upon 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, it shall be adjourned *sine die*.

70. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company, and in the absence of the Chairman some other Director present shall preside.

71. If there is no such Chairman or Director present, or if at any Meeting he is not present within fifteen minutes after the appointed time for holding the Meeting, the Members present shall choose some one of their number to be Chairman.

72. The Chairman may, with the consent of any Meeting at which a quorum is present, adjourn any Meeting from time to time, and from place to place. Whenever a Meeting is adjourned for ten days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting, 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.

73. At any General Meeting, unless a poll is demanded in writing by one or more Members, holding together at least 5,000 Shares, a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. No poll shall be demanded on the election of a Chairman at any Meeting.

74. If a poll is duly demanded as aforesaid, it shall be taken at such time and place, and in such manner, and either at once or after an interval or adjournment or otherwise, as the Chairman, or failing him, as the Members demanding the poll shall direct, and the result of such poll shall be the resolution of the Company in General Meeting.

75. Any Member entitled to be present and to vote at a Meeting may submit any resolution to any General Meeting, provided that at least within the prescribed time before the day appointed for the Meeting he shall have served upon the Company a notice in writing

signed by him containing the proposed resolution, and stating his intention to submit the same. The subscribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served and the day appointed for the Meeting, there shall not be less than three nor more than fourteen clear intervening days, and where the notice of intention is received before the notice of the Meeting is issued, and in any other case as quickly as possible, the Secretary shall issue to the Members notice that such resolution will be proposed.

76. No Member shall be entitled to vote at any General Meeting held after the expiration of three months from the registration of the Company in respect of any Share that he has acquired by instrument of transfer, unless the transfer of the Share in respect of which he claims to vote shall have been left with the Company for registration at least three months previously to the time of holding the Meeting at which he proposes to vote, and shall have been registered.

77. 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.

78. Every Member shall have one vote for every Share held by him, but where voting is taken by show of hands, each Member present shall only have one vote, and in case of equality of votes at any Meeting whatever, or at a poll, the Chairman shall have an additional or casting vote.

79. If any Member is a lunatic or idiot, he may vote by his committee, *curator bonis*, or other legal curator.

80. If two or more persons are registered as joint-holders of any Share, the Member 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.

81. No Member shall be entitled to vote or be present at any General Meeting in respect of any Shares upon which all calls due from him have not been paid.

82. Votes may be given either personally or by proxy, or by power of attorney, under seal, in favour of a Member of the Company.

83. The instrument appointing a proxy shall be in writing, under the hand of the appointor, or if such appointor is a Corporation, under their common seal. No person shall be appointed a proxy who is not a Member of the Company, except only that a Corporation may appoint one of its Officers or Members.

84. The instrument appointing a proxy shall be deposited at the Registered Office of the Company, not less than forty-eight hours before the time of holding the Meeting at which 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.

85. Any instrument appointing a proxy may be in the form given in Table "A" aforesaid, with such variations as circumstances may require.

DIRECTORS.

86. The number of Directors shall not be less than three, nor more than seven.

87. The first Directors of the Company shall be appointed by the subscribers hereto, or the majority of them, by an instrument in writing under their hands, and until the first Directors shall have been appointed, the said subscribers shall be deemed for all purposes to be the Directors.

88. The Company may from time to time in General Meeting, and within the limits hereinbefore provided, increase or reduce the number of Directors then in office, and upon passing any resolution for an increase, may appoint the additional Director or Directors necessary to carry the same into effect, or upon passing any resolution for a decrease, shall name the Director or Directors who shall retire.

89. The Company may by extraordinary resolution remove any Director, and may by an ordinary resolution appoint another person in his stead.

90. The continuing Directors or Director, if only one, may act, notwithstanding any vacancies in the Board. Provided that if the number of the Board be less than the prescribed minimum, the remaining Directors or Director shall forthwith appoint an additional Director or Directors to make up such minimum or convene a General Meeting of the Company for the purpose of making such appointment.

91. The Board may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the number of Directors shall not at any time be more than the maximum number hereinbefore provided, or such other less number as may from time to time be fixed as the maximum by the Company in General Meeting.

92. No person shall be elected a Director (except as a first Director or a Director appointed by the Board) unless at least four and not more than seven clear days' 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 himself of his willingness to be elected.

93. 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.

94. The Directors shall receive by way of remuneration for their services, in each year, such sum as the Company in General Meeting may from time to time determine, to be payable out of the gross profits of the Company. And all such remuneration shall be divided among them in such proportions as the Directors may themselves decide upon.

95. The business of the Company shall be managed by the Board of Directors, who may pay all preliminary and other expenses incurred in the formation and registering of the Company, and may exercise all powers of the Company whatsoever within the scope of the Memorandum of Association of the Company, except such (if any) as are by the Companies Acts or by these Articles required to be exercised or authorised by the Company in General Meeting, subject, nevertheless, to any regulations and provisions prescribed by the Company in General Meeting; but no regulations or provisions made by the Company in General Meeting shall invalidate any prior act of the Board of Directors

which would have been valid if such regulation or provision had not been made.

96. A Director may hold any other office under the Company in conjunction with the office of Director.

97. The Company may make contracts with any of the Directors upon such terms as the Directors shall think fit, and a Director shall not by reason of the fiduciary relation subsisting between him and the Company be accountable for any profits made by him in respect of any such contract, nor, subject to the following proviso, in respect of any other contract made with the Company in the profits of which he participated, or in which he is otherwise interested, provided that the fact of his being so interested therein, and the nature of his interest, be fully and fairly disclosed by him at the Meeting of the Directors at which the contract is determined on, if his interest then exists, or in any other case at the first Meeting of Directors after the acquisition of his interest; but in the case of contracts with companies or firms, of which any Director of this Company is a Member, it shall not be necessary to disclose more than the fact of membership, provided always that in no case shall such Director so interested vote, or if he does vote, his vote shall not be counted.

98. All deeds executed on behalf of the Company may be in such form, and contain such powers, provisos, conditions, covenants, clauses and agreements, as the Directors shall think fit, and, in addition to being sealed with the seal of the Company, shall be signed by two Directors, and countersigned by the Secretary or such other officer as the Directors from time to time appoint. All bills of exchange, promissory notes, or other negotiable instruments shall be accepted, made, drawn or indorsed for and on behalf of the Company by two Directors, and all cheques or orders for payments shall be signed by two Directors.

99. Cheques or other negotiable instruments paid into the Company's bankers for collection, and requiring the indorsement of the Company, may be indorsed on its behalf by a Director, the Secretary, or such other officer as aforesaid. All moneys belonging to the Company shall be paid to such bankers as the Directors shall from time to time think fit; and all receipts for money paid to the Company

shall be signed by a Director, the Secretary, or other such officer as aforesaid, and such receipt shall be an effectual discharge for the money therein stated to be received.

100. The Board of Directors may give to any Director, officer, or employe, an interest in any particular business or transaction, commission on the gross amount represented thereby or any portion thereof, or a participation in the profits thereof, or in the general profits of the Company, in addition to or in substitution for a salary, and such interest, commission, or participation shall be treated as part of the working expenses of the Company.

101. The Directors, Trustees, Auditors, Manager, Secretary, and other officers shall be indemnified by the Company from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happen from their own respective wilful act or default. No Director, Local Director or officer, his heirs, executors, administrators or assigns shall be liable for any other Director or officer, or by joining in any receipt or other act of conformity, or for any loss or expense happening to the Company by the insufficiency or deficiency of title to any property acquired by order of the Board for and 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 nor for any other loss, damage, or misfortune whatsoever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own wilful act, neglect, or default.

102. The Directors may, from time to time, establish branch offices, agencies, or local boards, and may make such regulations for their management and define their duties as they may from time to time think proper, and for that purpose may appoint such local chairmen, vice-chairmen, directors, managers, agents, officers, clerks, and servants, with such remuneration (whether fixed or by a share of profits, or both) as they may consider advisable, and may pay the expenses occasioned thereby out of the funds of the Company; and may, from time to time, discontinue all or any of such branch offices, agencies, or local boards, and may remove or suspend all or any of such chairmen, vice-chairmen, directors, managers,

agents, officers, clerks, or servants, for such reason as they may think proper and advisable, and without assigning any cause; and they may enter into agreements with any members of their body for such members respectively acting as chairman or vice-chairman of any local board or boards upon such terms as to the remuneration of such chairman or vice-chairman (whether fixed or by a share of profits, or both), and for their holding the office of chairman or vice-chairman for such term as may be mutually agreed upon. No Local Director shall be as such a Director of the Company.

103. The Directors may at any time, and from time to time, by Power of Attorney under the seal of the Company, appoint any persons to be the 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 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, or any 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 Powers of Attorney may contain such provisions for the protection or convenience of persons dealing with such Attorneys as the Directors think fit. Any such delegates or Attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

104. The Local Directors appointed for a particular district shall, unless specially authorised by the Board of Directors, be empowered only to transact the business of the Company in such district, and shall be subject, in the exercise of such powers, to the control of the Directors of the Company, who may, if any Local Director be requested to render any extraordinary service, grant him such remuneration in respect thereof as they think proper.

105. The Directors may from time to time by special resolution appoint a temporary substitute for the Secretary, and any person so appointed shall for the purpose of these presents be deemed during the term of his appointment to be the Secretary.

106. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and the affixing of the seal shall be authenticated by the signature of any two Directors and the Secretary.

107. And generally, when the Articles are silent, or do not otherwise provide, the Directors shall have full and absolute power, authority, and discretion to act in the management of the Company, and of its property, and in the conduct of the business thereof in such manner, and to take all such steps in relation to carrying into effect all or any of the objects for which the Company is established, as they in their discretion shall think most conducive to the interests of the Company, and for that purpose to make, do, and execute all such acts, deeds, matters, and things whatsoever as may be requisite or expedient in that behalf.

MANAGING DIRECTORS.

108. The Board of Directors may appoint one or more of their number to be a Managing Director or Managing Directors, for such period and on such terms as to remuneration and otherwise as they think fit, provided that the term of office shall in no case exceed six years, without the consent of the Company in General Meeting.

109. The Board of Directors may confer on and delegate to the Managing Directors such powers as they think fit (provided that they shall not confer on any Managing Directors any powers to issue Shares or borrow moneys or expend any capital sum exceeding £100 at one time or in the aggregate in any three consecutive calendar months in increasing the plant of the Company, without the express authority of the Board of Directors).

DISQUALIFICATION OF DIRECTOR

110. The office of Director shall be vacated—

(A). If he is concerned in or participate in the profits of any contract in which the Company is interested without having previously disclosed to the Board the nature and extent of his interest in such contract.

(B). If he become a bankrupt or compound with his creditors, or if he become of unsound mind, or physically or mentally incapable of performing the functions of Director, and the Directors shall resolve that he is disqualified.

(C). If he absent himself from Meetings of the Directors for more than six months without the special approval of his colleagues on the Board, and the Directors shall have resolved that he is disqualified.

(D). If by notice in writing to the Company he resign office.

(E). If a vote be passed at any Board Meeting requesting him to resign his seat. Providing always that no such vote shall be considered to be duly passed unless carried by a vote of the entire number of the remaining Directors.

111. 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 of such Director holding that office, or of the fiduciary relations thereby established, but the nature of his interest 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, and no Director so interested shall vote as a Director in respect of any contract or arrangement in which he is so interested, and if he do vote his vote shall not be counted, but this prohibition shall not apply to the purchase of the businesses mentioned in Clause 3 of the Memorandum of Association, or any matters arising thereout.

PROCEEDINGS OF DIRECTORS.

112. The Board of Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings in accordance

with bye-laws to be made by them, and determine the quorum necessary for the transaction of business, and appoint a Chairman and give him such powers (including a second or casting vote) as they think fit.

113. Until otherwise determined by the Board of Directors two Directors including Managing Directors shall form a quorum.

114. Questions arising at a Meeting of Directors shall be decided by a majority of votes, and in case of an equality the Chairman shall have a second or casting vote.

115. On the request of a Director, the Secretary shall at any time summon a Meeting of the Directors by notice served upon the several Members of the Board.

116. The Directors may elect a Chairman and Vice-Chairman of their Board, and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Vice-Chairman, shall preside at all Meetings of the Board, but if no such Chairman or Vice-Chairman be elected, or if at any Meeting the Chairman and Vice-Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to act as Chairman of such Meeting, and the Director so chosen shall preside at such Meeting accordingly.

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

118. The Board of 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 imposed by the Board of Directors on the Committee, and subject thereto may regulate their own proceedings in the same manner as the Board of Directors may do.

119. All acts done by any Meeting of the Board of Directors or of a Committee of the 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 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.

120. The Directors shall cause minutes to be made in books to be provided for that 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 a Committee of Directors (and for this purpose every Director present at every such Meeting shall sign his name in a book to be kept for that purpose).

(C) Of all resolutions passed and proceedings had by and at all Meetings of the Company, and of the Directors and Committees of Directors.

121. Any such minute if purporting to be signed by the Chairman of the Meeting at which such appointments were made, or such Directors were present, or such resolutions were passed or proceedings had (as the case may be), or by the Chairman of the next succeeding Meeting of the Company, or Directors, or Committee (as the case may be), shall be sufficient evidence without any further proof of the facts therein stated.

122. The Directors may, if they think fit, appoint and send, either temporarily or permanently, to any one of the places where they may from time to time be carrying on business, one or more of the Directors, or any persons, or officers, or servants of the Company, whether as chief or other Managers, or as general or local Agents, or as Inspectors, or in any other capacity which the Board may think expedient for any of the business or affairs of the Company; and with such powers and instructions, and subject to such conditions and restrictions, and with such remuneration by salary, commission, share of profits, or otherwise, as the Directors think fit, and may from time to time suspend or revoke any such appointment.

123. The Directors may delegate to any Local Board, Local Advisers, or Managers, or other officers so appointed, such of the powers and authorities herein conferred on the Directors as they may consider requisite for carrying on the business of the Company, or any portion thereof, but not the power to purchase property except conditionally on the approval of the Board of Directors.

