Number of Certificate } 70738

Form No. 19.

THE STAMP ACT, 1891.

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

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF THE

Northumberland and Berwickshire Auction Mart

COMPANY, LIMITED.

Pursuant to Section 112 of The Stamp Act, 1891.

(See last page of this Form.)

11273

3 MAR 1899

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

TELEGRAMS: "CERTIFICATE, LONDON." TELEPHONE No. 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

120 CHANCERY LANE, and 8 BELL YARD, LONDON, W.C.

Presented for filing by

JORDAN & SONS, Limited REGISTRATION 3 MAR. 1899 120 W.C.

THE NOMINAL CAPITAL

OF THE

Northumberland and Berwickshire Auction Mart Company, Limited,

is Three Thousand Five Hundred Pounds,

divided into Seven Hundred Shares

of Five Pounds each.

Signature Jordan & Sons, Limited

Description 120 Chancery Lane, London W.C. Registration Agents.

Dated the 3rd day

of March 1899.

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

"The Companies Acts, 1862 to 1898."

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF THE

NORTHUMBERLAND AND BERWICKSHIRE AUCTION MART COMPANY, LIMITED.

INCORPORATED THE 3rd DAY OF March, 1899.

Solicitor:
WILLIAM WEBB,
NEWGATE STREET, MORPETH,
NORTHUMBERLAND.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, PUBLISHERS, AND STATIONERS,
120 CHANCERY LANE, AND BELL YARD, LONDON, W.C.

C: 8.2.99.

"The Companies Acts, 1862 to 1898."

COMPANY LIMITED BY SHARES.

11274
3 MAR 1899

Memorandum of Association

OF THE

Northumberland and Berwickshire Auction Mart Company, Limited.

1. The Name of the Company is "THE NORTHUMBERLAND AND BERWICKSHIRE AUCTION MART COMPANY, LIMITED."

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

3. The Objects for which the Company is established are—

(a) To purchase or otherwise acquire and continue to carry on the business of an Auctioneer and Cattle Salesman now carried on by HARRY OSWALD ANNETT at Castlegate, Berwick-upon-Tweed, in the County of Northumberland, under the style or firm of "THE CASTLEGATE AUCTION MART," and to acquire all or any of the property and assets of the proprietor of that business in connection therewith or belonging thereto, and, with a view thereto, to adopt and carry into effect (either with or without modifications) an Agreement dated the 17th day of February, 1899, made between

REGISTRATION DEPOT & COMPANIES
3 MAR.

Presented for filing

BLN & SONS, LTD.

the said HARRY OSWALD ANNETT of the one part, and EDWARD CARR (as Trustee for and on behalf of this Company) of the other part.

(*b*) To carry on all or any of the businesses of Auctioneers, Brokers, Commission Agents, and Cattle Salesmen; Breeders of and Dealers in Horses, Cattle, Sheep, Pigs, Poultry, and other Live Stock; Manufacturers of and Dealers in Manures; Seedsmen, and Dealers in Hay, Straw, Corn, and Feeding Stuffs; Dairymen, Dairy Farmers, Milk Contractors, Market Gardeners, General Farmers, and Butchers; and Manufacturers of and Dealers in Farming, Dairy, Poultry-raising, and other Apparatus, and such other businesses and processes in connection with the above-mentioned businesses as are customarily or usually carried on in connection therewith or are naturally incident thereto.

(*c*) To open and establish slaughter-houses, and to erect buildings for any purposes connected therewith; and to open and establish markets, shops, stores, and premises for the sale, purchase, and distribution of wool, seeds, implements, and other agricultural requisites.

(*d*) To manufacture, buy, sell, exchange, repair, and otherwise deal in all kinds of plant, machinery, tools, utensils, apparatus, materials, and things which may be required for the purposes of the above businesses, or are commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with the said businesses.

(*e*) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above specified businesses, or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights for the time being of the Company.

(*f*) To acquire, purchase, or undertake all or any part of the business, property, and liabilities of any person or company carrying on any business

(manufacturing or otherwise) within the objects of this Company, or possessed of any property or rights suitable for any of the purposes of this Company, on terms of amalgamation or otherwise.

