

A. Beale Roberts and COMPANY, LIMITED,

20921

4 MAY 1897

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

Shillings for every £100 or fraction of £100.)

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

where the Company is registered.

Presented for registration by

James Smith Beathwaite & Robinson

11 Grosvenor Avenue E

171

10/11



The NOMINAL CAPITAL of the

A. Beake Roberts and

Company, Limited,

is £ 200,000, divided into 10,000 Preference shares of £ 10

each, and 10,000 Ordinary shares of £10 each

Signature

James Smith & Prichard

Description

Solicitors to the Company

Date

4<sup>th</sup> May 1897

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

"THE COMPANIES ACTS, 1862 to 1890."

Memorandum

AND

Articles of Association

OF

A. BOAKE, ROBERTS AND COMPANY,  
LIMITED.

---

*Incorporated*

*May, 1897.*

---

TRAVERS SMITH, BRAITHWAITE & ROBINSON,  
4, Throgmorton Avenue,  
London, E.C.

Memorandum

AND

Articles of Association

OF

A. BOAKE, ROBERTS AND COMPANY,  
LIMITED.

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*Incorporated*

*May, 1897.*

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TRAVERS SMITH, BRAITHWAITE & ROBINSON,  
4, Throgmorton Avenue,  
London, E.C.

N.L.

# Certificate of Incorporation

OF

**A. BOAKE, ROBERTS AND COMPANY,  
LIMITED.**

*I HEREBY CERTIFY that A. BOAKE, ROBERTS AND COMPANY, LIMITED,  
is this day Incorporated under the Companies Acts, 1862 to 1890, and  
that the Company is LIMITED.*

*Given under my hand at London, this*

*day of*

*May, One thousand eight hundred and ninety-seven.*

*Registrar of Joint Stock Companies.*

*Fees and Deed Stamps, £*

*Stamp Duty on Capital, £*

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THE COMPANIES ACTS, 1862 TO 1890.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

A. BOAKE, ROBERTS AND COMPANY,  
LIMITED.

1. The name of the Company is "A. BOAKE, ROBERTS AND COMPANY, LIMITED."

2. The registered Office of the Company shall be situate in England.

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

(a.) To enter into and carry into effect, with or without modification, an Agreement already prepared and intended to be made between Arthur Boake, Frederick George Adair Roberts, and Edmond Johnson Boake (the Vendors) of the one part, and this Company of the other part, providing for the sale to this Company of the business and assets of the firm of A. Boake, Roberts and Company, of Stratford, Essex, chemical manufacturers, and to carry on and develop the business thereby agreed to be sold, which Agreement, for purposes of identification, is endorsed with the signatures of two of the signatories hereto.

(b.) To carry on in the United Kingdom and abroad the trade or business of chemical manufacturers in all or any of its branches, and of chemists, distillers, and driersalters, and the manufacture or purchase and sale of or dealing in beer and wine finings and sundries for brewers, wine growers, and distillers use, glucose, sugar and saccharine matter, essences, extracts, essential oils, colourings, and the various chemical salts, acids, alkalies, products and materials used in technical industries, such as the confectionery, aerated water, and other trades, sugar refining, bleaching, photography, pyrotechnics, disinfectants, and manufactures and processes of all kinds, and all or any products and substances made or extracted from any raw or other materials used in any process of manufacture of the Company, and articles and materials of all kinds used or sold by chemists and others dealing in any of the aforesaid materials, and any other

REGISTERED

20922

4 MAY 1897

4 MAY 1897

business incidental to or arising out of or which can be conveniently carried on in connection with such businesses or any of them.

(c.) To purchase, take on lease, hire, erect, or otherwise acquire, factories, warehouses, stores, buildings, land, machinery, plant, ships, steamers, and other craft, horses, carts, vans, live and dead stock, and property generally, and to employ the steamers and vessels of the Company, or charter others, either for the purposes of the Company's business or for the transport of merchandise generally, and act as shippers and shipping agents generally, and establish agencies for working any such business.

(d.) To manufacture, buy, sell or deal in any articles or things which can be conveniently dealt in, in connection with any class of the Company's business, and to act and carry on business as Commission Agents for any purpose.

(e.) To acquire, by purchase or otherwise, the business, property, real or personal, and goodwill of, or any interest in any business of a nature or character similar to, or kindred with any business which the Company is authorised to carry on, or offering facilities in connection therewith.

(f.) To apply for, or acquire by purchase or otherwise, patents or inventions, rights or privileges, and secret and other processes convenient to be used for any of the objects of the Company, and to grant or accept licenses for the use thereof.

(g.) To pay for any purchase by the Company, or for any work performed for, or services rendered to, or for the release from or indemnity against any obligations of the Company, in cash, or by shares in the Company fully paid up or partly paid up, or by the debentures, or other securities of the Company, or by any one or more of such methods, or otherwise howsoever.

(h.) To receive from customers of the Company, and others, money on deposit or otherwise, and act as bankers or otherwise in relation thereto, or otherwise.

(i.) To lend money for any purpose, with or without security, and with or without interest, and on any terms and conditions, and invest the funds of the Company not otherwise employed in the business, on any securities whatsoever which the Company may deem expedient.

(j.) To borrow or raise money on any terms as to repayment or otherwise, and secure the same by bonds, debentures, debenture stock, perpetual or otherwise, mortgages, or by negotiable or other instruments, and to mortgage or charge all or any of the property and called and uncalled or unpaid capital or the undertaking of the Company, or any part thereof, and to make, accept, indorse, and negotiate bills of exchange, promissory notes and other negotiable instruments.



Business incidental to or arising out of or which can be conveniently carried on in connection with such businesses or any of them.

(c.) To purchase, take on lease, hire, erect, or otherwise acquire, factories, warehouses, stores, buildings, land, machinery, plant, ships, steamers, and other craft, horses, carts, vans, live and dead stock, and property generally, and to employ the steamers and vessels of the Company, or charter others, either for the purposes of the Company's business or for the transport of merchandise generally, and act as shippers and shipping agents generally, and establish agencies for working any such business.

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(g.) To pay for any purchase by the Company, or for any work performed for, or services rendered to, or for the release from or indemnity against any obligations of the Company, in cash, or by shares in the Company fully paid up or partly paid up, or by the debentures, or other securities of the Company, or by any one or more of such methods, or otherwise howsoever.

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(*l.*) To undertake, subscribe to, or otherwise aid undertakings for purposes of opening out trade, or making experiments or investigations in connection with any of the objects of the Company, or any class or department of its business, directly or indirectly.

(*l.*) To provide for the welfare of persons in or formerly in the employment of the Company, or formerly engaged in any business acquired by the Company, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and by providing or subscribing towards schools and places of recreation or otherwise, and hospitals, dispensaries, medical and other attendance, and other assistance as the Company shall think fit, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise, and to grant bonuses, or give any participation in profits of the Company, to its employees or any of them.

(*m.*) To promote, or assist in the formation or establishment of any other Company, either for the purpose of acquiring the undertaking, or all or any property or rights of the Company, or any part of the business or operations of the Company, or of undertaking any of the liabilities of the Company, or for carrying on any business of a nature or character similar to or kindred with any business which the Company is authorised to carry on.

(*n.*) To acquire any property, securities or rights, concessions, or undertakings, either as an entirety, or any undivided or other share or interest therein, or any option or other right in relation thereto, and either absolutely or by way of lease, hire, or otherwise, and either subject or not subject to any conditions or obligations.