124. The fact of the remuneration of any Director, Managing Director, Manager, Agent, or other officer or servant of the Company being partly calculated by reference to the profits of the Company, shall not make him a partner in or with the Company, or give him any specific interest in the profits of the Company.

DIVIDENDS AND RESERVE FUND.

125. The Board of Directors may, with the sanction of the Company in General Meeting, declare a dividend to be paid to the Members in proportion to the amounts paid up or credited as paid up on their respective Shares, having regard to any preference or other special terms attached to any Shares, and to any terms agreed upon for the remuneration of any Managing Directors, Local Director, or Director. No larger dividend shall be declared than is recommended by the Directors, but a smaller dividend may be declared.

126. When Capital is paid up in advance of calls upon the footing that it is to carry interest, such Capital whilst carrying interest shall not be entitled to participate in profits beyond such interest.

127. No dividend shall be payable except out of the profits arising from the business of the Company or out of the Reserve Fund.

128. The Board of Directors may, before recommending any dividend, set aside out of the profits of the Company such sum as they think proper, but not exceeding one-fifth of the profits of any year, as a Reserve Fund to meet contingencies, or for equalizing dividends; and the Board of Directors may invest the sum so set apart as a Reserve Fund, upon such securities as they may select, or may employ the same in the business of the Company.

129. Notice of any dividend that may have been declared shall be given to each Member in manner hereafter mentioned with respect to notices, and all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company.

130. The Board may, at any time, out of the profits of the Company, pay to Members thereof, by way of interim dividend, such a sum as the Board shall in their discretion think fit.

131. The approval by the Members of a dividend arrived at in accordance with Article 128 shall be deemed to be an approval of the manner in which the Directors have applied the profits of the business under that Article.

132. If several persons are registered as joint holders of any Share, any one of such persons may give effectual receipts for any dividend payable in respect of such Share.

133. The dividends shall be paid to the persons actually on the Register of Members, notwithstanding that they may have transferred their Shares.

134. The Company shall not be responsible for the loss of any cheque, dividend warrant, or post-office order which shall be sent by post to any Member in respect of dividends. Presentment of the cheque, dividend warrant, or post-office order shall entitle the person presenting it to receive the amount represented thereby, and payment to such person (notwithstanding any defect in his title thereto) shall absolutely discharge the Company from all further liability in respect thereof.

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

136. The Directors may deduct from any dividend payable to any sole holder, or several joint holders of any shares, all moneys due from him or them to the Company on any account whatsoever.

ACCOUNTS.

137. The Board of Directors shall cause true accounts to be kept of the Company's business and transactions, and all sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, of the assets and stock-in-trade of the Company, and of all the credits and liabilities of the Company.

138. The books of account shall be kept at such place as the Board of Directors shall prescribe, but no Member other than the Directors shall be entitled to inspect them or any document of the Company, except by leave of the Board of Directors, or of a resolution of a General Meeting, or as provided by Statute.

139. Once at least in every year the Board of Directors shall lay before the Company in General Meeting a statement of the income and expenditure for the past year, made up to the 30th June then last past, or such other date as may be from time to time determined by the Directors.

140. The statement so made shall show the amount of gross income and the amount of gross expenditure. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the Meeting; in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

141. The cost of establishing agencies, connections and branches, including expenses incurred in the acquisition of patents and promotion of companies, may be treated as capital expenditure, and may be spread over a series of years, and the amount of such expenditure for the time being outstanding may, for the purposes of calculating the profits of the Company, be reckoned as an asset.

142. A balance-sheet shall be made out in every year and laid before the Company in General Meeting, at the Annual Ordinary General Meeting in each year, and such balance-sheet shall contain a

summary of the property and liabilities of the Company, and a copy thereof shall be sent to each Member seven days previous to such Meeting, or lie for inspection by Members at the office for seven days previous to such Meeting, at the discretion of the Directors.

AUDIT.

143. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance-sheet ascertained by an Auditor or Auditors. It shall not be necessary to appoint more than one Auditor.

144. The first Auditor of the Company shall be appointed by the Board of Directors. All future Auditors shall be from time to time appointed by the Company in General Meeting.

145. The Auditors need not, but may be, Members of the Company. No Director or officer of the Company shall be eligible whilst in office.

146. The remuneration of the Auditors shall be fixed by the Company in General Meeting.

147. Any Auditor shall be re-eligible.

148. If any casual vacancy occurs in the office of Auditor, the Board of Directors shall call an Extraordinary General Meeting of the Company for the purpose of supplying it.

149. Every Auditor shall be supplied once at least in every year with a copy of the yearly financial statement, and it shall be his duty to examine the same with the accounts and vouchers relating thereto.

150. Every Auditor shall have a list delivered to him of every book kept by the Company, and he shall have free access thereto at all reasonable times, and the Board of Directors and all officers of the Company shall personally give him any information they can which he may desire from them.

151. The accounts for each year as audited shall be conclusive as to the amount of profits applicable to payment of dividends.

152. The Company, by a resolution of the Members in General Meeting, may direct that there shall be a local Auditor or local Auditors of the Accounts of the Company in respect of any office or offices of the Company in the Provinces or Abroad, and may appoint such Auditor or Auditors, and such resolution shall prescribe regulations for the guidance of such Auditor or Auditors. Save as otherwise by the said resolution provided, the provisions hereinbefore contained with respect to Auditors of the Company shall not apply to such local Auditor or Auditors.

NOTICES.

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

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

155. Any notice, if served by post in the United Kingdom, shall be deemed to have been served at the expiration of twenty-four hours from the time when the letter containing the same is posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put in the post-office.

156. Every Member residing out of the United Kingdom shall from time to time name an address therein, which address shall be deemed his registered place of abode, and in case he shall not name such an address, he shall not be entitled to any notice of any General Meeting.

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

158. The accidental omission to give any notice to any of the Members shall not invalidate any resolutions passed at such Meetings.

159. Any summons, notice, order, or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same, or sending it through the post in a prepaid letter addressed to the Company, or to such officer at the office.

DISCOVERY.

160. No Member, or General or other Meeting of Members shall be entitled to require discovery of, or any information respecting any details of the Company's trading, or any matter which may be or is in the nature of a trade secret or mystery of trade, or which may relate to the conduct of the business of the Company, and which, in the opinion of the Board of Directors, it will not be expedient in the interest of the Members to communicate to the public; and particularly, no Member shall be at liberty, without the express sanction in that behalf of the Board of Directors, or of a Managing Director, to be in or upon any part of the working premises of the Company, or to see any of the working books or documents of the Company, or to interfere in any respect with the details of the management and conduct of the business of the Company.

RENUNCIATION.

161. Applicants for Shares in the Company hereby agree to waive any further compliance with Section 38 of the Companies Act, 1867, than that effected by the Company's prospectus, and further to renounce all right of action against any Shareholder, Director, or officer of the Company, in respect of non-compliance with the said section or otherwise, and to admit that they have notice within the meaning of the said section of all contracts directly or indirectly referred to in the prospectus, the allotment of Shares being made on that footing.

WINDING UP.

162. The liquidator on any winding up (whether voluntary, under supervision, or compulsory), 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 the whole or any part of the assets of the Company in trustees upon such trusts or the benefit of the contributories, as the liquidator with the like sanction shall think fit.

163. Any such liquidator may (irrespective of the powers conferred upon him by the Companies Acts and as an additional power) with the consent of a special resolution, sell the undertaking of the Company, or the whole or any part of its assets, for Shares fully or partly paid up or the obligation of or other interest in any other Company, and may by the contract of sale agree for the allotment to the Members direct of the proceeds of sale in proportion to their respective interests in the Company, and in case the Shares of this Company shall be of different classes may arrange for the allotment in respect of Preference Shares of this Company, of obligations of the purchasing Company, or of Shares of the purchasing Company, with any preference or priority over, or with a larger amount paid up than the Shares allotted in respect of Ordinary Shares of this Company, and may further by the contract limit a time, at the expiration of which Shares, obligations, or other interest not accepted or required to be sold shall be deemed to have been refused, and be at the disposal of the liquidator or the purchasing Company.

164. Upon any sale under the last preceding Article, or under the powers given by Section 161 of the Companies Act 1862, no Member shall be entitled to require the liquidator either to abstain from carrying into effect the sale, or the resolution authorising the same, or to purchase such Member's interest in this Company; but in case any Member shall be unwilling to accept the Shares, obligations or interest to which under sale he would be entitled, he may, within fourteen days of the passing of the resolution authorising the sale, by notice in writing to the liquidator, require him to sell such Shares, obligations or interest, and thereupon the same shall be sold in such manner as the liquidator may think fit, and the net proceeds shall be paid over to the Member requiring such sale. In the event of any Member who shall not join in or accede to any such sale or arrangement not giving any such notice as last aforesaid, the Directors of the Company for the time being, or the liquidator shall be at liberty, but not bound to sell or dispose of the Shares, Stock, or other property to which such Member is entitled in the Company, and shall pay the net proceeds over to him in due course of liquidation, and any such sale may be made by public auction, or in any such manner as the Directors or liquidator think fit.

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Walter Goodacre
 manufacturer
 1 Birchington Rd Crouch ind N

Harry Goodacre.
 manufacturer

37 Fairlop Rd. Rytonstone Essex.

James Mitchell Jones
 Manager

53 Crouch Hill N

Archibald Ernest Harrison
 Provision Merchant

Denmark House Hufegate N.

Fred Goodacre,
 manufacturer,
 Belmont, East Finchley. N.

Joseph Staggarty
 Clerk.

"Northwood" Fortis Green East Finchley N

Arthur. Dixon Goodacre
 Clerk

43 Fairmead Rd
 Holloway N.

Dated the 20th day of March 1896.

Witness to all the above signatures:-

William Moore Clerk
 29 Usher Road North Barr E

DUPLICATE FOR THE FILE.



No. 47367

N.L. 46362

Certificate of Incorporation

OF THE

William Goodacre & Sons, Limited.

I hereby Certify, That the

William Goodacre & Sons, Limited,

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

Given under my hand at London this *twenty sixth* day of *March* One

Thousand Eight Hundred and Ninety *six*.

Fees and Deed Stamps £ *17 10*..

Stamp Duty on Capital £ *50*..

Registrar of Joint Stock Companies.

Certificate received by

per William Beck

W. F. Crane

Date *30th March 1896*

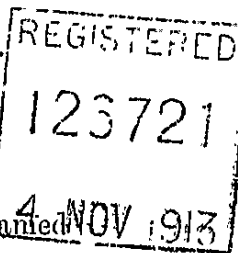
Special Resolutions

OF

William Goodacre & Sons, Limited.

Passed 10th October, 1913.

Confirmed 27th October, 1913.



AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Offices of the Company, Russell Road, Victoria Docks, London, E., on the 10th day of October, 1913, the subjoined **Resolutions** were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Company, also duly convened and held at the Offices of the Company as aforesaid, on the 27th day of October, 1913, were duly confirmed as **Special Resolutions**, under the Companies (Consolidation) Act, 1908, viz.:—

1. That the Capital of the Company be increased from £50,000 to £70,000 by the creation of 10,000 new Preference Shares of One Pound each and 10,000 new Ordinary Shares of One Pound each, ranking in all respects *pari passu* with the existing 10,000 Preference Shares and 40,000 Ordinary Shares in the Capital of the Company.
2. 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 to the exclusion of, and in substitution for, all the existing Articles thereof.
3. That the Agreement entered into by the Company with Mr. Kennedy Walker, dated 26th September, 1913, now submitted, be and the same is hereby confirmed.

Dated this 27th day of October, 1913.

for J. A. G. G. G. G.
Chairman
WILLIAM GOODACRE & SONS, LIMITED
LONDON

COMPANY LIMITED BY SHARES.

Articles of Association
OF
WILLIAM GOODACRE & SONS,
LIMITED.

As adopted by Special Resolution of the Company, passed on the 10th October, 1913, and confirmed on the 27th October, 1913.

I.—PRELIMINARY.

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

“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 a calendar month.

“In writing” means written or printed, or partly written and partly printed.

“The Seal” means the Common Seal of the Company.

“The Directors” means the Directors for the time being.

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies (Consolidation) Act, 1908.

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

Words importing the masculine gender only, include the feminine gender.

Words importing persons include Corporations.

2. The regulations contained in Table "A" in the first schedule to the Companies (Consolidation) Act, 1908, shall not apply to this Company.

3. The Directors shall, as soon as possible after the incorporation of the Company, acquire or purchase on behalf of the Company, as from the 1st day of July, 1895, the business referred to in Clause 3 of the Memorandum of Association.

4. The business of the Company may be commenced as soon after the incorporation of the Company as the Directors in their absolute discretion shall think fit, and notwithstanding that part only of the Shares may have been taken. None of the funds of the Company shall be employed in the purchase of, or lent on, Shares of the Company.

II.—CAPITAL.

5. The Capital of the Company shall be divided into 20,000 Preference Shares of £1 each and 50,000 Ordinary Shares of £1 each. The whole, or such portion of the Capital of the Company as the Directors may determine may be issued and allotted by them from time to time as fully paid up or as partly paid up as the consideration or part consideration for the acquisition of any property or rights by the Company, or as the consideration for any contract entered into with, or any services rendered, or in payment for work or materials supplied to the Company, or for any other like purpose.

6. The Shares shall be under the control of the Directors who may issue the Capital of the Company at such time and times, and from time to time, and in such sum and sums, and either at a premium or at par, and generally on such terms as they may think fit.

7. 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.

8. The Directors may, if they shall deem it expedient or necessary, cancel any allotment of a Share or Shares which may have been previously made, on such terms or conditions as they shall think fit, or without any conditions whatsoever.

9. The Company may in General Meeting from time to time increase its Capital by the creation of new Shares of such amount as may be deemed expedient.

10. 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 directions 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.

11. The Company may, before the issue of any new Shares, determine that the same or any of them shall be offered in the first instance, and either at par or at a premium, to all the then Members, or any class thereof, 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 Shares in the original Ordinary Capital.

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

13. 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.