(*g*) To purchase or by other means acquire, and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(*h*) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property, and any rights and privileges which the Company may think necessary or convenient for any purposes of the Company, and in particular any lands, buildings, easements, machinery, plant, licences, patents, and stock-in-trade, and to make use of the same for the Company's business, or to turn the same to account by sale, lease, licence, or otherwise, and to do all such things as may seem advisable for turning to account any property which it may seem advisable to acquire, or to retain the same for the future requirements of the Company's business.

(*i*) To construct, improve, maintain, work, manage, carry out, develop, and control any estates, warehouses, factories, and other works calculated directly or indirectly to advance the interests of the Company, and to subscribe or contribute to or promote any company or undertaking deemed likely to be of advantage to this Company, and to acquire Shares or other interests in any such company or undertaking.

(*j*) To invest and deal with any moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(*k*) To lend money to any person, partnership, association, or company on such terms as may seem expedient, and in particular to customers of the Company, or to persons, firms, and companies having dealings with the Company, and to guarantee the performance of contracts by any such persons.

(*l*) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed or raised by mortgage, charge, or lien upon the whole or any part of the Company's property or assets, whether present or future, including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(*m*) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, debentures, and other negotiable or transferable instruments.

(*n*) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(*o*) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(*p*) To enter into any arrangements with any authorities, municipal, local, or otherwise, or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such authority, corporation,

company, or person any contracts, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such contracts, rights, privileges, and concessions.

(*q*) To subscribe for, take, purchase, or otherwise acquire and hold Shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(*r*) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise.

(*s*) To enter into any agreements for joint adventure, reciprocal concession, or co-operation with any person, firm, or other company engaged in or about to engage in any transaction within the objects of this Company, or any undertaking which may seem calculated directly or indirectly to benefit this Company.

(*t*) To pay the costs, charges, and expenses incidental to the promotion, formation, and registration of the Company, and to remunerate any person, firm, or company for services rendered in placing or assisting to place any Shares in the Company's Capital, or any Debentures or other securities of the Company.

(*u*) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(*v*) To sell the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for Shares, Debentures, or securities of any other company having objects altogether or in part similar to those of this Company.

(*w*) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Capital of the Company is £3500, divided into 700 Shares of £5 each, with power to increase or reduce such Capital, and to divide the Shares in the Capital for the time being into several classes, and to attach thereto respectively any preferential, deferred, qualified, or special rights, privileges, or conditions.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
William Middleton of Cockburn Dyke Berwickshire Farmer	one
James Berry of Mordington Mains, Berwickshire, Farmer	one
James Hay of Lemmerton Hill Berwick-on-Tweed Farmer	one
Ralph Fairbairn of Wallworthead, Lady Kirk, Berwickshire Farmer	one
Eustace James Brown, of Ancroft, Beal, Northumberland, Farmer	one
William Milne of Foulden Newton, Berwickshire, Farmer	one
Joseph Patrick 2 Broadstreet Hartlepool Newcastle-on-Tyne Cattle Dealer	one

Dated the 18th day of February 1899.

Witness to the above Signatures of William Middleton, James Berry, James Hay, Ralph Fairbairn, Eustace James Brown, William Milne and Joseph Patrick

Thomas Alexander Smith
of 9 Church Street, Berwick-upon-Tweed
Solicitor

00928
3

"The Companies Acts, 1862 to 1898."

COMPANY LIMITED BY SHARES.

Articles of Association

OF THE

Northumberland and Berwickshire Auction Mart Company, Limited.

REGISTERED
11275
3 MAR 1899

1. The regulations contained in the Table marked "A," in the First Schedule to The Companies Act, 1862 (hereinafter called "Table A."), shall apply to the Company, save in so far as they are excluded or varied hereby.

2. In lieu of the Clauses of Table A hereinbefore excluded, and in addition to the remaining Clauses of Table A, the following shall be the regulations of the Company.

3. The business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit, notwithstanding that part only of the Shares may have been applied for or allotted.

4. The number of Directors shall be not less than three or more than nine, and the qualification of a Director shall be the holding in his own right of Shares in the Capital of the Company to the nominal value of not less than Fifty Pounds.

5. The following persons shall be the first Directors of the Company: viz.—JAMES HAY, of Scremerston Hill and Cairncross, Berwick-on-Tweed, Farmer; JAMES BERRY, of Mordington Mains, Berwick-on-Tweed, Farmer; JOHN ARKLE, of 2 Regent Terrace,

JORDAN & SONS, Limited, REGISTRATION 3 MAR. 1899 AGENTS 120 Chancery Lane, W.C.