(*o.*) To make and carry out arrangements by way of joint adventure, co-ownership, working agreements, amalgamation, or for sharing profits or otherwise, with any other Company or undertakers, carrying on any business, or any class or part of the business within the objects of this Company, and to act as agents for others.

(*p.*) To register the Company or constitute or incorporate it as an anonymous or other society in any country, and to apply for, obtain, adopt, and act under or in accordance with any special act, law or powers, and to oppose in Parliament or otherwise any Bill or application or proceeding which may be deemed calculated to prejudice any of the Company's interests.

To and to hold in trust for the benefit of the  
shareholders of the Company as a whole, and for the benefit of  
those shareholders for the purpose of securing the advancement of  
the business of the Company, and for the benefit of the  
Company, or of any other Company owned by the Company.

To do all such things as may be necessary or proper to carry out  
the objects of the Company, and to do all such things as may be  
necessary or proper to carry out the objects of the Company, or  
any share in interest therein, or any right or other right in  
relation thereto, or the whole or part of the Company, or  
any part thereof.

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relation thereto, or the whole or part of the Company, or  
any part thereof.

The objects hereinbefore respectively specified in each paragraph herein  
shall not be in any way limited or restricted by reference to or inference  
from the terms of any other of the said paragraphs.

4. The liability of the members is limited.

5. The capital of the Company is £100,000, divided into 10,000  
Preference Shares and 10,000 Ordinary Shares, each of £10 each, having  
the respective rights provided by the Articles and Regulations of the  
Company for the time being, with power to increase.

6. Any capital of the Company, original or increased, and whether  
issued or not, may be divided into such classes and may be issued with and

may from time to time have attached thereto or be made subject to such preferential, special, or qualified rights or conditions as regards dividends, capital, voting, or otherwise, and be held on such terms as may be provided by the Articles of Association and Regulations of the Company for the time being.

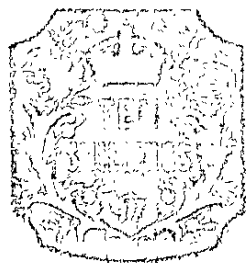
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

| Names, Addresses and Descriptions of Subscribers.                             | No. of Shares taken by each Subscriber. |
|---|---|
| <i>Arthur</i><br>Stratford Essex<br>Manufacturing Chemist                     | one                                     |
| <i>J. Aldar Roberts</i> Stratford Essex<br>Manufacturing Chemist              | one                                     |
| <i>S. J. Boake</i> Stratford Essex<br>Manufacturing Chemist                   | one                                     |
| <i>F. E. Boake</i> Tylmore Christchurch<br>Crouch Ind. W.<br>A married Woman. | one.                                    |
| <i>W. Ford</i> 13 Curstbrooke Road<br>Maltham Essex<br>accountant             | one                                     |
| <i>Arthur Kempin</i><br>153 Woodhouse<br>Leytonstone Essex<br>Merchant Clerk  | one                                     |
| <i>James W. Payne</i><br>4 Throgmorton Avenue E. C.<br>Solicitors Clerk       | one.                                    |

Dated the 4<sup>th</sup> day of May, 1897.

Witness—

*S. N. Praithwaite*  
 4 Throgmorton Avenue  
 London



THE COMPANIES ACTS, 1862 to 1890.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

A. BOAKE, ROBERTS AND COMPANY, LIMITED.

I.—INTRODUCTORY.

ARTICLE 1.

The provisions of Table A of the Companies Act, 1862, shall not apply to this Company.

Exclusion of Table A.

ARTICLE 2.

The following expressions in these Articles shall (unless the subject or context is repugnant to such construction) have the meanings following, that is to say:—

Interpretation.\*

Words importing the singular include the plural, and *vice versa*, the masculine includes the feminine, persons include corporations.

“Member” means a member of the Company, whether holding shares or stock of any class (other than debenture stock), and “shareholder” includes a “member.”

“The Board” means the Directors, or a quorum of Directors of the Company for the time being, assembled at a duly constituted meeting of Directors.

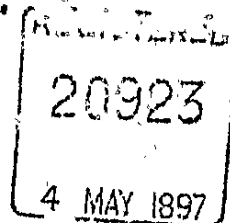
“Month” means a calendar month.

“General Meeting” means a General Meeting of the Company.

“Special resolution” and “extraordinary resolution” respectively means a special resolution and an extraordinary resolution as defined by “The Companies Act, 1862.”

“Shares,” if fully paid up, includes “stock.”

[46188]



## II.—BUSINESS.

### ARTICLE 3.

*Office.* The registered office of the Company shall be situate in England, at such place as the Board may from time to time determine.

### ARTICLE 4.

*Commencement of business.* (1) The Company may commence business as soon as the Board may deem it expedient, notwithstanding that the whole of the shares may not have been subscribed for and allotted.

(2) The funds of the Company shall not be employed in the purchase of, or by way of loan on security of, shares in the Company.

### ARTICLE 5.

*Adoption of contract.*

(1) The Board shall adopt and affix the Seal of the Company to, and carry out the Agreement referred to in paragraph (a) of clause 3 of the Company's Memorandum of Association, with full power nevertheless to agree to any modification therein, either before or after the execution thereof, and shall issue as fully paid up the shares of the Company thereby provided to be issued in respect of the purchase price thereunder.

(2) The said Agreement, or the rights or interests of the Vendors therein named or any of them thereunder, or the validity thereof respectively, shall not be impeached on the ground that such Vendors as promoters and Directors of the Company stand in a fiduciary position towards it, or on the ground that the said Vendors, who are the first Directors of the Company, do not constitute an independent Board. The said Vendors shall not, nor shall any of them, be liable to the Company for any profits made by such Vendors, or any of them, on the sale which is to be carried out under the said Agreement, and accordingly every present and future member of the Company shall be bound by the said Agreement and shall be deemed to have become a member on that footing.

## III.—CAPITAL.

### ARTICLE 6.

*Preference and ordinary shares.*

(1) The original capital of the Company shall be divided into 10,000 Preference Shares and 10,000 Ordinary Shares, having the respective rights defined by these Articles.

*Issue of capital.*

(2) The share capital of the Company for the time being (and forfeited or surrendered shares) may be issued by the Board to such persons, at such times, on such terms, and for such purposes of the Company, as they see fit; provided that no preference shall be attached to any share except in accordance with these Articles or the regulations of the Company for the time being.

(3) The Board may issue any shares as fully paid up in payment or part payment of the purchase money for the acquisition by the Company of any property, business, or concession, but otherwise no shares shall be issued with a larger sum credited as paid thereon than is actually paid in cash.

Issue of fully paid shares.

#### ARTICLE 7.

(1) The capital of the Company may be increased from time to time by Extraordinary Resolution of the Company in General Meeting.

Increase of capital.

(2) All new capital shall be divided into shares of like amount, and shall be subject to these Regulations, as if forming part of the original share capital of the Company, unless the Company shall by an Extraordinary Resolution otherwise determine.

(3) The rights of the shareholders *inter se* may be varied by special resolution, but no preference or special privilege attached or belonging to any class of shares shall be varied or interfered with unless and until a special resolution sanctioning the variation shall have been passed and confirmed by general meetings of shareholders of that class, independently of the presence or votes of any shareholders of any other class, and every resolution so passed shall be a valid special resolution binding all shareholders of such class.

Alteration affecting special classes of shares.

(4) All the provisions of these Articles as to general meetings shall, so far as applicable, apply to meetings of any particular class of shareholders convened pursuant to this Article.