14. The Company may also by Special Resolution, sub-divide, or by Ordinary Resolution, consolidate its Shares or any of them.

15. 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 or more of such Shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise, over or as compared with the others or other.

16. As regard all allotments of Shares from time to time made, the Directors shall duly comply with Section 88 of the Companies (Consolidation) Act, 1908.

17. Upon any offer of Shares for subscription, it shall be lawful for the Company and the Directors on its behalf, in addition to the power to pay brokerage, to pay a commission not exceeding 25 per cent. upon the nominal amount of the said Shares (or such of them in respect of which the Company may pay or agree to pay such commission), to any person or corporation, in consideration of his or its subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company.

18. The Company may make arrangements on the issue of Shares for a difference between the Shareholders in the amounts and times of payment of calls on their Shares.

III.—SHARES.

19. Every Member shall on demand be entitled to a certificate under the Common Seal of the Company specifying the Share or Shares held by him, and the amount paid up thereon.

20. If such certificate be worn out or lost, it may be renewed, but the Board may require reasonable evidence of such destruction or loss, and such indemnity or security against loss to the Company by reason of such renewal as the Directors may deem adequate.

21. 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. 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.

22. No more than four persons shall be entitled to be registered as the joint holders of any Stock or Shares (unless the Directors shall rule otherwise).

IV.—CALLS ON SHARES.

23. The Directors may from time to time make such Calls as they deem fit upon the Members in respect of all moneys unpaid on their Shares, and not by the conditions of allotment made payable at fixed times, 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. A Call may be made payable by instalments.

24. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed. Fourteen days' notice of such Call shall be given, specifying the time and place of payment, and to whom such Call shall be paid.

25. If the Call payable in respect of any Share or any amount payable on a Share under the terms of allotment be not paid before or on the day appointed for the payment thereof, the holder or allottee of such Share shall be liable to pay interest for the same at any rate fixed by the Directors, not exceeding £10 per cent. per annum, from the day appointed for payment, to the time of actual payment.

26. On the trial or hearing of any action by the Company for the recovery of any money due for any Call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of

the holders of the Shares in respect of which such debt accrued, that the resolution making the Call is duly recorded in the minute book, and that notice of such Call was duly given to the Member sued in pursuance of these presents, and it shall not be necessary to prove the appointment of the Directors who made such Call nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

27. 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 any of the Shares held by him beyond the sums actually called for, 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 such interest, or fixed or other dividends as the Member paying the same and the Directors may agree upon.

V.—TRANSFER AND TRANSMISSION OF SHARES.

28. The transfer of any Share in the Company shall be by deed in the usual common form or in such form as the Directors may approve, executed both by the transferor and transferee, and the transferor shall be deemed the holder until the name of the transferee is entered in the register in respect thereof.

29. The Directors may refuse to register any transfer of Shares upon which the Company has a lien; and in the case of Shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve.

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

31. Every instrument of transfer shall be left in the office for registration, accompanied by the Certificate of 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. All instruments of transfer which shall be registered shall be retained by the Company.

32. The executors or administrators of a deceased Member (not being one of several joint holders), and in the case of death of one of two or more joint holders, the survivor or survivors shall be the only persons recognised by the Company as having title to any Share of such deceased Member, or to such deceased Member's interest in any Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability in respect of a Share held jointly by him and another, or others.

33. 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, or marriage of any female Member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause, or of his title, as the Directors think sufficient, may with the consent of the Directors, be registered himself as a Member in respect of such Shares or, subject to the regulations as to transfers, hereinbefore contained, may transfer the same to some other person.

34. The Company shall be entitled to charge the following fees:—

				s.	d.
For registration of any transfer	....	....	....	2	6
„	„	probate	....	2	6
„	„	proof of death in joint holdings	....	2	6
„	„	request by executors to be placed on			
		Register	....	2	6
„	„	proof of marriage	....	2	6
„	„	power of attorney	....	2	6
„	„	change of name by deed poll or			
		otherwise	....	2	6
„	„	notice in lieu of distringas	....	2	6
„	„	lunacy orders	....	2	6
„	„	appointment of trustee in bankruptcy,			
		&c.	....	2	6
					each.
For issue of duplicate certificates	....	....	....	1	0
„	„	split certificates	....	1	0

VI.—REGISTERED SHARES, TRANSFER THEREOF, AND REGISTERED SHAREHOLDERS.

35. The Company shall not be bound by or recognise any agreement to transfer or charge any registered Share, or any equitable, contingent, future or partial interest, in any registered Share, or any other right in respect of such Share, except an absolute right thereto in the person from time to time registered as the holder thereof, and except also, as regards any parent, guardian, committee, executor or administrator or assignee of a registered Shareholder, his respective right under these presents to become a registered Shareholder in respect thereof, or to transfer such Share.

36. Transfers of registered Shares shall be effected only by an instrument in writing signed by the transferor and transferee, and lodged at the office for registration. The usual common form of transfer shall suffice. Not more than one class of Stock or Shares shall be transferred by means of any one instrument of transfer.

37. The executors or administrators of a deceased Shareholder must transfer the holding of a deceased Shareholder within a year and a day from the date of the deceased Shareholder's death, to some person or persons who will be registered as Members in respect thereof, and failing their so doing the board are authorised to withhold payment of all dividends that may accrue payable in respect of such holding until such time as it shall be so transferred, but the same shall then be payable to the transferee or transferees.

VII.—LIEN AND FORFEITURE.

38. The Company shall have a first and paramount lien upon all the Shares other than fully paid up Shares, registered in the name of each Member, whether solely or jointly with others, and upon the proceeds of sale thereof for his debts, liabilities and engagements (including calls actually made), 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. Such lien shall extend to all dividends from time to time declared in respect of such Shares. Unless otherwise agreed, the registration of a transfer shall operate as a waiver of the Company's lien, if any, on such Shares.

39. For the purpose of enforcing such lien the Directors may sell the Shares subject thereto in such manner as they shall think fit, or by resolution forfeit the same, but no such sale or forfeiture shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell or forfeit shall have been served on such member, his executors or administrators, by post in a registered letter, to the address on the Register of the Members, and default shall have been made by him or them in the payment or discharge of such debts, liabilities or engagements for seven days after the posting of such notice.

40. In case of such forfeiture only so many Shares shall be so forfeited as the Auditors of the Company shall certify to be the equivalent of such debts, liabilities and engagements, at their then market value. In case of a sale the net proceeds shall be applied in or towards satisfaction of the debts, liabilities or engagements, and the residue (if any) paid to such Member, his executors, administrators or assigns.

41. If any Member fail to pay any call, instalment, or other money payable under the terms of allotment of a Share, on the day appointed for payment thereof, the Directors may at any time thereafter during such time as 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.

42. 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. It shall also name the place where payment 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 in respect of which such payment is due will be liable to be forfeited.

43. 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 has been made, be forfeited by a resolution of the Directors to that effect. Such forfeitures shall include all dividends declared in respect of the forfeited Shares, and not actually paid before the forfeiture.

44. Any Share forfeited shall be deemed to be the property of the Company, and may be sold, extinguished, re-allotted or disposed of in such manner as the Directors think fit.

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

46. Any Member whose Shares have been forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay to the Company all calls or other moneys owing or charged upon such Shares at the time of the forfeiture, together with interest thereon from the time of such forfeiture until payment at 5 per cent. per annum.

47. In the 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 entitled to such Share, and such declaration and the receipt of the Company for the price of such Share shall constitute a good title to the same 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 the 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, nor shall his title to the Share be affected by any irregularity in the proceedings in reference to such sale or allotment, and that notwithstanding that he had express notice thereof.

52. The Directors shall cause a proper register to be kept in accordance with Section 160 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 163 of the Companies (Consolidation) Act, 1908, in regard to the registration of mortgages and charges therein specified and otherwise.

X.—SHARE WARRANTS TO BEARER.

53. The Company may issue Share Warrants in respect of paid-up Shares. Subject to the provisions of these Articles and of the Companies (Consolidation) Act, 1908, the bearer of a Share Warrant shall be deemed to be a member of the Company to the full extent, but he shall not be entitled to attend or vote at any General Meeting, or to sign a requisition for or join in convening a Meeting under the provisions hereinafter contained, unless he shall have two clear days previously deposited the Warrant at the registered offices 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.

54. The stamp duty on every Share Warrant, and all other expenses of or incidental to its issue shall be borne by the persons applying for it.

55. In case of the loss of any Share Warrant, a new one may be issued to the person claiming in respect of it or such person may be entered in the Register of Members, but only on producing such evidence of his title, and of the loss of the Warrant as the Directors shall consider satisfactory, and on his giving to the Company such indemnity with or without security as the Directors shall require.

56. The Company may provide by coupons or otherwise for the payment of the future dividends on the Shares or Share included in any Share Warrant.

57. All the powers of the Company with reference to Share Warrants shall be exercised by the Board.

XI.—CONVERSION OF SHARES INTO STOCK.

58. The Directors may with the sanction of the Company previously given in General Meeting, convert any paid-up Shares into Stock. When any Shares have been converted into Stock the several holders of such Stock may thenceforth transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which any Shares in the Capital of the Company may be transferred, or as near thereto as circumstances permit. 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, but with power, nevertheless, at their discretion to waive such rules in any particular case.

59. The several holders of Stock shall be entitled to participate in the dividends and profits of the Company according to the rank of such Stock and amount of their respective interest in such Stock, and such interest shall, in proportion to the amount and rank thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company, and for other purposes as would have been conferred by Shares of equal amount and rank in the Capital of the Company, but so that none of such privileges or advantages, except the participation in the dividends and profits of the Company shall be conferred by any such aliquot part of Consolidated Stock as would not, if existing in Shares, have conferred such privileges or advantages, and save as aforesaid all the provisions herein contained shall, so far as its circumstances will admit, apply to Stock as well as Shares. No such conversion shall affect or prejudice any preference or other special privilege. The Company may at any time re-convert any Stock into paid-up Shares of any denomination.

XII. -- GENERAL MEETINGS.

60. General Meetings 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.

61. The above-mentioned General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary.

62. The Directors may, whenever they think fit, and they 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 other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting of the Company, and in the case of such requisition the following provisions shall have effect:—

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

(2) If the Directors of the Company do not proceed to cause a meeting to be held within twenty-one 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 the deposit.

(3) 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.

(4) 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 Directors.

63. Seven clear days' notice at the least of every General Meeting, 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 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 omission to give notice to any of the Members or the non-receipt of such notice by any Member shall not invalidate the proceedings or any resolution passed at any General Meeting. The report of the Directors shall be deemed notice of any special business mentioned or referred to therein. With the consent in writing of all the Members a General Meeting may be convened by a shorter notice and in any manner they think fit.

64. When it is proposed to pass a special resolution, two meetings may be convened by one and the same notice, and no objection to such notice shall be taken on the ground that it only convenes the second meeting, contingently on the resolution being passed by the requisite majority at the first meeting.

XIII.—PROCEEDINGS AT GENERAL MEETINGS.

65. The sanctioning a dividend recommended by the Board, the election of Directors and other officers, and voting or varying their remuneration, and the consideration of the accounts and balance-sheet and report of the Directors at an Ordinary Meeting, and the transaction of any other business which under these presents ought to be transacted at an Ordinary Meeting, shall be deemed ordinary business, but all business, other than that before-mentioned, transacted at an Ordinary Meeting, and all business of whatever kind transacted at an Extraordinary Meeting shall be deemed special.

66. Three members personally present shall be a quorum for a General Meeting for the choice of a Chairman, the declaration of a dividend recommended by the Board, the re-election of Directors and other officers, and continuing their remuneration at the same rate as for the year last past, and the adjournment of the meeting. For all other purposes the quorum for a General Meeting shall be five members personally present. Subject as aforesaid and to the provisions of the next Article (as to adjourned meetings), no business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

67. 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, but in any other case it shall stand adjourned to such day (not exceeding fourteen days therefrom), time and place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present, any number of Members not less than three, qualified for voting at General Meetings, who may be present in person, may proceed to transact, and shall be competent to transact, the business for which the meeting is called, but if three Members are not then so present, it shall be adjourned *sine die*.

68. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

69. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or shall decline to take the chair, the Directors present shall choose one of their number to act, and if there be no Director willing to act the Members present shall choose one of their number to be Chairman.

70. 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 at which the adjournment took place.

71. If any General Meeting shall be adjourned for more than three weeks, notice of such adjournment shall be given to all the Members in the same manner as notice was given of the original meeting, except that the length of the notice required may be less than seven clear days.

72. 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 a 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.

73. At any General Meeting unless a poll is (before the conclusion thereof) demanded by the Chairman, or in writing by at least ten members personally present and entitled to vote and holding at least 100 Shares

each, and in the aggregate not less than one-twentieth of the issued Capital of the Company, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

74. If a poll is demanded, as above provided, it shall be taken in such manner and at such time, whether after an interval or at once, as the Chairman directs, or in the absence of any such direction or sufficient direction by him, then as the Directors shall determine, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting. Any poll duly demanded on the election of a Chairman or on any question of adjournment shall be taken at the meeting and without adjournment. The demand of a poll or any adjournment of a meeting for the purposes of taking the same shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll shall have been demanded.

75. Minutes shall be made in a book provided for that purpose of all resolutions and proceedings of General Meetings, and any such minutes, if signed by any person purporting to be the Chairman of the meeting to which they relate, or by any person present thereat and appointed by the Board of Directors to sign the same in his place, shall be received as evidence of the facts therein stated without further proof.

XIV.—VOTES OF MEMBERS.

76. 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.

77. Any guardian or other person entitled under Clauses 32 or 33 hereof to transfer any Shares or Stock may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder thereof, provided that 48 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 Stock, or unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

78. If two or more persons jointly entitled to a Share or Shares are present at a meeting, the Member present whose name stands earliest in order in the Register of Members as one of the holders of such Share or Shares, and no other, shall be entitled to vote in respect of the same.