3 MAR.

Gateshead, Cattle Dealer; JOSEPH PATRICK, of 2 Shieldfield, Newcastle-on-Tyne, Cattle Dealer; WILLIAM MIDDLETON, of Cock Law, Ayton, Berwickshire, Farmer; RALPH FAIRBAIRN, of Walterstead, Norham-on-Tweed, Farmer; WILLIAM MUNE, of Fo den Newton, Berwick-on-Tweed, Farmer; EUSTACE JAMES B OW , of Ancroft, Beal, Farmer; and HARRY OSWALD ANNETT, of Houndalee, Widdrington, Auctioneer; and their remuneration shall be such sum as may be determined by the Company in General Meeting.

6. The first Managing Director shall be the said HARRY OSWALD ANNETT, and he shall be entitled to hold that office for a term of ten years from the date of the incorporation of the Company, provided he continues to hold the Share qualification prescribed for a Director. His remuneration shall be such sum as may be agreed upon between him and the Company or the Directors thereof.

7. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times as they may think fit.

8. If by the conditions of allotment of any Share the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the holder of the Share; and the word "Call," when used in Clauses 6, 7, 17, 18, 19, and 22 of Table A, shall be deemed to include an instalment.

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

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

11. The Directors may decline to register any transfer of Shares upon which the Company has a lien, and in case of Shares not fully paid up may refuse to register a transfer without assigning any reason therefor.

12. The Company may from time to time, by Special Resolution, increase its Capital by the creation of new Shares of such amount as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the Company shall determine, and in particular such Shares may be issued with a preferential or qualified right to Dividends and in the distribution of the assets of the Company, and with a special or without any right of voting.

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

14. The Company may from time to time reduce its Capital in any manner permitted by law, and may consolidate or subdivide its Shares, and may cancel any Shares that have not been taken or agreed to be taken by any person.

15. Shares shall be entitled to Dividends out of the net profits of the Company in proportion to the amounts paid on such Shares respectively.

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

17. The Directors may from time to time raise or borrow any sum or sums of money for the purposes of the Company, and may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they may think fit, and in particular by the issue of Debentures of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled Capital for the time being.

18. Three Members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the requisite quorum be present at the time appointed for the commencement of business.

19. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned Meeting a quorum is not present, those Members who are present shall be a quorum, and may transact the business for which the original Meeting was called.

20. On a show of hands every Member shall have one vote; and on a poll every Member shall have one vote for every Share held by him on which there are no Calls in arrear.

21. 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 him under any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established.

22. A Director may hold any other office or place of profit under the Company in conjunction with the office of Director or Managing Director, and Clause 57 of Table A shall not apply to the Company.

23. No book, account, or document of the Company, except as is otherwise provided by Statute, shall be open to the inspection of any Member of the Company or other person except with the consent of the Directors of the Company for the time being.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

William Middleton of Lochlaw Byre Berwickshire Farmer
James Berry of Morsington mains Berwickshire Farmer
James Hay of Swinnerston Hill Berwick-on-Tweed Farmer
Ralph Fairbairn of Whitestone Byre Berwickshire Farmer
Eustace James Brown of Auchinloft Lodge Rothbury Road Farmer
William Milne of Foulden Newton Berwickshire Farmer
Joseph Patrick of Wooler Street Wooler Northumberland Cattle Dealer

Dated the 18th day of February, 1899.

Witness to the Signatures of William Middleton, James Berry, James Hay, Ralph Fairbairn, Eustace James Brown, William Milne and Joseph Patrick.

Thomas Cleghorn Smith
of 9 Church Street
Berwick-upon-Tweed
Solicitor

"The Companies Acts, 1862 to 1898"

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF THE

Northumberland and Berwickshire Auction Mart Company, Limited.

Incorporated the 3rd day of March 1899.

Solicitor:

WILLIAM WEBB,

NEWGATE STREET, MORPETH,

NORTHUMBERLAND.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, PUBLISHERS, AND STATIONERS,
120 CHANCERY LANE, AND BELL YARD, LONDON, W.C.