#### ARTICLE 8.

(1) The Company in General Meeting may at any time, in manner prescribed or allowed by law, reduce the capital and may convert shares into stock, or consolidate and divide the capital or any part thereof into shares of larger or less amount than the original shares, and may (subject to these Articles) exercise any of such powers so as to deal specially with any class of shareholders.

Reduction of capital and consolidation of shares, &c.

(2) Stock and consolidated and divided shares, and the holders thereof, shall, so far as possible, be subject to and have similar rights of voting, and other rights, priorities, privileges, regulations and liabilities in all respects as are annexed to the original shares which such stock or consolidated or divided shares may represent.

#### IV.—CALLS.

##### ARTICLE 9.

(1) The Board may, at the time of issue of any shares, not issued as fully paid up, fix the amount and dates of the calls or instalments of the

Calls.

(2) The Board may issue any shares as fully paid up in payment or part payment of the purchase money for the acquisition by the Company of property, business, or concession, but otherwise no shares shall be issued with a larger sum credited as paid thereon than is actually paid in cash.

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Reduction of capital and consolidation of shares, &c.

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Calls.



capital to be paid up thereon. No call subsequently made shall exceed one-fourth of the nominal amount of the share, or be made payable at intervals of less than two months, and at least fourteen days' notice shall be given of each such call.

Payment of  
calls.

(2) Each member shall be liable to pay the amount of calls payable in respect of his shares to the persons and at the time and place appointed by the Board.

Date of call.

(3) A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.

Interest.

(4) Interest at such rate as the Board shall determine shall be payable on all calls in arrear.

Liability of  
joint holders.

(5) Joint holders of shares shall be severally as well as jointly liable for the calls thereon.

#### ARTICLE 10.

Payments in  
advance of  
calls.

The Board may, if they think fit, receive from any member payment in advance of all or any part of the amount for the time being called or uncalled up on his shares, on such terms as to payment of interest thereon as the Board and the member may agree.

### V.—HOLDING, TRANSFER, AND TRANSMISSION OF SHARES.

#### ARTICLE 11.

Share  
Certificates.

(1) Each member shall be entitled to a certificate under the Common Seal of the Company, specifying the shares held by him, and the amount paid up or credited as paid up thereon.

(2) Any such share certificate worn out or lost may be renewed on payment of one shilling, and on such terms as to evidence of loss and indemnity or otherwise as the Board may prescribe.

#### ARTICLE 12.

Transfers.

(1) All transfers of shares shall be in the usual common form adopted for transfer of shares of Joint Stock Companies in England, and shall be executed both by transferor and transferee, and deposited at the office of the Company along with the share certificates, and such a transfer fee (not exceeding 2s. 6d. in respect of each transfer) as the Board may direct, and such evidence as the Board may require to prove the title of the transferor.

(2) The transferor shall be deemed the holder until the transferee is registered in respect of the shares transferred.

(3) The Board may decline to register any transfer of shares not in the usual form or as near thereto as circumstances will admit, but may in their discretion register any transfer which they may deem sufficient.

#### ARTICLE 13.

(1) No transfer shall be made to an infant or person under disability, <sup>Restriction on transfer,</sup> either solely or jointly with others.

(2) The Board may decline to register any transfer of a share not fully paid up by a member indebted to the Company in respect of called but unpaid capital.

(3) The transfer books may be closed during such times, not exceeding <sup>Closing of transfer books</sup> fourteen days at any one time or twenty-eight days in one year, as the Board may determine.

#### ARTICLE 14.

(1) The registered holders of shares shall (so far as concerns the Company) be deemed the only persons interested therein, both legally and <sup>Registered holders alone recognised.</sup> equitably.

(2) Shares held in joint names shall, on the death of any joint holder, <sup>Survivorship.</sup> be registered in the sole name of the survivors.

(3) The Company shall not be affected by notice of any trust, charge, <sup>Trusts, &c.</sup> or other interest, legal or equitable, partial or absolute, by virtue whereof any person other than the registered holder, or the survivor of joint holders, or in the case of share warrants the holder of the warrant, shall be, or shall claim to be, interested in or entitled to any control over any share, and every person entitled to or claiming any equitable or other interest in any share is to be deemed to assent to this provision and to all other provisions of these presents.

#### ARTICLE 15.

(1) Any person becoming entitled to or to deal with shares by operation of law, may, on such proof of his title as the Board think sufficient, be himself <sup>Title by transmission.</sup> registered, or, by transferring the shares in the ordinary form to some other person, may elect to have the transferee registered in respect thereof.

(2) The legal personal representatives of a deceased shareholder shall be the only persons recognised by the Company as having any title to shares registered in his sole name, or as the last survivor on a joint account. No specific legatee or other person shall be entitled to be registered in respect of such shares, except on a transfer in ordinary form from such personal representatives.

(3) No person claiming title to shares by operation of law, shall have any rights in respect thereof except the right to be registered, or to have his transferee registered under the regulations of the Company, and to receive dividends actually declared but not paid before the death or other transmission of interest, but if the Board shall think fit to pay any subsequent dividends to such person his receipt shall be an effectual discharge.

## VI.--LIEN ON AND FORFEITURE AND SURRENDER OF SHARES.

### ARTICLE 16.

Lien on shares.

The Company shall have a first and paramount lien and charge on all shares not fully paid up, in respect of capital called up thereon but unpaid.

### ARTICLE 17.

Forfeiture of shares.

(1) The Board may declare any shares forfeited if a call being in arrear the shareholder shall make default in payment thereof with interest for one month after notice of intended forfeiture for non-payment shall have been given in manner prescribed by these Articles. The shareholder shall, notwithstanding any such forfeiture, be liable for and shall forthwith pay all unpaid calls to the Company with interest.

(2) The day of forfeiture shall be that on which the resolution declaring the forfeiture is passed by the Board.

(3) No forfeiture shall prejudice the right of the shareholder to a dividend already declared.

(4) The Board may in their discretion remit any forfeiture at any time thereafter on any terms they may think fit.

### ARTICLE 18.

Surrender of shares.

The Board may accept a surrender of any shares on such terms as they think fit, but shall not make any payment for such surrender out of the funds of the Company.

### ARTICLE 19.

Disposal of forfeited or surrendered shares.

(1) Shares forfeited and surrendered shall become the property of the Company.

(2) The Board may sell forfeited or surrendered shares as they see fit, and register the purchaser as the holder thereof, or may cancel any such shares and issue new shares in lieu thereof.

(3) No person claiming title to shares by operation of law, shall have any rights in respect thereof except the right to be registered, or to have his transferee registered under the regulations of the Company, and to receive dividends actually declared but not paid before the death or other transmission of interest, but if the Board shall think fit to pay any subsequent dividends to such person his receipt shall be an effectual discharge.

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### ARTICLE 17.

Forfeiture of shares.

(1) The Board may declare any shares forfeited if a call being in arrear the shareholder shall make default in payment thereof with interest for one month after notice of intended forfeiture for non-payment shall have been given in manner prescribed by these Articles. The shareholder shall, notwithstanding any such forfeiture, be liable for and shall forthwith pay all unpaid calls to the Company with interest.

(2) The day of forfeiture shall be that on which the resolution declaring the forfeiture is passed by the Board.

(3) No forfeiture shall prejudice the right of the shareholder to a dividend already declared.

(4) The Board may in their discretion remit any forfeiture at any time thereafter on any terms they may think fit.

### ARTICLE 18.

Surrender of shares.

The Board may accept a surrender of any shares on such terms as they think fit, but shall not make any payment for such surrender out of the funds of the Company.