79. No Member shall be entitled to vote or act as a proxy at a General Meeting unless all moneys due from him to the Company in respect of such Shares or otherwise have been paid, and no Member shall be entitled to vote in respect of any Share that he has acquired by transfer unless he has been possessed of the Share in respect of which he claims to vote for at least one month previously to the time of holding the meeting at which he proposes to vote.

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

81. The instrument appointing a proxy shall be under the hand of the appointer, or if such appointer is a Corporation under the Common Seal, in the following or such other form as the Directors may from time to time approve :—

WILLIAM GOODACRE & SONS, LIMITED.

I, the undersigned _____ of _____
in the County of _____ being a Member of WILLIAM
GOODACRE & SONS, LIMITED, hereby appoint
of _____ and failing him _____ of _____
and failing both the foregoing Members _____ of _____
as my proxy, to vote and act for me and on my
behalf at the Ordinary (or Extraordinary, as the case may be)
General Meeting the Company, to be held on the _____
day of _____ and at any adjournment thereof, and at
every poll which may take place in connection therewith.

As witness my hand this day of 19 .

Except that a Corporation holding Shares may constitute any member or officer of its own its proxy, no person shall be appointed a proxy who is not a Member of the Company.

82. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than 48 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 two calendar months from the date of its execution, except upon a poll demanded at, or at an adjournment of a meeting held within two calendar months of its date.

XV.—DIRECTORS, THEIR QUALIFICATION AND REMUNERATION.

83. The first Directors of the Company shall be appointed by the subscribers hereto, or the majority of them, by an instrument in writing under their hands.

84. The number of Directors shall not be less than three nor more than seven.

85. The Directors shall have power at any time, and from time to time, to appoint any 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.

86. The qualification of a Director shall be the holding of Shares in the Company.

87. The Directors shall be paid out of the funds of the Company, by way of remuneration for their services, such sum as shall from time to time be determined by the Company in General Meeting. Such sum shall be divided amongst the Directors in such proportion and manner as the Directors may determine.

88. The Company in General Meeting, notwithstanding the provisions herein contained, may from time to time, and at any time, increase or reduce the number or the remuneration of the Directors, and may also determine in what rotation such increased or reduced number is to go out of office and in what manner such increased or reduced remuneration shall be paid.

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

XVI.—POWERS OF DIRECTORS.

90. The management of the business and the control of the Company shall be vested in the Directors, who shall have power to do everything not by law or the Company's regulations prohibited or forbidden to be done, and not expressly directed or required to be exercised or done by the Company in General Meeting, which they may think requisite or advisable to be done in the Company's interest for the proper and efficient management of the Company's business and affairs and protection of its property, and making the business and property remunerative and profitable, but subject nevertheless, to any regulations or directions from time to time made or given by the Company in General Meeting, provided that no regulation or direction made or given by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation or direction had not been made or given.

91. More particularly, and without limiting or controlling the effect of the preceding Articles or the exercise by the Directors of any general or specific powers which may be exercisable by the Directors as incident to their office in virtue of the Company's regulations, or by law or otherwise, it shall be lawful for the Directors in their absolute discretion, and without

any responsibility for any exercise of such discretion, to exercise on behalf of the Company, and with the name of the Company or otherwise, all and each or any of the following specific powers, that is to say:—

- (A) To proceed generally to carry out the objects and intentions of the Company in such way as they, in their absolute discretion, shall think most expedient.
- (B) To determine what things shall from time to time be undertaken and done by the Company in pursuance of its registered objects, and to postpone, if so thought fit, the execution in whole or in part of any of those objects, and to discontinue, close and dispose of any portion of the business for the time being of the Company.
- (C) From time to time to appoint one or more of their number to any office or employment, either temporary or otherwise, under the Company, or as Managing Director, at such salary or remuneration, in addition to his or their fees as Director or Directors, and with such powers and duties as they may think fit, and such appointment shall not be disqualification for the office of Director.
- (D) To fix, allow and pay all brokerages, commissions, allowances, fees, costs, charges and expenses whatsoever relating to the raising or issue of any portion of the Capital of the Company, or to the formation of the Company, and to enter into any agreement for the purpose of raising such Capital that may seem to them expedient.
- (E) To make any payment, or to satisfy any claim, or the consideration for any purchase or acquisition, either in cash or wholly or partly in Shares of the Company, wholly or partially paid up, or in Mortgage Bond, Debentures, or other obligations or securities of the Company, or partly in one of such modes and partly in another.
- (F) To sell, let, or lease, or otherwise deal with or dispose of any portions of the real or personal property, whether in possession

or in action, which shall from time to time belong to the Company for any pecuniary or other consideration, and to accept as the whole or a part of such consideration shares, debentures, or other interest in any Company or Corporation and to alien such shares, debentures, or other interests may either be held by the Company or distributed amongst the members in proportion to their holdings.

(g) To make or accept on behalf of the Company, and either in the name of the Company or otherwise any security, real or personal or otherwise, for the payment of any debt which shall from time to time be owing to the Company, whether the term or time of credit for the same has expired or not, or for the performance of any contract entered into with the Company or otherwise for the indemnity, protection, or advantage of the Company, and to sell, assign, transfer, or otherwise deal with any security to be so taken.

(h) To raise and borrow money in the name and for the purposes of the Company to such extent on such terms and conditions as to time of repayment, rate and interest, and generally upon such security, and under and subject to such conditions as may seem expedient.

(i) To make and issue transferable and other bonds, debentures or obligations under the Seal of the Company or otherwise, and to make and deliver under its Seal or otherwise any mortgages, bonds, and dispositions in security, bonds of cash credit, charges, liens or securities of or affecting any property of the Company, present or future, including uncalled capital, and either as a floating security or otherwise, either for securing the repayment of money borrowed, or for securing the payment and performance of any of the debts, contracts or engagements of the Company, and if so thought fit, to make the same in such form as to make the benefit thereof pass by the delivery of and accompanying the possession of the instrument, and enable the holder or bearer thereof to the benefit of the same respectively, independently of

and unaffected by equities subsisting between the Company and any persons (other than such holder or bearer) who may have any right of action or suit thereon, or against whom the Company may have any counter-claims whatsoever, and all bonds, debentures, bills, securities and money obligations of the Company may, at the discretion of the Directors, from time to time be issued at par, or at a premium, or at a discount, or with or subject to any attendant privileges, burdens, advantages or disadvantages whatsoever.

(J) To cause or permit any bonds, debentures, mortgages, bonds and dispositions in security, bonds of cash credit, charges, incumbrances, liens, or securities of or belonging to or made or issued by the Company or affecting its property to be redeemed, exchanged, transferred or satisfied as the Directors shall think fit.

(K) To draw, accept and endorse, or authorise or empower any one or more of the Directors or any other person or persons, to draw, accept and endorse Bills of Exchange in the name and on behalf of the Company, and also to make and endorse or authorise and empower any one or more of the Directors or any other person or persons to make and endorse any promissory notes, and also to endorse or authorise and empower any one or more of the Directors or any other person or persons to endorse in the name, and on behalf of the Company all negotiable securities or instruments belonging to or held by, or on account of the Company, which may require endorsement in order to effect or complete the negotiation or transfer thereof, or to pass the property therein.

(L) To nominate and appoint any Director or any other person or persons to represent or act as attorneys for the Company, or the Directors for any purpose, matter or thing in which the Directors may consider that it may be necessary or desirable that the Company or the Directors should act by agent or attorney, and to constitute such agents or attorneys by any instrument under the Seal of the Company or otherwise, and to delegate to such persons, or authorise them to exercise any power

which for the time being may be exercisable by the Directors or by the Company through the Directors, which the Directors may think proper to delegate.

(m) To purchase or otherwise acquire the goodwill and connection of any business comprised within the objects of the Company, with or without any property or assets used or held in connection therewith, and to pay for the same in Shares, or in Debentures, or in any other manner, and to enter into all contracts, take over such liabilities, give such indemnities, and make such compensation to persons for loss of employment as may be, or be deemed to be necessary or expedient for such purposes, and in the event of the purchase of the business of a company limited by shares, to take and pay for the whole or any part of its capital. On the purchase of any property, to accept such title thereto as they may think reasonably safe.

(n) To invest the funds of the Company in such securities or manner as they may deem expedient, including the depositing thereof at any bank at interest, and from time to time vary all or any of such investments, provided that the funds of the Company shall not be expended in the purchase of, or loans upon the security of its own Shares or Stock.

(o) To take all necessary steps for registering the Company in conformity with the laws of any foreign State or British Colony, and to apply for and accept all statutes, laws or decrees of the government or authorities thereof necessary or expedient for enabling the Company to carry on, or more conveniently to carry on, business within the jurisdiction of such State or Colony.

(p) To appoint any of themselves or any other person or persons to accept and hold in trust for the Company any real or personal property from time to time belonging thereto, or which, consistently with the Company's regulations, may be proposed to be acquired for the purposes thereof, and to cause all such

deeds and things to be made and done as shall be requisite to vest the same in the person so appointed.

(q) To execute or give 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 or future, or other indemnities, as they think fit, and such mortgages may contain a power of sale and other such powers, covenants and provisions as shall be agreed upon.

(r) To pay the costs and expenses of, or incident or preliminary to the preparation of these presents.

(s) To pay all the costs and expenses of or incident to the carrying on of the business of the Company, including the printing, stamping and issuing of proxies.

92. The continuing Directors may act notwithstanding any vacancy in their body.

93. The Company may exercise the powers conferred by Section 79 of the Companies (Consolidation) Act, 1908, and such powers shall accordingly be vested in the Directors. And the Company may cause to be kept in any Colony in which it transacts business a Branch Register of Members resident in such Colony, and the word "Colony" in this clause shall have the meaning assigned thereto by the Companies (Consolidation) Act, 1908, Section 34 (3), and the Directors may from time to time make such provisions as they may think fit, respecting the keeping of any such Branch Register.

94. The Directors shall provide a Seal for the use of the Company. Any document to which the Seal of the Company shall be affixed shall be signed by at least one Director and countersigned by the Secretary or other officer appointed by the Board for that purpose.

XVII.—DISQUALIFICATION OF DIRECTORS.

95. The office of Director shall be vacated—

(A) If he become a bankrupt or compound with his creditors, or if he become of unsound mind, or physically or mentally incapable of performing the functions of Director, and the Directors shall resolve that he is disqualified.

(B) If he cease to hold the required qualification or do not acquire the same within two months after election or appointment.

(C) Upon the expiration of one month from notice in writing delivered by him to the Chairman of the Directors or the Secretary, or left by him at the office of the Company, stating his intention to resign his office.

(D) If he be absent from the Board Meetings continuously for six calendar months without the consent of the Board unless such absence arise through his being engaged in the Company's own business, and the Directors shall have resolved that he is disqualified.

(E) If a vote be passed at any Board Meeting requesting him to resign his seat. Providing always that no such vote shall be considered to be duly passed unless carried by a vote of the entire number of the remaining Directors.

96. Each Director shall have the power to nominate one of the Shareholders possessing the necessary qualifications of a Director, to act as alternate Director in his place during his absence or inability to act as such Director, and, provided that the appointment of an alternate Director shall be approved of by the Board, and on such appointment being made the alternate Director shall in all respects be subject to the terms, qualifications and conditions existing with reference to the other Directors of the Company.

97. The alternate Directors, whilst acting in the place of the Directors who appointed them, shall exercise and discharge all the duties and functions of the Directors they represent. The appointment of an

alternate Director shall be cancelled, and the alternate Director shall cease to hold office whenever the Director who appointed him shall cease to be a Director, or shall give notice to the Secretary of the Company that the alternate Director representing him shall have ceased to do so, and in case of the disqualification or resignation of any alternate Director during the absence or inability to act of the Director whom he represents, the vacancy so arising shall be filled by the Chairman for the time being of the Directors nominating a duly qualified Shareholder to fill the same subject to the approval of the Board.

98. A Director or intending Director shall not be disqualified by his office from entering into a contract or arrangement with the Company, either as vendor, purchaser, manager, agent, broker, 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 person, firm or company of or 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 of such Director holding the office of Director, or of the fiduciary relation thereby established. Any Director so contracting or being so interested as aforesaid shall disclose at the Board Meeting at which the contract or arrangement is determined upon the nature of his interest, if his interest then exists, or in any other case at the first Board Meeting after the acquisition of his interest, and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted, but this prohibition shall not apply to the agreement referred to in Article 8 hereof, or to any modification thereof, or to any matters arising thereout, or to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of indemnity or security for loan or to any settlement or set off or cross or counterclaim, and it may at any time or times be suspended or released by a General Meeting. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in any transaction with such firm or company, shall be sufficient disclosure under this article and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company as aforesaid.

XVIII.—ROTATION OF DIRECTORS.

99. At every Ordinary Meeting, one-third of the Directors for the time being (or if the number be not a multiple of three, then the number nearest to but not exceeding one-third) who have been longest in office since their last election, shall retire from office. As between Directors of equal seniority, the Directors to retire shall, in default of agreement be selected by ballot.

100. A retiring Director shall be eligible for re-election.

101. 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 office.

102. If at any meeting at which Directors ought to be elected, the places of any retiring Directors 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.

103. 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 fourteen 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.

104. The Company may, by extraordinary 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.

105. 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.

106. The Directors shall comply with section 75 of the Companies (Consolidation) Act, 1908, in keeping a Register of Directors or Managers and notifying changes to the Registrar.

XIX.—MANAGING DIRECTORS.

107. The Directors may from time to time, on such terms and conditions as they think proper, 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.

108. A Managing Director shall subject to the provision 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.

109. 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 these modes.

110. The Directors may, from time to time, entrust to and confer upon a Managing Director for the time being such of the powers exerciseable 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.

XX.—PROCEEDINGS OF DIRECTORS.

111. 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. Unless otherwise determined, two Directors shall be a quorum. A Director interested in any contract or question arising at any meeting is to be counted in a quorum, notwithstanding his interest. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director or the Secretary may at any time summon a meeting of the Directors.

112. 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 appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting.

113. 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 Articles of the Company for the time being vested in or exercisable by the Directors generally.