### ARTICLE 19.

Disposal of forfeited or surrendered shares.

(1) Shares forfeited and surrendered shall become the property of the Company.

(2) The Board may sell forfeited or surrendered shares as they see fit, and register the purchaser as the holder thereof, or may cancel any such shares and issue new shares in lieu thereof.

(2) For the purpose of giving effect to a sale of forfeited or surrendered shares, the Board may, in lieu of cancellation and re-issue, execute under the Company's seal, or appoint some person to execute, a transfer of such shares to the purchasers thereof, and such transfer shall operate to confer the same rights on the transferee as if the shares had not been forfeited or surrendered, and the transfer had been executed by the registered holder thereof. Transfer of such shares.

#### ARTICLE 20.

The register shall be conclusive evidence of title to a share as against any person claiming as a former holder of a share which the Board shall have purported to forfeit, cancel, or dispose of under the regulations of the Company, and the remedy of any Shareholder for any irregularity in any forfeiture of a share shall be in damages only, and against the Company exclusively. Register conclusive.

### VII.—SHARE WARRANTS.

#### ARTICLE 21.

(1) The Company acting by the Board may, with respect to fully paid up shares, issue warrants entitling the bearer to the shares therein specified, and may provide by coupons or otherwise, for the payment of dividends on the shares specified in such warrants. Share warrants and coupons.

(2) The Board may determine, and from time to time vary, the conditions upon which share warrants shall be issued, and in particular upon which a new warrant or coupon will be issued in place of one worn out, defaced, lost or destroyed; upon which the bearer shall be entitled to attend and vote at General Meetings; and upon which a share warrant may be surrendered, and the holder entered on the register in respect of the shares therein specified. Lost warrants.

(3) Subject to such conditions, the bearer of a share warrant shall be a Member to the full extent. Rights of holder.

(4) The holder of a share warrant shall be subject to the conditions for the time being in force.

### VIII.—GENERAL MEETINGS.

#### ARTICLE 22.

(1) General Meetings shall be held at such time and place as the Board may from time to time determine. Annual and other meetings.

(2) The first Meeting shall be held within four months of the registration of the Company, and at least one Ordinary Meeting of the Company shall be held in each year, at such time as the Board may determine.

## ARTICLE 23.

Meetings on  
requisition of  
shareholders.

(1) The Board may at any time, and shall on a requisition in writing left at the registered office of the Company, signed by Members holding at least one-tenth of the issued shares, stating the object of the Meeting, convene an Extraordinary General Meeting.

(2) If the Board neglect for twenty-one days after the delivery of a requisition to convene an Extraordinary Meeting, any Members holding at least one-tenth of the issued shares, may convene the Meeting, provided that the notice of such meeting shall contain the names of the Members convening the same, and no such Meeting convened by Members shall be valid without such names. Every such Meeting shall be held at the place where General Meetings are usually held.

## ARTICLE 24.

Notice of  
meetings.

(1) Notice of General Meetings, specifying the day, hour, place, and special business (if any) shall be given to each Member entitled to be present thereat, not less than seven clear days before the day of the Meeting.

(2) Default or non-receipt of notice of a General Meeting to or by any Member shall not invalidate the proceedings of any Meeting.

Preference  
shareholders.

(3) Holders of Preference Shares in the Company shall not be entitled to notice of or to be present or vote at or sign a requisition for or convene a General Meeting (other than a Meeting of Preference Shareholders pursuant to these Articles or a Meeting called for some purpose which shall affect or vary their special rights or position) so long as or whilst the Dividend on such shares shall be duly paid and shall not be in arrear.

## IX.—PROCEDURE AT GENERAL MEETINGS.

## ARTICLE 25.

Quorum.

Five Members present personally or by proxy shall form a quorum for a General Meeting, other than for a Meeting adjourned under Article 27.

## ARTICLE 26.

Ordinary  
business.

(1) The business of an Ordinary General Meeting shall be the consideration of the accounts, balance sheet and ordinary report of the Directors and Auditors, declaring or sanctioning Dividends, and the election of Directors and Auditors.

Special  
business.

(2) All other business shall be deemed special and no special business shall be transacted at any Meeting unless notice thereof has been given pursuant to Article 24.

## ARTICLE 27.

(1) If a quorum is not present within half an hour from the time appointed, the Meeting shall stand adjourned for one week at the same time and place. Proceedings in default of quorum.

(2) If five Members are not present as aforesaid at any Meeting so adjourned within half an hour from the time appointed, the Members present personally or by proxy shall form a quorum for all purposes of the business for which the Meeting is called unless the Chairman otherwise decides.

## ARTICLE 28.

(1) The Chairman, or, if absent, the Vice-Chairman (if any) of the Board, or failing him, one of the Directors appointed for that purpose by the Board, or (failing such appointment) by the Meeting, shall preside at every General Meeting. Chairman.

(2) If no Director is present within fifteen minutes after the hour the Meeting, or shall be willing to take the chair, the Meeting shall appoint a Chairman.

## ARTICLE 29.

(1) The Chairman may, with the consent of the Meeting, adjourn from time to time, and from place to place. Adjournment of meetings.

(2) No business other than that for which the Meeting was originally convened and left unfinished, shall be transacted at any adjourned Meeting.

## ARTICLE 30.

(1) All questions at a General Meeting shall be decided by a simple majority of votes, unless otherwise required by any Act of Parliament or by these Articles. Voting.

(2) The voting shall be by a show of hands, unless immediately on the declaration by the Chairman a poll is demanded by at least three Members present in person or by proxy and entitled to vote on the poll, or by any less number so present holding at least one-tenth of the issued shares in the Company and entitled to vote on the poll, but no poll shall be demanded on the appointment of a Chairman or on a question of adjournment. On a show of hands no Member shall have more than one vote though holding proxies for any other Member. Show of hands.

(3) The demand of a poll shall not prevent the Meeting from proceeding with the business of the Meeting other than that on which the poll is demanded.

ARTICLE 31.

Method of taking poll

(1) Every poll shall be taken in such manner and either immediately or at such time and place as the Chairman directs.

(2) The result of the poll shall be deemed the resolution of the Meeting.

ARTICLE 32.

Declaration of chairman conclusive.

A declaration by the Chairman that a resolution is or is not carried, and an entry to that effect on the Minutes of the Meeting, shall be conclusive evidence of the fact declared, without proof of the number or proportion of the votes, or of the regularity of the Meeting.

X.—VOTES OF MEMBERS.

ARTICLE 33.

Votes.

(1) Each Member shall, on every poll at a Meeting at which he is entitled to vote, have one vote in respect of each share held by him.

(2) Holders of different classes of shares shall vote together at any joint meeting at which they are entitled to be present and vote.

ARTICLE 34.

Votes of lunatic members.

A lunatic member may vote by his committee or other legal curator, but, otherwise, no vote shall be accepted in respect of shares registered in the name of a person under disability.

ARTICLE 35.

Votes by joint holders.

The first named of joint holders shall be the only person entitled to vote, or grant proxies to vote, in respect of the shares so held, except that the other holders in their order on the register shall, in the absence of the first or previously named holder, and in the absence of any proxy by him, be entitled to vote and grant proxies to vote in respect of the shares so held.

ARTICLE 36.

Disqualification from voting.

No Member shall be entitled to be present or vote at, or otherwise take part in, any General Meeting, or exercise any right or privilege as a shareholder whilst any call on his shares is overdue and unpaid.

ARTICLE 37.

Proxies.

Members may vote personally or by proxy. Every proxy shall, unless the Board otherwise determine, be in favour of a Member.