114. 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, except as herein otherwise provided, in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

115. A Committee may elect a Chairman of their meetings. If no such Chairman be elected, or if he be not present at the time appointed for holding the same, or decline to take the chair, the Members present shall choose one of their number to be Chairman of such meeting.

116. 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 equality of votes the Chairman shall have a second or casting vote.

117. 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 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.

XXI.—ANNUAL RETURNS.

118. The Company shall make the requisite Annual Returns in accordance with Section 26 of the Companies (Consolidation) Act, 1908.

XXII.—DIVIDENDS.

119. The Company may in General Meeting declare a dividend to be paid to the Members in proportion to the amount paid up or treated as paid up on their Shares, having regard to any preference or priority attaching to such Shares respectively, and may fix the time for payment, and the Directors may, when and so often as the profits will in their judgment admit thereof, pay an interim dividend or dividends without requiring any sanction of a Meeting of Shareholders. No larger dividend shall be declared than is recommended by the Directors.

120. If the profits of the Company be at any time represented by Shares, obligations, or other property, of a like nature, which, having regard to the number of the Shares, may be capable of distribution, such divisible profits may be distributed in specie in the shape of dividend, provided that no Shares having any liability attached thereto shall be so distributed.

121. 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 renewing or maintaining the property, plant and works connected with the business of the Company or any part thereof, or as a sinking fund to cover the cost of any lease or determinable interest, and may, subject to these regulations, from time to time apply the whole or any part of any reserve fund for any purposes of the Company.

122. The Directors may deduct from the dividends or interest payable to any Member all such sums of money as may be due from him to the Company on account of Calls or otherwise, and may apply such sums in satisfaction thereof.

123. 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 interest shall be payable, notwithstanding any subsequent transfer or transmission of Shares.

124. Dividends shall be paid by cheque sent through the post to the Member or person entitled thereto, at his risk, at the address to which notices are to be sent to him as hereinafter mentioned or to such Member or person at such address as he shall in writing direct, and in the case of joint holders shall, in the absence of written instructions signed by all the joint holders, be so paid to the joint holder first named in the register. Every such cheque shall be made payable to the order of the person to whom it is sent, and if so posted as aforesaid shall be deemed to have been delivered to the addressee at the time of posting, and thereafter such person shall only be entitled to payment of such dividend in any other manner upon such terms and conditions as the Directors shall think fit to impose.

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

126. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

XXIII.—ACCOUNTS AND DISCOVERY.

127. The Directors shall cause accounts to be kept of the assets and liabilities, receipts and expenditure of the Company. The books of account shall be kept at the registered office of the Company.

128. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account, and a balance-sheet

showing the assets and liabilities of the Company made up to a date not more than six calendar months before such meeting, from the time when the last preceding account and balance-sheet was made up.

129. On the accounts being passed by the meeting, they shall, in the absence of fraud, be binding, final and conclusive on every Shareholder.

130. The Directors may from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations the books, accounts and documents of the Company, or any of them, shall be open to the inspection of the Members, and no Member shall have any right of inspecting any book, account 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.

131. The provisions of the Companies (Consolidation) Act, 1908, as to Auditors shall apply.

XXIV.—NOTICES.

132. 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 advertisement in the *Times* newspaper, or by sending it through the post in a prepaid letter addressed to such Member at his registered place of address.

133. Every registered Shareholder shall from time to time name to the Secretary a place of address in the United Kingdom, to be registered as his place of residence or address, and the place so from time to time registered shall, for the purpose of the statutes and these presents, be deemed his place of residence.

134. The holder of a Share Warrant shall not be entitled in respect thereof to any notice from the Company.

135. All notices shall with respect to any registered Shares or registered Stock to which persons are jointly entitled, be given to whichever of such persons is named first in the register, and notice so given shall be sufficient notice to all holders of such Shares or Stock.

136. Any notice sent by post shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

137 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.

XXV.—ARBITRATION.

138. 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 incidence or consequences of these presents, or of the statutes, or touching anything then or thereafter to be 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 the statutes 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.

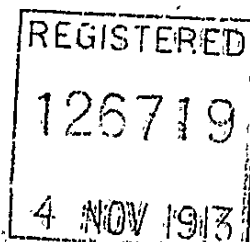
139. The cost of and incidental to any such reference and award shall be in the discretion of the arbitrator, arbitrators or umpire respectively, who may determine the amount thereof, or direct the same to be taxed as between solicitor and client, or otherwise, and may award by whom and to whom, and in what manner, the same shall be borne and paid.

140. The submission to arbitration shall be subject to the provisions of the Arbitration Act, 1889, or any then subsisting statutory modification thereof.



William Goodacre & Sons, COMPANY, LIMITED.

STATEMENT of increase of Nominal Capital made pursuant to s. 112 of 54 & 55 Vict., cap. 39, Stamp Act, 1891, and s. 7, 62 & 63 Vict., cap. 9, Finance Act, 1899. (NOTE.—The Stamp Duty on the Increase of Nominal Capital is 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.

Presented for registration by

W. WATKINS,
62 LONDON WALL, E.C.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

W. WATKINS,
62 LONDON WALL, E.C.



The NOMINAL CAPITAL of the

William Goodacre & Sons

Company, Limited,

has been increased by the additions thereto of the sum of £ 20,000 - 0 - 0

divided into ^{10,000 Ordinary}
~~10,000~~ ^{and} ~~Preference~~ shares of £ 1 - 0 - 0 each beyond the Registered

Capital of £ 50,000

Signature

Chas. Laban

Description

Secretary

Date 27th day of October 1913

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

Number of Certificate

47367/46

THE COMPANIES (CONSOLIDATION) ACT, 1908.



Notice of Increase in the Nominal Capital

of

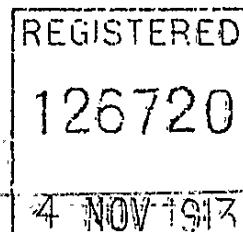
William Goodacre & Sons

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

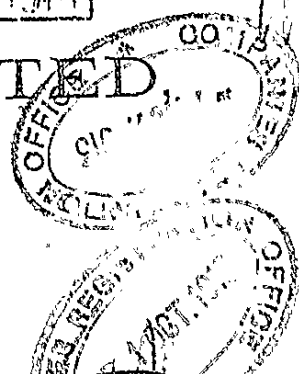
WATERLOW & SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

W. WATKINS,

62 LONDON WALL, E.C.



NOTICE

Of increase in the nominal Capital of William Goodacre
& Sons,
Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

William Goodacre & Sons,
Limited, hereby give you notice, in accordance
with The Companies (Consolidation) Act, 1908, that by a Special
Resolution of the Company passed the Tenth day of
October, 1913,* and confirmed the Twenty-seventh
day of October, 1913, the nominal Capital of the Company has been
increased by the addition thereto of the sum of Twenty thousand
pounds divided into 10,000 Ordinary
and 10,000 Preference Shares of One pound each,
beyond the present Registered Capital of Fifty thousand
pounds.

Dated the twenty seventh
day of October 1913

For Haggarty
Chairman

* When the Resolution is not required to be confirmed, the words "and confirmed the 27th day of Oct, 1913," should be struck out.

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

Number of
Certificate

47367 / 4

[Form No. 26.]

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

COMPANY LIMITED BY SHARES.

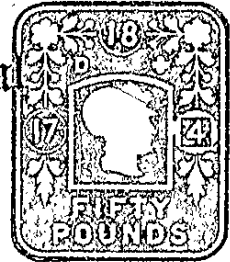


Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital

OF

WILLIAM GOODACRE & SONS, LTD.



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.)



REGISTERED

37625

16 APR 1918

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.

40898-7 16.

TELEGRAMS: "CERTIFICATE. FLEET LONDON."

TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

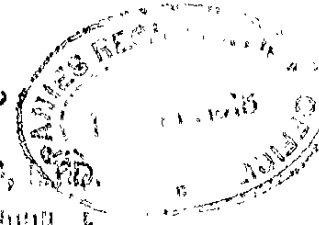
Company Registration Agents, Printers, Publishers, and Stationers,

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

Presented for filing by

Chas. Laban

WILLIAM GOODACRE & SONS, LTD.
GUYSON BUILDING, 10, MARK LANE, LONDON, E.



THE NOMINAL CAPITAL

OF

WILLIAM GOODAGRE & SONS, LTD.

LIMITED,

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

has been increased by the addition thereto of the sum of

Thirty Thousand (£30,000) Pounds,

divided into *Thirty Thousand (30,000)* Shares

of *One Pound (£1)* each,

beyond the Registered Capital of *Seventy Thousand Pounds (£70,000)*

Signature *Chas. Haban*

Description *Secretary*

Dated the *Sixteenth* day

of *April* 191*8*

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

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

COMPANY LIMITED BY SHARES.

STATEMENT OF INCREASE

OF THE

NOMINAL CAPITAL

OF

WILLIAM GOODACRE & SONS, LTD.

LIMITED.

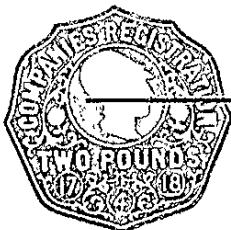
No. of Certificate

47367/48

70710

Form No. 10.

THE COMPANIES (CONSOLIDATION) ACT, 1908.



10 + 5/-
as add.
CR

Notice of Increase in the Nominal Capital

of the

WILLIAM GOODACRE & SONS, LTD.

REGISTERED

37623

16 APR 1918

Company 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.

PRINTED AND SOLD BY

CROWTHER & GOODMAN,

Public Companies' Stationers and Registration Agents,

124, FENCHURCH STREET and FEN COURT, LONDON, E.C.

Presented for filing by

Charn. Laban

WILLIAM GOODACRE & SONS, LTD.

GEYLOH MILLS, VICTORIA DOCKS, LONDON, E.

NOTICE

Of increase in the nominal Capital of the

WILLIAM GOODACRE & SONS, LTD.

Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The WILLIAM GOODACRE & SONS, LTD.

Limited, hereby give you notice, in accordance

with The Companies (Consolidation) Act, 1908, that by a Special

Resolution of the Company passed the Thirteenth (13th) day of

March, 1918, and confirmed the Fourth (4th)

day of April, 1918, the nominal Capital of the Company has been

increased by the addition thereto of the sum of Thirty Thousand

(£30,000) pounds divided into Twenty Thousand

Cumulative Preference } Ten Thousand

Ordinary } Shares of one pound (£1) each,

beyond the present Registered Capital of Seventy Thousand

(£70,000) pounds.

Chamblam

Dated the Sixteenth

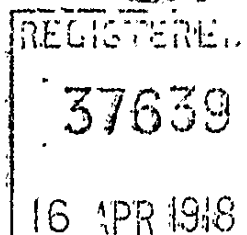
day of April 1918 }

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.

59
38/12
COMPANIES (CONSOLIDATION) ACT, 1908.



Special Resolutions

OF

William Goodacre & Sons, Limited,

Passed 13th March, 1918.

Confirmed 4th April, 1918.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Offices of the Company, Russell Road, Victoria Docks, London, E., on the 13th day of March, 1918, the subjoined **Resolutions** were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Company, also duly convened and held at the Offices of the Company as aforesaid, on the 4th day of April, 1918, were duly confirmed as **Special Resolutions** under the Companies (Consolidation) Act, 1908, viz.:—

1. That the Capital of the Company be increased from £70,000 to £100,000 by the creation of 20,000 6% Cumulative Preference Shares of £1 each, ranking *pari passu* with the existing 20,000 Preference Shares and the creation of 10,000 Ordinary Shares of £1 each, ranking *pari passu* with the existing 50,000 Ordinary Shares.
2. That Clause 84 in the Articles of Association of the Company be altered to read:—"The number of Directors shall not be less than three nor more than twelve."

Dated this 4th day of April, 1918.

For Haggarty
Chairman.

262

186
COMPANIES (CONSOLIDATION) ACT, 1908



Special Resolutions

OF

WILLIAM GOODACRE & SONS, LIMITED

Passed 22nd January, 1920

Confirmed 10th February, 1920

35045

13 FEB 1920

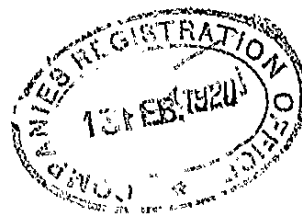
AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Offices of the Company, Russell Road, Victoria Docks, London, E., on the 22nd day of January, 1920, the subjoined Resolutions were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Company, also duly convened and held at the Offices of the Company as aforesaid, on the 10th day of February, 1920, were duly confirmed as Special Resolutions under the Companies (Consolidation) Act, 1908, viz.:—

1. THAT the nominal Capital of the Company be increased to £200,000 by the creation of 100,000 additional Ordinary Shares of £1 each, ranking *pari passu* in all respects with the existing Ordinary Shares of the Company.
2. THAT the following words be added to Article 121 of the Articles of Association of the Company:—

“With the sanction of the Members by Ordinary Resolution, dividends and/or bonuses may be paid out of any reserve fund of the Company or out of any ascertained surplus of assets over liabilities (other than liabilities to their shareholders in respect of their shares), and may be satisfied by the issue and distribution of fully paid shares of the Company among the holders of Ordinary Shares *pro rata* according to their holdings of such shares at the time of such distribution on such terms and in such manner as the Directors may from time to time determine.”

Dated this 10th day of February, 1920.

John A. G. G. G.
Chairman.



THE STAMP ACT, 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement

~~Notice~~ of Increase in the Nominal Capital.

OF

William Goodacre & Sons

LIMITED.

35046

13 FEB 1920

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899.

NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five 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 44 of the Companies (Consolidation) Act, 1908

Presented for filing by

Rekman Son. Read

11. Monmouth Lane. E.C. 2

Solicitors for the Company



H. HOWES & CO., Ltd.,

Company Printers, Publishers and Stationers,

Head Office: 2, GRESHAM BUILDINGS, BASINGHALL STREET, E.C. 2.

Telephone CITY 4879.

THE NOMINAL CAPITAL.

OF

William Goodacre & Sons

....., Limited

has been increased by the addition thereto of the sum of

£100,000, divided into 100,000 Ordinary

Shares of £1 each, beyond the registered

Capital of £100,000

Signature

Chas W. Kaban

Officer

Secretary

Dated the

13th

day of

February

19*20*

This Statement should be signed by a Director, Secretary or other authorised Officer of the Company.

"THE COMPANIES ACTS, 1908 to 1917."



Notice of Increase in the Nominal Capital

of the

35047

William Goodacre & Sons

13 FEB 1920

Company, Limited

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

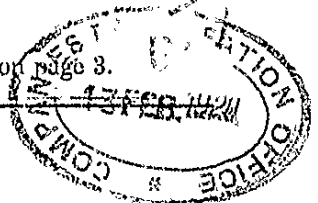
This Notice should be signed by the Manager or by the Secretary of the Company, on page 3.

Presented for Filing by

Parkman Son - Bera

11, Courmouger Lane C. C. 2

Solicitors for the Company



NOTICE

Of increase in the nominal Capital of the William
Goodacre & Sons Limited

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The William Goodacre & Sons
Limited hereby gives you

notice, in accordance with Section 44 of "The Companies (Consolidation) Act, 1908," that
by a Resolution of the Company dated the 10th day of February 1920

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 Ordinary Shares of
One pound each, beyond the registered Capital of

£ 100,000

Dated the 13th day of February 1920

Signature Charles Latam
General

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

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

**WILLIAM GOODACRE & SONS,
LIMITED.**

Incorporated

1896.

LONDON:

THE HOTEL PRESS, PRINTERS, 8 AND 9, ESSEX STREET, STRAND, W.C.

1896.

COMPANIES (CONSOLIDATION) ACT, 1908



Special Resolution

OF

WILLIAM GOODACRE & SONS, LIMITED

Passed 10th August, 1920

Confirmed 31st August, 1920



AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Offices of the Company, Russell Road, Victoria Docks, London, E., on the 10th day of August, 1920, the subjoined Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Company, also duly convened and held at the Offices of the Company as aforesaid, on the 31st day of August, 1920, was duly confirmed as a Special Resolution under the Companies (Consolidation) Act, 1908, viz.:—

That the nominal Capital of the Company be increased to £300,000 by the creation of 10,000 additional six per cent. (6 %) Cumulative Preference Shares of £1 each, ranking *pari passu* in all respects with the existing Cumulative Preference Shares of the Company and the creation of 90,000 additional Ordinary Shares of £1 each, ranking *pari passu* in all respects with the existing Ordinary Shares of the Company.

Dated this 2nd day of September, 1920.

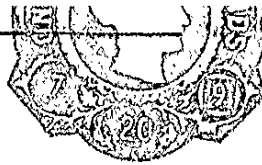
Joseph Staggarty
Chairman.

W. Barron

Assistant Secretary

William Goodacre & Sons Ltd





WILLIAM GOODACRE & SONS, LTD.

REGISTERED

COMPANY LIMITED.

6 SEP 1920

STATEMENT of Increase of Nominal Capital pursuant to s. 112 of 54 and 55

Vict., ch. 39 (Stamp Act, 1891), as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance
by sect 39 of the Finance Act 1920
Act, 1899). (NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five
Pounds
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. If not so filed within 15 days after the
passing of the Resolution by which the Registered Capital is increased, 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.)

Presented for Registration by

W. H. Barron

SECRETARY.

WILLIAM GOODACRE & SONS, LTD.
GEYLON MILLS, VICTORIA DOCKS, LONDON. E. 16.

494



The NOMINAL CAPITAL of the WILLIAM GOODACRE & SONS, LTD.

Company, Limited,

has by a Resolution of the Company dated August 31st 1920

been increased by the addition thereto of the sum of £ 100,000, divided into

100,000 shares of £ 1 each, beyond the Registered Capital of

£200,000

Signature

Chas. Raban

Description

Secretary

Date

Sept 1st 1920

This statement must be signed by the Manager or by the Secretary of the Company.

The Stamp Act, 1891 (54 and 55 Vict., ch. 39, sec. 112), as amended by the

by Sect. 39 of the Finance Act 1920
Finance Act, 1899 (62 and 63 Vict., ch. 9, sec. 7), provides that:—"A statement

"of the amount of nominal capital to be raised by Shares of any Company

"to be registered with limited liability shall be delivered to the Registrar of

"Joint Stock Companies in England, Scotland, or Ireland, and a statement of the

"amount of any increase of registered capital of any Company now registered, or to

"be registered, with limited liability, shall be delivered to the said Registrar, and every

"such statement shall be charged with an *ad Valorem* Stamp Duty of ^{*One Pound*} ~~Five Shillings~~

"for every One Hundred Pounds and any fraction of One Hundred Pounds over any

"multiple of One Hundred Pounds of the amount of such capital or increase of capital,

"as the case may be."

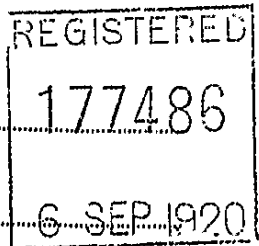
"THE COMPANIES ACTS, 1908 to 1917."



153.0

Notice of Increase in the Nominal Capital

of the WILLIAM GOODACRE & SONS, LTD.



Company,

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

153.0

This Notice should be signed by the Manager or by the Secretary of the Company, on page 3.

Presented for Filing by

W. H. Parsons

SECRETARY.

WILLIAM GOODACRE & SONS, LTD.

BEVLON MILLS, VICTORIA DOCKS, LONDON, E. 16.

49



NOTICE

Of increase in the nominal Capital of the.....

WILLIAM GOODACRE & SONS, LTD.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The WILLIAM GOODACRE & SONS, LTD.

.....hereby gives you
notice, in accordance with Section 44 of "The Companies (Consolidation) Act, 1908," that
by a Resolution of the Company dated the 31st day of August 1920
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 (£1) each, beyond the registered Capital of
£200,000.

Dated the 1st day of September 1920

per pro. WILLIAM GOODACRE & SONS, LIMITED.
Signature. *James Hagan*

Secretary.

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

47367. / 14
38
12
Handwritten notes
COMPANIES (CONSOLIDATION) ACT, 1908



Special Resolution

OF

WILLIAM GOODACRE & SONS, LIMITED

Passed, 12th June, 1922

Confirmed, 30th June, 1922

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Offices of the Company, Russell Road, Victoria Docks, London, E., on the 12th day of June, 1922, the subjoined Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Company, also duly convened and held at the Offices of the Company as aforesaid, on the 30th day of June, 1922, was duly confirmed as a Special Resolution under the Companies (Consolidation) Act,

REGISTERED
1908. vi.
108953

12 JUL 1922

That the nominal Capital of the Company be increased to £850,000 by the creation of 50,000 additional six per cent. (6 %) Cumulative Preference Shares of £1 each, ranking *pari passu* in all respects with the existing 50,000 Cumulative Preference Shares of the Company.

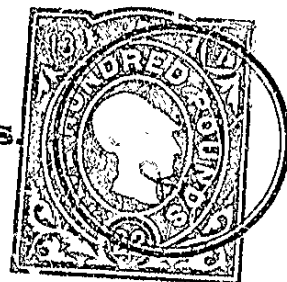
Dated this 3rd day of July, 1922

Foristaggart
Chairman



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

COMPANY LIMITED BY SHARES.



Statement of Increase of the Nominal Capital

OF

William Goodacre and Sons

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.)

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."

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

W. L. Lanyon
Secretary

TELEPHONE NUMBER: HOLBORN 248.

102955

12 JUL 1922



SECTION 112 OF THE STAMP ACT, 1891,

*As amended by Section 7 of The Finance Act, 1899, and
by Section 39 of The Finance Act, 1920.*

112. "A Statement of the Amount which is to form the Nominal Share Capital of any Company to be registered with Limited Liability shall be delivered to the Registrar of Joint Stock Companies in England, Scotland, or Ireland, and a Statement of the Amount of any Increase of Registered Capital of any Company now registered or to be registered with Limited Liability shall be delivered to the said Registrar, and every such Statement shall be charged with an *ad valorem* Stamp Duty of One Pound for every One Hundred Pounds and any fraction of One Hundred Pounds over any multiple of One Hundred Pounds of the Amount of such Capital or Increase of Capital as the case may be."

SECTION 5 OF THE REVENUE ACT, 1903.

5. "The Statement of the Amount of any Increase of Registered Capital of any Company registered under The Companies Acts, 1862 to 1900, which is required by Section 112 of The Stamp Act, 1891, to be delivered to the Registrar of Joint Stock Companies, shall be delivered, duly stamped with the Duty charged thereon, within fifteen days after the passing of the Resolution by which the Registered Capital is increased, and, in default of that delivery, the Duty, with interest thereon at the rate of Five per cent. per annum from the passing of the Resolution, shall be a debt to His Majesty recoverable from the Company."

THE NOMINAL CAPITAL

OF

William Goodacre and Sons

LIMITED,

has been increased by the addition thereto of the sum of

Fifty thousand Pounds,

divided into *Fifty thousand Preference* Shares

of *One pound* each,

beyond the Registered Capital of *Three hundred thousand pounds*

Signature

W. Barron

Description

Secretary

Dated the *12th* day

of

July

19 *22*

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

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

[Form No. 26.

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

COMPANY LIMITED BY SHARES.

STATEMENT OF INCREASE

OF THE

NOMINAL CAPITAL

OF

LIMITED.

Number of Certificate 47367 14

[Form No. 10.]

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARLES



Ad valorem
Companies
Fee Stamp
to be
impressed
here.

Notice of Increase in the Nominal Capital

OF

William Goodacre and Sons

LIMITED.

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

(See Page 2 of this Form).

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

58454-5.20

TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

W. S. Barron

Secretary

WILLIAM GOODACRE & SONS, LTD.

SEVEN EIGHT & NINE BROAD STREET, LONDON, E.C. 4.

108954

12 JUL 1922



SECTION 44 OF THE COMPANIES (CONSOLIDATION) ACT, 1908.

44.—(1) Where a Company having a Share Capital, whether its Shares have or have not been converted into Stock, has increased its Share Capital beyond the registered Capital, and where a Company not having a Share Capital has increased the Number of its Members beyond the registered number, it shall give to the Registrar of Companies, in the case of an Increase of Share Capital, within Fifteen Days after the passing, or in the case of a Special Resolution the confirmation, of the Resolution authorising the Increase, and in the case of an Increase of Members within Fifteen Days after the Increase was resolved on or took place, Notice of the Increase of Capital or Members, and the Registrar shall record the Increase.

(2) If a Company makes default in complying with the requirements of this Section it shall be liable to a fine not exceeding Five Pounds for every day during which the default continues, and every Director and Manager of the Company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty.

Notice of Increase in the Nominal Capital

OF

William Gondacre and Sons

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 *Thirtieth* day of *June* 19 *22* the Nominal Capital of the Company has been increased by the addition thereto of the sum of *Fifty thousand* Pounds, divided into *Fifty thousand Preference* Shares of *One pound* each, beyond the Registered Capital of *Three hundred thousand* Pounds.

Signature

W. Dawson

Description

Secretary

Dated the *12th* day

of *July* 19 *22*

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

NOTICE OF INCREASE

IN THE

NOMINAL CAPITAL

OF

LIMITED.

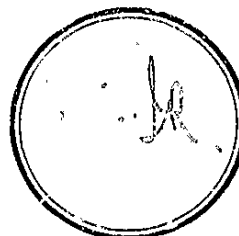
Number of
Certificate

47367 / 161

[Form No. 26.

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

William Goodacre and Sons



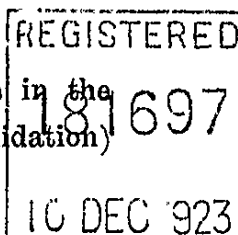
LIMITED,

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.)

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.



5m.—9.20.

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

Presented for filing by

W. Goodacre
Secretary

WILLIAM GOODACRE & SONS, LTD.
CEYLON MILLS, VICTORIA DOCKS, LONDON, E. 18.

SECTION 112 OF THE STAMP ACT, 1891,

*As amended by Section 7 of The Finance Act, 1899, and
by Section 39 of The Finance Act, 1920.*

112. "A Statement of the Amount which is to form the Nominal Share Capital of any Company to be registered with Limited Liability shall be delivered to the Registrar of Joint Stock Companies in England, Scotland, or Ireland, and a Statement of the Amount of any Increase of Registered Capital of any Company now registered or to be registered with Limited Liability shall be delivered to the said Registrar, and every such Statement shall be charged with an *ad valorem* Stamp Duty of One Pound for every One Hundred Pounds and any fraction of One Hundred Pounds over any multiple of One Hundred Pounds of the Amount of such Capital or Increase of Capital as the case may be."

SECTION 5 OF THE REVENUE ACT, 1903.

5. "The Statement of the Amount of any Increase of Registered Capital of any Company registered under The Companies Acts, 1862 to 1900, which is required by Section 112 of The Stamp Act, 1891, to be delivered to the Registrar of Joint Stock Companies, shall be delivered, duly stamped with the Duty charged thereon, within fifteen days after the passing of the Resolution by which the Registered Capital is increased, and, in default of that delivery, the Duty, with interest thereon at the rate of Five per cent. per annum from the passing of the Resolution, shall be due to His Majesty recoverable from the Company."

THE NOMINAL CAPITAL

OF

William Goodacre and Sons

LIMITED,

has been increased by the addition thereto of the sum of

One hundred and fifty thousand Pounds,

divided into *150,000* 7% Cumulative Preference Shares

of *One pound* each,

beyond the Registered Capital of *Three hundred and fifty thousand pounds.*

Signature

per pro.

WILLIAM GOODACRE & SONS, LIMITED.

J. W. Rawson

SECRETARY.

Description

Dated the *Tenth* day

of *December* 19 *23*.

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

COMPANY LIMITED BY SHARES.

STATEMENT OF INCREASE

OF THE

NOMINAL CAPITAL

OF

Wm. Goodacre & Sons

LIMITED.