## ARTICLE 38.

(1) Proxies may be in the following form, or to the following effect, Form of proxy. and shall be duly stamped :—

I, the undersigned, a Member of A. BOAKE, ROBERTS AND COMPANY, LIMITED, hereby appoint  
also a Member of the Company, to act as my proxy at the General Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 18\_\_\_\_, and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 18\_\_\_\_.

(2) Proxies not in the above form, or as near thereto as circumstances will admit, shall be subject to the approval of the Board before being acted on.

(3) The Board may approve any proxy they may deem sufficient, and though not in favour of a Member.

(4) Every proxy shall be left at the registered office of the Company at least forty-eight hours before the time of the Meeting or adjourned Meeting.

(5) All proxies shall be retained by the Company unless the Board shall otherwise determine with respect to any proxy not in the above form.

## ARTICLE 39.

Every proxy shall be signed by the appointor, or, in the case of a Signature of proxies. Corporation, sealed with its common seal, or signed by two Directors.

## ARTICLE 40.

The Chairman at every General Meeting shall, in case of equality of votes on a poll or otherwise, have an additional or casting vote, and notwithstanding that he may not be a holder of shares of the particular class represented at the Meeting at which he presides. Chairman's casting vote.

## ARTICLE 41.

Any votes given or counted at a General Meeting, afterwards discovered to have been improperly given or counted, shall not affect the validity of any resolution passed at such Meeting, unless objection to such votes is taken at the same Meeting. Effect of error in counting votes.

## XI.—DIRECTORS.

## ARTICLE 42.

Unless otherwise determined by a General Meeting, the number of Number of Directors. Directors shall not be more than five or less than three.

## ARTICLE 43.

Alteration of  
number of  
Directors.

A General Meeting may increase, or, by directing that any vacancy then subsisting or subsequently occurring be not filled up, may reduce the number of Directors for the time being.

## ARTICLE 44.

Qualification  
of Directors.

Unless a General Meeting shall otherwise determine, the qualification of a Director shall be the holding of one hundred ordinary shares in the Company. A first Director may act before acquiring such qualification, but if not acquiring the same within one month from his appointment, he shall be deemed to have agreed to take the said number of shares from the Company, and the same shall be allotted to him accordingly.

## ARTICLE 45.

First  
Directors.

(1) The first Directors shall be Arthur Boake, Frederick George Adair Roberts, Edmond Johnson Boake and Benjamin Edward Reina Newlands and such other persons as shall be appointed by the Board prior to the first Ordinary General Meeting in 1898.

## ARTICLE 46.

Additional  
Directors.

(1) If the number of Directors shall at any time be below the maximum fixed pursuant to Articles 42 and 43, the Board may from time to time appoint additional Directors, or a General Meeting may make such appointment.

Directors  
appointed to  
fill vacancies.

(2) Any Director so appointed in the place of a vacating Director shall hold office only as long as the vacating Director would have held the same.

(3) If at any time the number of Directors is below that required for a quorum of the Board, the Director or Directors remaining in office may exercise the powers given by this Article.

## ARTICLE 47.

Remuneration  
of Directors.

(1) The remuneration of the Directors may from time to time be fixed and varied by resolution of a General Meeting.

(2) Until so otherwise fixed, the remuneration of the Directors (exclusive of all travelling and other expenses on the business of the Company) shall be the fixed sum of £1,500 per annum.

(3) The aggregate of the sums payable in respect of the remuneration of the Directors shall be divided amongst them as the Board may determine.

## XII.—ROTATION OF DIRECTORS.

### ARTICLE 48.

(1) One-third or the nearest number to one-third of the Directors shall retire at the first Ordinary General Meeting in 1898, and in each subsequent year, and the Meeting shall elect qualified Members to fill their places. Retirement of Directors.

(2) If such places be not then filled up, or the number of Directors reduced, the Meeting shall be adjourned for one week at the same time and place.

(3) If the Adjourned Meeting shall not fill the vacancies, the retiring Directors, if offering themselves for re-election, but not otherwise, shall continue in office until the Ordinary Meeting in the next year.

### ARTICLE 49.

(1) The order of retirement shall be determined by length of office except in the case of the first Directors or of Directors whose last elections date from the same time, and whose rotation shall, in default of agreement among themselves, be determined by ballot, and except any Director exempted from retirement by rotation under these Articles whilst holding office as Managing Director. Order of retirement.

(2) Retiring Directors shall continue in office until the conclusion of the Meeting at which they retire.

(3) A retiring Director may be re-elected, and shall be deemed to offer himself for re-election unless he gives to the Company notice in writing of a contrary intention.

(4) A Director whilst holding office as Managing Director shall not (unless the Board otherwise determine) be subject to retirement by rotation, and shall not be taken into account in determining the number of Directors retiring by rotation, but shall be subject to all other provisions applicable to the other Directors.

### ARTICLE 50.

No Member, other than a retiring Director or a person proposed by the Board, shall be eligible for election as a Director unless he gives notice of his candidature at least fourteen days previously to the Meeting. Notice of candidature.

## ARTICLE 51.

Resignation  
of Directors.

A Director may resign his office by notice in writing to the Company, and at the expiration of one month from the receipt of such notice by the Company, or on previous acceptance of such resignation by the Board, his office shall be vacated.

XIII.—DISQUALIFICATION AND REMOVAL  
OF DIRECTORS.

## ARTICLE 52.

Disqualifica-  
tion of  
Directors.

(1) Every Director shall vacate his office :—

(a) If he ceases to hold the qualification fixed pursuant to Article 44.

(b) If, unless a General Meeting shall otherwise determine, he holds any position of profit under the Company, except that of Director, or Managing or Consulting Director, Banker, Trustee, or general or other Agent of the Company, but no purchase, sale, contract, or other transaction with the Company in which a Director is interested shall be deemed a position of profit within the meaning of this Clause.

(c) If he becomes bankrupt, or enters into any arrangement or composition with, or applies for protection against, his creditors, or is declared lunatic, or becomes of unsound mind, or is convicted of felony.

(d) If, being interested, either individually, or as a member of any partnership or Director of any Company, in any contract or transaction with the Company, he fails to declare such interest to the Board. But no further declaration shall be necessary if the name of such Director or that of a firm or Company in which he is known to the Board to be a partner or Director, appears in such contract or transaction. A general declaration by any such Director of his interest in all transactions or dealings which may be from time to time thereafter entered into between the Company and any Company, partnership, or persons specified in such declaration, shall, when entered on the minutes of the Board, be a sufficient declaration of interest within the meaning of this clause.

(2) But no office of Director shall be deemed vacated under this Article unless and until a resolution to that effect has been passed by the Board, and all acts done by such disqualified Director previously thereto shall be valid and effectual.

(3) Provided always that if and when the declaration mentioned in Clause 1 (d) of this Article shall have been made, no Director shall, by

reason of the fiduciary relation subsisting between him and the Company, or otherwise, be accountable for any profit made by him in respect of any contract, matter or transaction with the Company in which he shall be so interested. Any contract or arrangement between any Director and the Company, or in which any Director is interested and in which his interest is declared as aforesaid, shall be valid for all purposes, and the interested Director shall not be thereby precluded from taking part in the deliberations of the Board with reference thereto, but he shall not vote thereon, and if he votes his vote shall not be counted.

#### ARTICLE 53.

The Company may by a special resolution remove any Director from office, and may appoint a Director in his place by an ordinary resolution at the confirmatory or any subsequent Meeting. Removal of directors.

### XIV.—MEETINGS AND PROCEEDINGS OF THE BOARD AND COMMITTEES.

#### ARTICLE 54.

Meetings of the Board shall be held at such time and place, and may be adjourned, and shall be regulated as the Board may from time to time determine. No notice shall be necessary of Board Meetings fixed by the Board to be held on stated days. Meetings of the board.

#### ARTICLE 55.

The Board shall elect a Chairman of their Meetings from time to time, and determine the period for which he shall hold office. Chairman.

#### ARTICLE 56.

(1) Any Director, or the Secretary may at any time summon a meeting of the Board, to be held at the registered office or other usual place of meeting, on giving such notice to the Directors by post or telegraph at their registered or last known addresses, or personally, as he shall think fit. Summoning meetings.

(2.) Notice to Directors for the time being out of the United Kingdom shall not be necessary to constitute a valid Meeting of the Board for the transaction of business.

#### ARTICLE 57.

(1) The Board shall from time to time determine the quorum necessary for the transaction of its business. Quorum.

(2) Until so otherwise determined, two Directors personally present shall form a quorum.

#### ARTICLE 58.

Voting.

All questions arising at a Board shall be decided by a majority of votes, and in case of equality of votes the Chairman of the Meeting shall have a second or casting vote.

#### ARTICLE 59.

Committees.

The Board may appoint and remove such Committees of one or more of their number, and may delegate to them such of the powers of the Board as they may deem requisite or expedient for any of the business or purposes of the Company, and may determine and regulate their duties and procedure. Subject thereto any such Committee may regulate its own procedure in the same manner as the Board may do.

#### ARTICLE 60.

Minutes of proceedings.

Minutes of the proceedings of every Meeting of the Board and of every Committee as aforesaid shall be kept, and shall be signed by the Chairman of that or the following Meeting.

#### ARTICLE 61.

Saving clause.

(1) The Directors, if constituting a quorum of the Board, may act in all things, notwithstanding any vacancy in their number, and if not constituting a quorum of the Board, the Director or Directors remaining in office may act for the purpose mentioned in Article 46, or for the purpose of convening a General Meeting of the Company.

(2) All acts done by the Directors, or by any person acting as such, shall be valid for all purposes, notwithstanding that any invalidity is afterwards discovered in their nomination or qualification.

### XV.—MANAGING DIRECTORS, &c.

#### ARTICLE 62.

Managing directors, &c.

(1) The Board may from time to time appoint any persons, whether Directors or not, as Managers or Managing or Consulting Directors, or to any other special office of importance, and also local Boards of Directors in any place, for such period, on such term of remuneration either by way of fixed salary or commission or participation in profits or receipts, or both (in addition to the ordinary remuneration of the Directors), subject to such regulations, and with such powers as the Board may determine, and may remove such persons at pleasure, and the Board may also specially remunerate any Director for special services rendered to, or for special work done for, the Company.

(2) The Board may from time to time delegate to any Managing Director or Manager, or to any local Boards, or to any agent or representative of the Company, such of the powers and discretions of the Board as they may deem requisite for the efficient conduct of the business or affairs of the Company or any special business; and they may grant powers of attorney to any person and for any purpose.

Delegation of powers to managers and others.

(3) The Board may from time to time appoint a Director or Directors or other persons to be Trustees for the purpose of holding any of the securities or other property of the Company or otherwise acting on behalf of the Company. Such Trustees may be removed at the pleasure of the Board, and shall in all things act and deal with the property under the direction of the Board, and shall not be in any way liable or responsible for acts done under such direction.

Trustees.

## XVI.—POWERS OF THE BOARD.

### ARTICLE 63.

(1) The business of the Company shall be managed by the Board in accordance with these Articles.

Management of business and payment of preliminary expenses.

(2) The Board may pay all expenses incurred in getting up and registering the Company, and all or any other preliminary and other expenses and outlay which the Board may think fit to pay, including, if and so far as authorised by law, payments by way of brokerage or commission in respect of share or other capital of the Company subscribed or underwritten, or may pay a lump sum in discharge of such expenses or of any part of them.

### ARTICLE 64.

The Board may exercise their discretion as to the borrowing of money, and as to the form and terms of any security therefor, but shall not issue any debentures or debenture stock without the sanction of extraordinary resolutions of separate General Meetings of both preference and ordinary shareholders specially convened for the purpose of sanctioning such issue; and the powers of borrowing in any other mode or on any other security shall not be exercised, so that more than £100,000 in all shall be outstanding on loan at any one time without the sanction of the Company in General Meeting; but no person lending money to the Company shall be bound to see or inquire whether such limit has or has not been exceeded, and every *bond fide* debt incurred shall be valid and enforceable against the Company.

Borrowing powers.

### ARTICLE 65.

(1) The Board may, subject to these Articles, exercise all powers of the Company within the scope of the Memorandum of Association and of these Articles, which are not hereby or by Statute required to be exercised by the Company in General Meeting.

General powers of the board.

(2) Until so otherwise determined, two Directors personally present shall form a quorum.

#### ARTICLE 58.

Voting.

All questions arising at a Board shall be decided by a majority of votes, and in case of equality of votes the Chairman of the Meeting shall have a second or casting vote.

#### ARTICLE 59.

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The Board may appoint and remove such Committees of one or more of their number, and may delegate to them such of the powers of the Board as they may deem requisite or expedient for any of the business or purposes of the Company, and may determine and regulate their duties and procedure. Subject thereto any such Committee may regulate its own procedure in the same manner as the Board may do.

#### ARTICLE 60.

Minutes of proceedings.

Minutes of the proceedings of every Meeting of the Board and of every Committee as aforesaid shall be kept, and shall be signed by the Chairman of that or the following Meeting.

#### ARTICLE 61.

Saving clause.

(1) The Directors, if constituting a quorum of the Board, may act in all things, notwithstanding any vacancy in their number, and if not constituting a quorum of the Board, the Director or Directors remaining in office may act for the purpose mentioned in Article 46, or for the purpose of convening a General Meeting of the Company.

(2) All acts done by the Directors, or by any person acting as such, shall be valid for all purposes, notwithstanding that any invalidity is afterwards discovered in their nomination or qualification.

### XV.—MANAGING DIRECTORS, &c.

#### ARTICLE 62.

Managing directors, &c.

(1) The Board may from time to time appoint any persons, whether Directors or not, as Managers or Managing or Consulting Directors, or to any other special office of importance, and also local Boards of Directors in any place, for such period, on such term of remuneration either by way of fixed salary or commission or participation in profits or receipts, or both (in addition to the ordinary remuneration of the Directors), subject to such regulations, and with such powers as the Board may determine, and may remove such persons at pleasure, and the Board may also specially remunerate any Director for special services rendered to, or for special work done for, the Company.



(2) The Board may from time to time delegate to any Managing Director or Manager, or to any local Boards, or to any agent or representative of the Company, such of the powers and discretions of the Board as they may deem requisite for the efficient conduct of the business or affairs of the Company or any special business; and they may grant powers of attorney to any person and for any purpose.

Delegation of powers to managers and others.

(3) The Board may from time to time appoint a Director or Directors or other persons to be Trustees for the purpose of holding any of the securities or other property of the Company or otherwise acting on behalf of the Company. Such Trustees may be removed at the pleasure of the Board, and shall in all things act and deal with the property under the direction of the Board, and shall not be in any way liable or responsible for acts done under such direction.

Trustees.

## XVI.—POWERS OF THE BOARD.

### ARTICLE 63.

(1) The business of the Company shall be managed by the Board in accordance with these Articles.