COMPANY LIMITED BY



Notice of Increase in the Nominal Capital



OF

William Goddard and Sons.

LIMITED.

(See Page 2 of this Form).

58454-5.20

TELEPHONE NUMBER: HOLBORN 248.

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

ling by


CEYLON MILLS, VICTORIA ROAD, LONDON, E. 18.

REGISTERED

181693

16 DEC 923

SECTION 44 OF THE COMPANIES (CONSOLIDATION) ACT, 1908.

44.—(1) Where a Company having a Share Capital, whether its Shares have or have not been converted into Stock, has increased its Share Capital beyond the registered Capital, and where a Company not having a Share Capital has increased the Number of its Members beyond the registered number, it shall give to the Registrar of Companies, in the case of an Increase of Share Capital, within Fifteen Days after the passing, or in the case of a Special Resolution the confirmation, of the Resolution authorising the Increase, and in the case of an Increase of Members within Fifteen Days after the Increase was resolved on or took place, Notice of the Increase of Capital or Members, and the Registrar shall record the Increase.

(2) If a Company makes default in complying with the requirements of this Section it shall be liable to a fine not exceeding Five Pounds for every day during which the default continues, and every Director and Manager of the Company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty.

Notice of Increase in the Nominal Capital

OF

William Goodacre and Sons

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 Ninth* day of *November* 19*23* the Nominal Capital of the Company has been increased by the addition thereto of the sum of *One hundred & fifty thousand* Pounds, divided into *150,000* *7% Cumulative Preference* Shares of *one pound* each, beyond the Registered Capital of ~~£400~~ ^{*£633,333*} *three hundred & fifty thousand* Pounds.

Signature *per pro.* **WILLIAM GOODACRE & SONS, LIMITED.**

Description *W. J. Tarron* SECRETARY.

Dated the *Tenth* day

of *December* 19*23*

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

NOTICE OF INCREASE

IN THE

NOMINAL CAPITAL

OF

Wm Goodacre & Sons

LIMITED.

JORDAN & SONS, LIMITED,

COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS.

116 AND 117 CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE E.C.

Special Resolution

OF

WILLIAM GOODACRE & SONS, LTD.

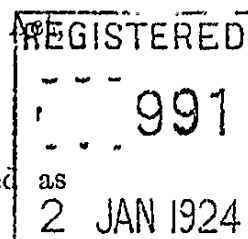
Passed, 30th November, 1923

Confirmed, 18th December, 1923



AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Offices of the Company, Russell Road, Victoria Docks, London, E., on the 30th day of November, 1923, the subjoined Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Company, also duly convened and held at the Offices of the Company as aforesaid, on the 18th day of December, 1923, was duly confirmed as a Special Resolution under the Companies (Consolidation) Act, 1908, viz.:—

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



ARTICLE 76: By the addition of the following words:—
“Provided always that the holders of PREFERENCE SHARES
“shall have no right to receive notice of or to be present or vote
“either in person or by proxy at any General Meeting by virtue of
“their holdings of such Shares, unless and until the preferential
“dividends shall be in arrear for at least six months at the date of the
“holding of the Meeting or unless the meeting is convened for the
“purpose of passing or confirming a Resolution for voluntary liquidation
“or for the purpose of affecting the rights or privileges of the holders
“of PREFERENCE Shares.”

ARTICLE 91 (I.): By the addition of the following words:—
“But no security shall be hereafter effected under this clause except in
“the course of ordinary business transactions unless and until the
“same shall have been authorised by an Extraordinary Resolution
“passed at a meeting specially convened for the purpose.”

Dated this 31st day of December, 1923





Special Resolutions

OF

WILLIAM GOODACRE & SONS, LIMITED

Passed, 25th March, 1924

Confirmed, 11th April, 1924

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Offices of the Company, Ceylon Mills, Russell Road, Victoria Docks, London, E., on the 25th day of March, 1924, the subjoined Resolutions were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Company, also duly convened and held at the Offices of the Company as aforesaid, on the 11th day of April, 1924, were duly confirmed as Special Resolutions under the Companies (Consolidation) Act, 1908, viz:—

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

(1.) Article 55. By the omission of the words underlined:—

"In the case of the loss of any share warrant a new one may be issued to
"the person claiming in respect of it or such person may be entered in
"the Register of Members but only on producing such evidence of his
"title, etc., etc., etc."

16 APR 1924

(2.) Article 85. By the addition of the following words:—

"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."

(3.) Article 128. By the addition of the following words:—

"A printed copy of the Report accompanied by the Balance Sheet and
"Statement of Accounts shall, at least seven days previous to the
"General Meeting, be delivered or sent by post to the registered
"address of every Member, and two copies of each of these documents
"shall at the same time be forwarded to the Secretary of the Share
"and Loan Department, The Stock Exchange, London."

Dated this 14th day of April, 1924



for J. Haggarty
Chairman

COMPANY LIMITED BY SHARES

Special Resolution

OF

WILLIAM GOODACRE & SONS, LIMITED**REGISTERED**

30 NOV 1965

Passed 10th November, 1965

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Avon Wharf, Longfellow Road, London, E.3, on the 10th day of November, 1965 (all the members of the Company having consented in writing to the holding of such meeting for the purpose of passing the following Resolution as a Special Resolution without the giving of the statutory notice in that behalf), the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

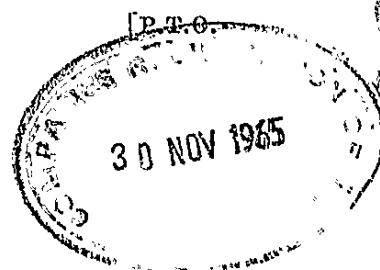
SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by inserting therein the following new Article as Article 110A :—

"EXECUTIVE DIRECTORS.

110A. (i) The Directors may from time to time appoint any manager or other officer or person in the employment of the Company or any subsidiary company of the Company to be an Executive Director of the Company.

(ii) Until otherwise determined by the Company in General Meeting, the number of Executive Directors for the time being shall not exceed six.



(iii) An Executive Director appointed under this Article shall not be required to hold any shares in the Company to qualify him for such office.

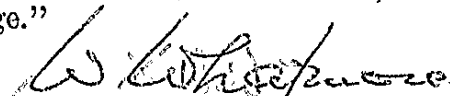
(iv) Save as otherwise agreed between him and the Company the appointment of a person to be an Executive Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary company of the Company, whether as regards duties, remuneration or otherwise, and (save as aforesaid) his office as an Executive Director shall be vacated if he becomes of unsound mind or bankrupt or compounds with his creditors, or if he becomes prohibited from being a Director by reason of any order made under section 188 of the Companies Act, 1948, or if he resigns his office, or in the event of his ceasing to be in the employment of the Company or a subsidiary company of the Company in some capacity other than that of an Executive Director, and his being removed from the office of Executive Director by a resolution of the Directors.

(v) An Executive Director shall not, while he continues to hold office, be taken into account in calculating the number to form a quorum at any meeting of the Directors.

(vi) The appointment, continuance in office, removal, powers, duties and remuneration of the Executive Directors or any of them shall be determined by the Directors with full power to make such arrangements as the Directors may think fit.

(vii) An Executive Director shall not, except with and to the extent of the sanction of the Directors—

- (A) have any right of access to the books of the Company ;
- (B) be entitled to receive notices of or to attend or vote at the meetings of the Directors ; or
- (C) be entitled to participate in any other respect in the exercise of the collective powers or duties of the Directors on the Board or to exercise any of the powers or rights of a Director individually under the Articles of Association of the Company including this Article, provided that no act shall be done by the Directors which would impose any personal liability on any or all the Executive Directors either under the Companies Act, 1948, or otherwise, except with their knowledge."



W. WHATMORE,
Chairman.

THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests
in shares in, or debentures of, a company or its associated
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the
Name of
the Company

WILLIAM GOODACRE & SONS LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'
interests in shares in, or debentures of, the company or any associated companies
is kept at Bowditch House, Knightbridge, London SW1X 7LJ

Signed

A. C. Scourbe

State whether Director or Secretary

Secretary

Date

24th July 1973

Presented by :

Presenter's reference :

A. C. Scourbe

Bowditch Ltd

Bowditch House SW1



Form No. R6
(No fee payable)

Printed and published by
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15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, G.2.

Companies 23

F15395.1-11-07

Number of } 47367/274
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

WILLIAM GOODACRE & SONS LIMITED

Passed 17th December, 1974.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Bowater House, Knightsbridge, London SW1X 7LR

on the 17th day of December, 1974, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

"THAT all the issued 7% Cumulative Preference shares of £1 each in the capital of the Company be and they are hereby converted into Ordinary shares of £1 each ranking *pari passu* with the existing Ordinary £1 shares of the Company."

Signature

P.A. Tett

P.A. TETT - Director

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

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Number of } 47367 / 2.73
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

WILLIAM GOODACRE & SONS LIMITED

Passed 17th December, 1974.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Bowater House, Knightsbridge, London SW1X 7LR

on the 17th day of December, 1974, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

"THAT the present Articles of Association of the Company be deleted in their entirety,

AND THAT the document signed by the Chairman of the Meeting for purposes of identification be and it is hereby adopted as the new Articles of Association of the Company, to the exclusion of all previous Articles."

Signature

P. A. TETT

P. A. TETT - Director

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

NOTE:- To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

THE COMPANIES ACTS, 1948 & 1967 - Company Limited By Shares

ARTICLES OF ASSOCIATION of WILLIAM GOODACRE & SONS LIMITED
(adopted by Special Resolution passed on 17th December, 1974.)

This is the document referred to above and signed
by the Chairman for purposes of identification.

I. GENERAL

1. Subject as hereinafter provided the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.
2. The Company shall be a private Company and regulations 24 and 53 of Part I of Table A shall not apply.

II. SHARES

3. All unissued shares of the Company shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and upon such terms and conditions as the Directors may determine.

III. LIEN

4. The Company's lien on shares shall extend to all shares including fully paid up shares and regulation II of Part I of Table A shall be construed accordingly.

IV. PROXIES

5. 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 that power or authority, shall be produced at any meeting at which the person named in the instrument wishes to vote by that person before he votes and in default of such production any vote cast by that person shall not be counted.

Regulation 69 of Part I of Table A shall not apply.

V. DIRECTORS

6. The number of Directors shall not be less than two and regulation 75 of Part I of Table A shall be construed accordingly.
7. 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 debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

Regulation 79 of Part I of Table A shall not apply.

8. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the meeting.

9. 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 as the Directors may determine.

10. Regulation 86 shall be modified so that a Director present at any meeting of the Directors or Committee of the Directors shall not be required to sign his name in a book kept for that purpose.

11. If, and for so long as, a majority of the issued ordinary share capital for the time being of the Company is beneficially owned by another body corporate, the Directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the issued ordinary share capital of the Company.

Regulation 84 (2) and 84 (4) and regulations 89 and 94 inclusive shall not apply, and regulation 95 shall be construed accordingly.

12. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality, whether in the United Kingdom or overseas, in such manner in all respects as they think fit.

VI. ALTERNATE DIRECTORS

13. Any Director may, by writing under his hand, appoint any person (whether as Director or Member of the Company or not) to be his alternate, and such alternate shall be entitled in the absence of the Director whom he represents to attend and vote at meetings of the Directors, but the appointment of a person who is not a Director must be approved by at least two-thirds of the Directors before becoming effective. A Director may at any time, by notice in writing to the Secretary left at the registered office of the Company, revoke the appointment of his alternate and appoint another person in his place, and if a Director dies or ceases to hold the office of Director the appointment of his alternate shall thereupon determine.

14. Every person acting as an alternate Director shall be an officer of the Company, but shall not be deemed to be an agent of the Director whom he represents. The remuneration of any alternate Director shall be such proportion of the remuneration payable to the Director appointing him as he and that Director shall agree.

15. Where a Director has given to the Secretary notice of his absence from the United Kingdom and is represented by an alternate Director, due notice of any meeting of the Directors shall be given to such alternate Director, but an alternate Director shall not otherwise be entitled to receive notice of meetings of the Directors.

16. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing in addition to his own vote.

VII. PROCEEDINGS OF DIRECTORS

17. Regulation 106 shall not apply. A resolution in writing either signed or approved by letter, telex or telegram by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and when signed may consist of several documents each signed by one or more of such Directors.

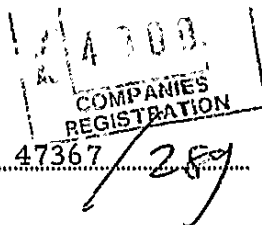
VIII. SEAL

18. The Company may exercise the power conferred by Section 35 of the Companies Act 1948, with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.

IX. INDEMNITY

19. Subject to the provisions of the Companies Acts, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Regulation 126 shall be extended accordingly.



7-40

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

WILLIAM GOODACRE & SONS LIMITED

Passed 7th February, 1977.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Bowater House, Knightsbridge, London, SW1X 7LR
on the 7th day of February, 1977, the subjoined
SPECIAL RESOLUTION duly passed, viz. :—

RESOLUTION

THAT the name of the Company be changed
to BOWATER CARPETS LIMITED



B-R Secretariat Limited

Secretaries

Signature By W. F. Walton (Director)
SECRETARY

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



NOTE.--To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

pat
NW
154273

Section 143 of the Companies Act 1948 as amended by the Companies Act 1967 provides (*inter alia*) as follows :—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions 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 ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

Section 51 (2) of the Companies Act 1967 provides as follows :—

Notwithstanding anything in subsection (1) of section 143 of the principal Act, no company need forward to the registrar of companies a printed copy of a resolution or agreement to which that section applies, if instead it forwards a copy in some other form approved by the registrar.