Management of business and payment of preliminary expenses.

(2) The Board may pay all expenses incurred in getting up and registering the Company, and all or any other preliminary and other expenses and outlay which the Board may think fit to pay, including, if and so far as authorised by law, payments by way of brokerage or commission in respect of share or other capital of the Company subscribed or underwritten, or may pay a lump sum in discharge of such expenses or of any part of them.

### ARTICLE 64.

The Board may exercise their discretion as to the borrowing of money, and as to the form and terms of any security therefor, but shall not issue any debentures or debenture stock without the sanction of extraordinary resolutions of separate General Meetings of both preference and ordinary shareholders specially convened for the purpose of sanctioning such issue; and the powers of borrowing in any other mode or on any other security shall not be exercised, so that more than £100,000 in all shall be outstanding on loan at any one time without the sanction of the Company in General Meeting; but no person lending money to the Company shall be bound to see or inquire whether such limit has or has not been exceeded, and every *bond fide* debt incurred shall be valid and enforceable against the Company.

Borrowing powers.

### ARTICLE 65.

(1) The Board may, subject to these Articles, exercise all powers of the Company within the scope of the Memorandum of Association and of these Articles, which are not hereby or by Statute required to be exercised by the Company in General Meeting.

General powers of the board.

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2) No resolution or matter made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been made.

#### ARTICLE 66

*Signature on behalf of the company.*

(1) No person, except the Board and persons authorized by them, shall have any authority to make, accept, or indorse any bill, cheque or other negotiable instrument, or to enter into any contract on behalf of, or impose any liability on, or otherwise pledge the credit of the Company.

(2) All bills and negotiable instruments, contracts and other documents, requiring to be signed on behalf of the Company, but not requiring to be sealed, shall be signed in such manner as may be authorized by the Board.

(3) No instrument signed in any other mode shall be binding on the Company, unless subsequently adopted or ratified by the Board or by a General Meeting.

#### ARTICLE 67.

*Common seal*

(1) The Common Seal of the Company shall be affixed only with the authority of the Board, and shall be attested by two Directors, or by one Director and the Secretary, or acting Secretary for the time being.

*Companies' Seals Act.*

(2) The Company (acting by the Board) may exercise the powers of the Companies' Seals Act, 1864. Any foreign seal shall be affixed with such formalities as the Board may from time to time prescribe.

### XVII—ACCOUNTS AND AUDIT.

#### ARTICLE 68.

*Accounts.*

The Board shall cause accounts to be kept of all matters relating to or connected with, the transactions and business of the Company.

#### ARTICLE 69.

*Inspection Record.*

The books of accounts shall be kept either at the office or at the place or places where the Company shall carry on business as the Board may determine, or partly at one place and partly at another, and no Member shall be entitled to inspect the same except with the previous sanction of the Board.

#### ARTICLE 70.

*Yearly accounts and audit.*

(1) Unless otherwise determined by the Board the financial year of the Company shall be deemed to end on the 31st day of December in each year, and a general account and balance sheet of the Company shall be made out in each year down to the end of each financial year.

(2) Every such account shall contain such particulars and be in such form as clearly to exhibit a true and correct statement of the Company's affairs down to the said date, and shall be audited by one or more Auditors.

A copy of such account and balance sheet shall, if required by the Auditors, be delivered to each Auditor at least twenty-one days before the date of the Ordinary General Meeting.

(3) The Auditors shall examine the same and shall certify whether the same are correct or otherwise, and report thereon to the Board.

(4) A copy of such account, and of the Auditors' Report thereon, and of the Directors' report, shall be sent to each ordinary shareholder at least seven days before the Meeting, in manner hereinafter prescribed for notices, and two copies thereof shall at the same time be sent to the Secretary of the Share and Loan Department of the Stock Exchange.

#### ARTICLE 71.

(1) Auditors may be members of the Company or not, but no Auditor shall hold any other office under the Company. Qualification of auditors.

(2) The first Auditors shall be appointed by the Board. Appointment of auditors.

(3) Subsequent Auditors shall be appointed by the first Ordinary General Meeting in each year, commencing in 1898.

(4) In default of such appointment, the Board shall appoint an Auditor or Auditors.

(5) Occasional vacancies shall be filled by the Board.

(6) Any one of a firm appointed Auditors may execute the office.

(7) The remuneration of the Auditors shall, subject to revision by a Remunerative General Meeting, be fixed by the Board.

(8) Auditors shall retire annually, but may be re-appointed.

#### ARTICLE 72.

If no appointment of Auditors be made in manner aforesaid, the Board of Trade may, on application of any five shareholders, appoint an Auditor for the current year, and fix the remuneration to be paid to him by the Company for his services. Appointment by the Board of Trade in default of auditors.

#### ARTICLE 73.

Every Auditor shall be entitled to have delivered to him a list of all books kept by the Company, and shall, at all reasonable times, have access to the books and accounts of the Company, and to all documents in any manner relating to or having any bearing on such accounts, and shall have the right to all such information from Directors and other officers of the Company as he may reasonably require. Inspection of books by auditors.

## XVIII.—DIVIDENDS AND RESERVE.

## ARTICLE 74.

General  
reserve funds,  
&c.

(1) Before recommending any dividend, the Board may, out of the profits of the Company, set aside such sums as they think fit, to form a reserve fund for any of the purposes of the Company.

Employment  
of reserve  
funds.

(2) The amounts standing from time to time on any reserve account for the time being, shall be at all times available, and may be employed for all or any purposes of the Company.

Investment of  
funds.

(3) All moneys for the time being in hand not required for purposes of the business, may be invested in or upon such investments (other than shares of the Company), including bank deposits and loans on any Stock Exchange, or be otherwise employed as the Board may select and determine, without being liable for any loss or depreciation on such investments or employment.

## ARTICLE 75.

Mode of  
distribution  
of profits.

(1) The net profits (after providing for such reserves, and carrying forward to the next account such sums as the Board may determine) as shown by the profit and loss account for the year or period comprised in the account submitted to the Ordinary General Meeting shall be applied as follows:—

Five per cent.  
cumulative on  
preference  
shares.

1st. In payment of a Preferential Dividend for such period at the rate of 5 per cent. per annum on the amount paid up for the time being on the Preference Shares of the Company for the time being issued, and the arrears, if any, of such dividend which shall not have been paid in respect of any previous period, so that such dividend may be accumulative.

Surplus on  
ordinary  
shares.

2ndly. The surplus shall be distributable by way of dividend on the amount paid up for the time being on the Ordinary Shares of the Company for the time being issued.

Rights of  
preference  
shareholders.

(2) Provided always that a General Meeting of the Preference Shareholders shall, independently of the Ordinary Shareholders or the Board, have the right of requiring payment of the dividend on their preference shares whenever the realized profits are sufficient to pay the same and before any sum is carried to reserve or carried forward.

Distribution  
in specie.

(3) The Board may, if and when authorised by General Meetings of Preference and Ordinary Shareholders respectively, but not otherwise, distribute by way of dividend in specie any part of the said profit available for dividend which may be represented by fully paid up stock, shares, debentures, or other marketable securities, the holding of which

shall not involve any responsibility, and for purposes of calculating the rate of such distribution in accordance with the rights and priorities of the said shareholders respectively, such securities shall be valued at such price as the said Meetings may approve.

#### ARTICLE 76.

(1) No dividend shall be declared except out of the net profits or <sup>Dividends,</sup> reserve fund of the Company. No shareholders shall be entitled to claim payment of a dividend until the same is declared by the Board or a General Meeting as herein provided.