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.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

47367

290

I hereby certify that

WILLIAM GOODACRE & SONS LIMITED

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

BOWATER CARPETS LIMITED

Given under my hand at Cardiff the **17TH MARCH 1977**



D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1976

6

103

Notice of place where register of members is kept or of any change in that place

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

*delete if inappropriate

To the Registrar of Companies

For official use

Company number

3 2 4

47367

Name of company

BOWATER CARPETS

Limited*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

BOWATER HOUSE, KNIGHTSBRIDGE,

LONDON SW1X 7LR

in lieu of*

CALLYBANK HOUSE, GRAVESEND,

KENT DA11 9AQ

where it was previously kept

B-R Secretariat Limited

Secretaries

Signed

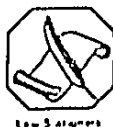
By *W H W* (Director)

[Director][Secretary]† Date 14/11/83

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

For official use
General Section

Post room



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

Number of } 47367 / 32⁶
Company }

17.12.84



The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

BOWATER CARPETS

LIMITED

Passed 11th December, 1984.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

• Bowater House, Knightsbridge, London SW1X 7LR

on the 11th day of December, 1984, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

THAT the name of the Company be changed to GEORGIAN GOODACRE LIMITED.

Signature B-R Secretariat Limited

By Secretaries
By (Director)

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



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

252344

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

47367

329

I hereby certify that

BOWATER CARPETS LIMITED

having by special resolution changed its name, is now
incorporated under the name of
GEORGIAN GOODACRE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 20TH DECEMBER 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

47367
331

Ernst & Whinney Chartered Accountants

Becket House
1 Lambeth Palace Road
London SE1 7EU

A/GFS

Phone: 01 928 2000
Telex: 885234 Fax: 01 928 1345
CDE & LDE Box 241

The Secretary
Bowater Industries PLC
Bowater House
Knightsbridge
London SW1X 7LR

19th December 1984

Dear Sir

BOWATER CARPETS LIMITED	on Georgian Goodacre Ltd 26 Dec 47,367.
GOODACRE CARPETS LIMITED	1132664
GREATWICH LIMITED	41,117.
GEORGIAN CARPETS LIMITED	654278

Copies detached to 3 other sections.

In accordance with Section 16 of the Companies Act 1976 we write to notify you of our formal resignation as auditors of Bowater Carpets, Goodacre Carpets Limited, Greatwich Limited and Georgian Carpets Limited. These resignations take effect from the time at which you receive this letter.

In accordance with Section 16 (2) of the 1976 Act we confirm that there are no circumstances connected with our resignations which we consider should be brought to the notice of the members or creditors of the companies.

Yours faithfully

Ernst. Whinney



THE COMPANIES ACTS 1948 TO 1976

A

Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3(2) of the Companies Act 1976

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

3 3 3

47367

Name of company

GEORGIAN GOODACRE

Limited*

*delete if
inappropriate

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 0 0 6

†delete as
appropriate

The previous accounting reference period of the company is to be treated as [shortened] [extended] † and [is to be treated as having come to an end] [will come to an end] † on

Day Month Year

3 0 0 6 1 9 8 5

‡delete as
appropriate

The company is a [subsidiary] [holding company] ‡ of MELTON MEDES LIMITED

, company number 1324216the accounting reference date of which is 30th JUNE

§delete as
appropriate

Signed

[Director] [Secretary] § Date

9. 1. 86.

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

MELTON MEDES LTD.
1 ST. MARKS STREET,
NOTTINGHAM.
NG3 1DE.

For official use
General section

Post room

17 JAN 1986

Number of
Company 47367

340

THE COMPANIES ACT 1985

(Company Limited by Shares)

SPECIAL RESOLUTION

OF

(pursuant to the provision of Section 121 of the Companies Act, 1985)

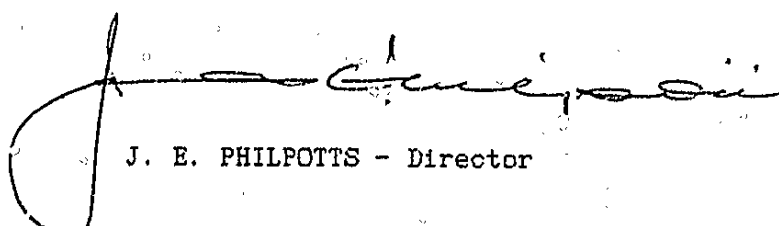
GEORGIAN GOODACRE LIMITED

31st day of October 1986

At an Extraordinary General Meeting of the above named Company duly convened and held at the Registered Office of the Company on the above date, the following SPECIAL RESOLUTION was duly passed.

RESOLUTION

THAT the authorised share capital of the Company be and it is hereby increased by £250,000 beyond the registered capital of £500,000, such new share capital to be in ordinary shares of nominal value £1.00 each ranking pari passu in all respects with existing shares.


J. E. PHILPOTTS - Director

Presented and printed by Melton Medes Limited, 1 St Marks Street,
Nottingham.





Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[3147]

47367

Name of company

* GEORGIAN GOODERE LIMITED

Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31 ST OCTOBER 1986 the nominal capital of the company has been
increased by £ 250,000 beyond the registered capital of £ 500,000

A copy of the resolution authorising the increase is attached.

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

the copy must be
printed or in some
other form approved
by the registrar

NEW SHARES TO RANK PARI PASSU IN ALL RESPECTS
WITH EXISTING SHARES

Please tick here if
continued overleaf

☐

Signed

J. J. J.

[Director] [Secretary] Date

31 ST OCTOBER 1986

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

MELTON MEDES LTD.,
1 ST. MARK STREET,
NOTTINGHAM NG3 1DE.
TEL: 0602 582277
REF. RFA

For official Use
General Section

Post room



**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

47367

Name of company

* GEORGIAN GOODACRE LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26TH OCTOBER 1987 the nominal capital of the company has been
increased by £ 250,000 beyond the registered capital of £ 750,000.

‡ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.‡

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

NEW SHARES TO RANK PARI PASSU


IN ALL RESPECTS WITH EXISTING SHARES

Please tick here if
continued overleaf

--

† delete as
appropriate

Signed

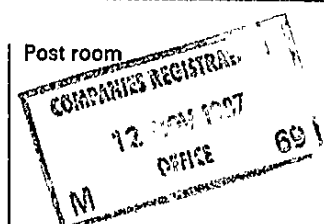

or duly authorised of M.M. Secretariat Ltd.
as Corporate Secretary.

[Director][Secretary]† Date 26.10.87Presentor's name address and
reference (if any):

M.M. Secretariat Ltd.
Environment House
1 St. Marks Street
Nottingham NG3 1DE

For official Use
General Section

Post room



No of Company: 47367

THE COMPANIES ACT 1985

(Company Limited by Shares)

SPECIAL RESOLUTION

OF

(pursuant to the provision of Section 121 of the Companies Act, 1985)

GEORGIAN GOODACRE LIMITED

26th day of October 1987

At an Extraordinary General Meeting of the above named Company duly convened and held at the Company on the above date, the following SPECIAL RESOLUTION was duly passed.

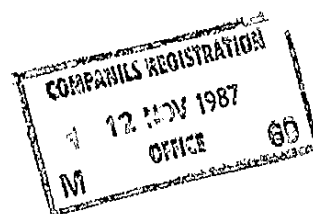
RESOLUTION

THAT the authorised share capital of the Company be and it is hereby increased by £250,000 beyond the registered capital of £750,000, such new share capital to be in ordinary shares of nominal value £1 each ranking pari passu in all aspects with existing shares.



R MOCHOR
For and on behalf of M.M. Secretariat Ltd.
as Corporate Secretary.

Presented and printed by MM Secretariat Limited, 1 St Marks Street,
Nottingham NG3 1DE.



Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not
write in this
margin

**Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986**

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

**To the Registrar of Companies
(Address overleaf - Note 5)**

For official use

Company number

— — — — —

47367

Name of company

Georgian Goodacre Ltd

* Insert full name
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

Note
Please read notes
1 to 4 overleaf
before completing
this form

The current accounting reference period of the company is to be treated as ~~(shortened)~~(extended)† and ~~is to be treated as having come to an end~~(will come to an end)† on

Day Month Year

3	1	1	2	1	9	9	0
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a ~~(subsidiary)~~(holding company) of Melton Modes Ltd

Melton Medes Ltd

company number 1324216

the accounting reference date of which is 31st December

31st December

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

Signed

Designation#

Date _____

Presentor's name address and
reference (if any):

For official Use
General Section

Post 0000
COMPANIES HOUSE
17 MAY 1990
M 18

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Company No. 47367

COMPANIES ACTS 1985 to 1989

(Company Limited by Shares)

SPECIAL RESOLUTION

of

GEORGIAN GOODACRE LIMITED

(Passed on 21st December 1990)

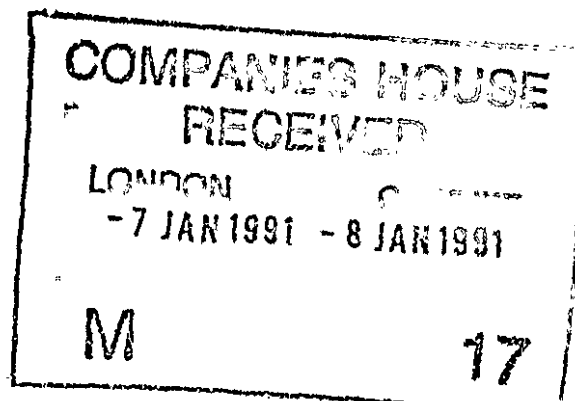
At a duly convened Extraordinary General Meeting of the above-named Company held at 6 Union Road, Nottingham NG3 1FH on 21st December 1990, the following Resolution was passed as a Special Resolution:

RESOLUTION

THAT The unlimited guarantee between (1) the Company and (2) Lloyds Bank plc ("Lloyds") relating to all liabilities of Blugilt Fabrics Limited now or from time to time due, owing or incurred to Lloyds in the form of the document produced to the meeting and for the purposes of identification signed by the Chairman be approved and that the Company be authorised to execute and deliver the guarantee to Lloyds.

Signed

DIRECTOR



COMPANY NO. 47367



Chartered Accountants

Park House Kirtley Drive Castle Marina
Nottingham NG7 1LQ
Telephone 0602 473002
Facsimile 0602 473062

Our ref: Mr. Minshall MRM.ER

24 November 1993

Georgian Goodacre Ltd
Environment House
6 Union Road
Nottingham

Dear Sirs,

In accordance with s392 Companies Act 1985, we hereby give notice of our resignation as auditors.

There are no matters which need to be brought to the attention of the members or creditors.

Yours faithfully,

Kidson Impex



Aberdeen Altrincham Aylesbury Beverley Birmingham Blackburn Bolton Bristol Campbelltown Chelmsford Chester Coventry Derby Dist Edinburgh Glasgow Gloucester Grimby
Hereford Horsham Hove Hull Ipswich Kinross Leeds Letchworth London Manchester Norwich Salford Spalding Taunton Tunbridge Wells Yeovil

A list of Partners' names is available for inspection at Spectrum House, 20-26 Curator Street, London EC9A 1HY

Registered to carry on audit work and authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales

A member of HLB INTERNATIONAL A worldwide organisation of accounting firms

Number of Company: 47367

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

GEORGIAN GOODACRE LIMITED

PASSED 23RD DECEMBER 1993

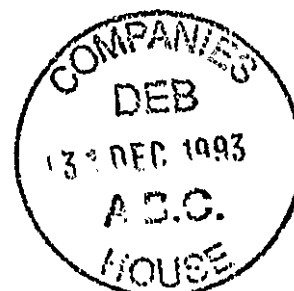
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Environment House, 6 Union Road, Nottingham on the 23rd day of December 1993 the subjoined ORDINARY RESOLUTION was duly passed, namely:-

RESOLUTION

That the capital of the Company be increased to £2,000,000 by the creation of a further 1,000,000 shares of £1.00 each to rank pari passu in all respects with the existing shares of the Company and that for the purposes of Section 80 of the Companies Act 1985 the directors are unconditionally authorised to allot or grant rights to subscribe for such further shares in accordance with the Articles of Association of the Company such authority to expire five years from the date of the passing of this Resolution.

SIGNED

For and on behalf of M.M. Secretarial Ltd
as Corporate Secretary.



COMPANIES FORM No. 123
Notice of increase
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

Please do not
write in
this margin

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

* insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use
[] [] [] []

Company number
47367

Name of company

GEORGIAN GOODACRE LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23RD DECEMBER 1993 the nominal capital of the company has been
increased by £ 1,000,000 beyond the registered capital of £ 1,000,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

NEW SHARES TO RANK PARI PASSU IN ALL RESPECTS WITH EXISTING SHARES.

Please tick here if
continued overleaf

☐

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation†

For and on behalf of M.M. Secretariat Ltd
as Corporate Secretary

Date 23.12.93

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

M.M. Secretariat Ltd.
Environment House
6 Union Road
Nottingham NG3 1FH

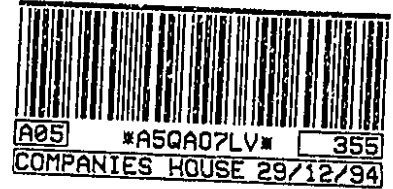
For official Use
General Section

Post room



Company Number: 47367

The Companies Act 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTIONS
OF
GEORGIAN GOODACRE LIMITED



(Passed on 19th December 1994)

At an Extraordinary General Meeting held on 19th December 1994 at Environment House, 6 Union Road, Nottingham, the following Resolutions were passed as Elective Resolutions:

ELECTIVE RESOLUTIONS

1. THAT in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended) the Company does hereby dispense with the laying of accounts and reports before the company in general meeting in respect of the year ended 31st December 1994 and subsequent financial years.
2. THAT in accordance with the provisions of Section 366A of the Companies Act 1985 (as amended) the Company does hereby dispense with the holding of the Annual General Meeting for 1994 and subsequent years.
3. THAT in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended) the company does hereby dispense with the obligation to appoint auditors annually.

.....
For and on behalf of
M.M. Secretariat Limited
as Corporate Secretary

We being the auditors to the above named Company hereby:

- (a) acknowledge that a copy of the above resolutions have been sent to us; and
- (b) notify the Company that in our opinion the above resolutions do not concern us as auditors.

.....
PANNELL KERR FORSTER
Auditors