(2) The Board may from time to time declare and pay dividends on the preference shares and interim dividends on the ordinary shares in the Company on account of the estimated profits of the current year. The final dividend for each year on the ordinary shares shall be sanctioned by a General Meeting.

(3) No larger dividend shall be declared by a General Meeting than is recommended by the Board.

#### ARTICLE 77.

(1) All dividends shall be calculated and paid rateably on the amounts paid up or credited as paid up on the shares from time to time <sup>Dividends to be paid rateably.</sup> (other than sums paid in advance of calls under Article 9), but in such payment regard shall be had to the rights, if any, of the shareholders *inter se* to priority of payment, or otherwise.

(2) Shares issued or capital called up during the currency of any financial year, shall, unless otherwise provided by the terms of issue, rank for the current year's dividend as from the dates when the capital thereon is payable, *pari passu* with previously issued shares, or with previously called up capital, as the case may be.

#### ARTICLE 78.

It shall not be obligatory on the Board to make any provision for the depreciation of the value of the Company's assets by reason of the same <sup>Depreciation of wasting securities.</sup> consisting of Leases, or of Patents or like privileges, or other property of a wasting nature or by reason of licenses or other rights being from time to time granted under or in respect of any such patents or property.

#### ARTICLE 79.

(1) The Board may deduct from any dividend payable to any member all moneys actually due and payable by him to the Company on any account. <sup>To be set off against debts.</sup>

(2) Each dividend shall be paid to the members on the register on such date as shall be fixed by the Board, and, if not otherwise fixed, on the day on which the resolution declaring such dividend is passed, whether or not on the register at the time of payment. <sup>To whom payable.</sup>

*Remittance  
of dividends.*

(3) Dividends may be paid by crossed cheques, sent at the member's risk (without further authority than that given by this Article) by post to his registered address, or in any other manner the Board may adopt.

(4) Any one of joint holders of any share may give effectual receipts for any dividends thereon.

*Not to carry  
interest.*

(5) No dividend shall bear interest against the Company.

## XIX.—NOTICES.

### ARTICLE 80.

*Notices by  
the Company.*

(1) Notices to Members, or persons claiming in their right, to whom notice may require to be given, shall bear, in writing or in print, the signature of the Secretary or other person authorised by the Board or these Articles to give the same.

(2) Every such notice shall be deemed duly given if served personally, or sent to the Member by post to or left at his registered address. Notices directed to any Member at his registered address shall bind all persons claiming on his death or by any transmission of his interest.

(3) Notice given to any one of several joint holders shall be sufficient notice to all.

(4) Every notice by the Company sent by post shall be deemed to have been served on the day on which the same in ordinary course of post ought to be delivered, except as to notices of General Meetings, which shall be deemed to be duly given as to all Shareholders, wherever resident, on being placed in the post in the United Kingdom, notwithstanding that the registered addresses of some of such Shareholders may be situate abroad, or at the discretion of the Board as to such last mentioned Shareholders on being placed in the post by the Company's agent at such place or places as the Board may approve.

(5) In proving such service it shall be sufficient to prove the posting of the notice properly addressed.

### ARTICLE 81.

*Notices to  
the Company.*

Notice to the Company shall be sufficient if left at the registered office of the Company.

### ARTICLE 82.

*Members  
residing  
abroad, &c.*

Members may give to the Company an address for the service of notices, and such address shall be their registered address for purposes of notices, though different from that entered in the share register.

## XX.—DISSOLUTION.

## ARTICLE 83.

The Company may be wound up in manner prescribed by the <sup>Dissolution,</sup> Companies Acts for any purpose, whether the object be the absolute dissolution or the reconstruction, or modification of the Company or the amalgamation with any other Company, or otherwise.

## ARTICLE 84.

(1) On any winding up the Liquidators may, if authorised by an extraordinary resolution, accept fully paid or partly paid up shares, debentures or other securities of any other Company, either then existing or to be formed, in purchase in whole or in part of the property of the Company, and may <sup>Distribution of securities in place of cash.</sup> distribute such shares or securities amongst the Members, without realisation, and the extraordinary resolution may provide for the distribution or appropriation of the cash shares or other securities or benefits otherwise than in accordance with the strict legal rights of the Contributories of the Company, and for the valuation of any of such securities at such price and in such manner as the meeting may approve; and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all right to be paid in cash either under Section 161 of the Companies Act 1862 or otherwise.

(2) On any such winding-up the surplus assets of the Company after discharge of liabilities shall, subject to the provisions of the last clause, be distributed and applied, first, in repayment of the capital paid up on the preference shares, with such interest as shall be necessary to complete the preferential dividend on such shares to the date of repayment of the capital thereon, and the remainder shall be distributed amongst the ordinary shareholders, rateably in accordance with the capital paid up on the ordinary shares, but in such distribution on either class of shares the capital (if any) paid up on any shares of that class in excess of that paid up on other shares of the same class shall be first discharged. <sup>Mode of distribution.</sup>

## XXI.—GENERAL PROVISIONS.

## ARTICLE 85.

No Director or officer of the Company shall be liable for any loss, <sup>Indemnity clause.</sup> damage, or misfortune whatsoever, which shall happen in the execution of the duties of his office, or in relation thereto, unless happening through his own wilful neglect or default, notwithstanding that he may, for the sake of conformity or otherwise, join or concur in any act from or by reason of which such loss may result.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

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*anvake* *Stratford Essex*  
*Manufacturing Chemist*  
*F. & Adam Roberts* *Stratford Essex*  
*Manufacturing Chemist*  
*E. J. Poake* *Stratford Essex*  
*Manufacturing Chemist*  
*F. & Poake* *Kylnore Christchurch R. Crouch End*  
*A married Woman.*  
*W. Ford* *13 Carabrooke Road*  
*Walthamstow Essex*  
*Accountant*  
*Arthur Kempin* *52 Woodhouse Rd*  
*Leighton Buzzard Essex*  
*Merchants Clerk*  
*James W. Payne* *4 Throgmorton Avenue E.C.*  
*Solicitors Clerk*

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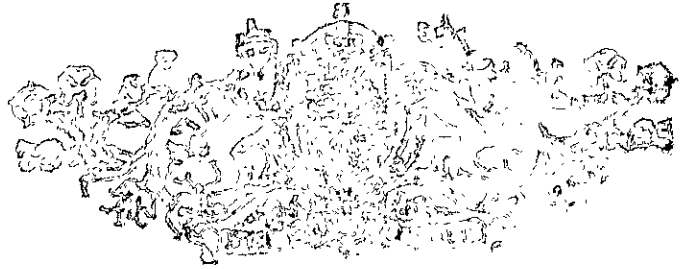
Dated this <sup>11</sup>4 day of May, 1897.

Witness—

*S. N. Praishank*  
*Sr. 4 Throgmorton Avenue*  
*London*



52381



# Certificate of Incorporation

OF THE

A. Boake, Roberts and Company, Limited,

I hereby Certify, That

A. Boake, Roberts and Company, Limited,

is this day Incorporated under the Companies' Acts, 1862 to 1890<sup>3</sup>, and that the Company is Limited.

Given under my hand at London this fourth day of May One

Thousand Eight Hundred and Ninety seven.

Fees and Deed Stamps £ 35 —

Stamp Duty on Capital £ 200 —

Registrar of Joint Stock Companies.

Certificate received by

James W. Payne  
4 Throgmorton Avenue  
H.C.

Date 6<sup>th</sup> May 1897

[SEE BACK].