DUPLICATE FOR THE FILE

No. 60938

Certificate of Incorporation

I hereby Certify, That the

Northumberland and Berwickshire Auction Mart Company, Limited

is this day Incorporated under the Companies' Acts, 1862 to 1898, and that the Company is **Limited.**

Given under my hand at London this Third day of March One Thousand Eight Hundred and Ninety nine.

Fees and Deed Stamps £ 5 5 /-

Stamp Duty on Capital £ 3 10 /-

Registrar of Joint Stock Companies.

Certificate received by Herbert W. Jordan
120 Chancery Lane
W.C.

Date 6th March, 1899

(SEE BACK.)

No. of Certificate 60,938.

"THE COMPANIES ACTS, 1862 TO 1898."

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1862, Sections 12, 50, and 51)

OF THE

NORTHUMBERLAND AND BERWICKSHIRE AUCTION MART COMPANY, LIMITED.

Passed 14th July, 1900. *Confirmed 4th August, 1900.*

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at The Queen's Rooms, in the City and County of Berwick-upon-Tweed, on the 14th day of July, 1900, the following SPECIAL RESOLUTIONS were duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place on the 4th day of August, 1900, the following SPECIAL RESOLUTIONS were duly confirmed:—

1. "That the Capital of the Company be increased from £3500 to £4500 by the creation of 200 new Shares of £5 each."
2. "That the Directors offer such new Shares to farmers, probable customers, and supporters of the Mart, and others, as well as to the existing Shareholders, in such manner as they may deem expedient."

Edwin Carr

Secretary.

Filed with the Registrar of Joint Stock Companies on the 17th day of August, 1900.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, PUBLISHERS, AND STATIONERS,
120 CHANCERY LANE, AND BELL YARD, LONDON, W.C.

REGISTERED 38705 17 AUG 1900

FIVE SHILLINGS

JORDAN & SONS, Limited

COMPANIES' REGISTRATION 17 AUG 1900

"The Companies Acts, 1862 to 1898."

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolutions

OF THE

NORTHUMBERLAND AND BERWICKSHIRE AUCTION MART COMPANY, LIMITED,

Increasing the Nominal Capital from £3500 to £4500 by the creation of 200 new Shares of £5 each.

Passed 14th July, 1900.

Confirmed 4th August, 1900.

Registered 17th August, 1900.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, PUBLISHERS, AND STATIONERS,
120 CHANCERY LANE, AND BELL YARD, LONDON, W.C.

Number of Certificate } 60,938/10

Form No. 20.

THE STAMP ACT, 1891, and THE FINANCE ACT, 1899.

COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal Capital

OF THE

Northumberland and Berwick Shires Auction Mart

REGISTERED 38706 17 AUG 1900

COMPANY, LIMITED.

Pursuant to Section 112 of The Stamp Act, 1891, and Section 7 of The Finance Act, 1899.

(See last page of this Form.)

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 34 of The Companies Act, 1862.

TELEGRAMS: "CERTIFICATE, LONDON." TELEPHONE NUMBER: 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

120 CHANCERY LANE, and 8 BELL YARD, LONDON, W.C.

Presented for filing by

JORDAN & SONS, Limited, REGISTRATION 17 AUG. 1900 AGENTS 120 CHANCERY LANE, LONDON

THE NOMINAL CAPITAL

OF THE

Northumberland and Berwickshire Auction Mart Company, Limited,

has been increased by the addition thereto of the sum of One Thousand Pounds,

divided into Two Hundred Shares

of Five Pounds each,

beyond the Registered Capital of Three Thousand Five Hundred Pounds

Signature Edward Carr

Description Secretary.

Dated the 16th day

of August, 1900.

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

"THE COMPANIES ACTS, 1862 TO 1898."

Notice of Increase in the Nominal Capital

OF THE

Northumberland and Berwickshire Auction Mart

COMPANY, LIMITED.

REGISTERED
38707
17 AUG 1900

Pursuant to Section 34 of The Companies Act, 1862.

(See last page of this Form.)

This Notice has to be registered with the Statement of Increase of the Nominal Capital required under Section 112 of The Stamp Act, 1891.

TELEGRAMS. "CERTIFICATE, LONDON." TELEPHONE NUMBER 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

120 CHANCERY LANE, and 8 BELL YARD, LONDON, W.C.

Presented for filing by

JORDAN & SONS, Limited, REGISTRATION 17 AUG. 1900 AGENTS 120 CHANCERY LANE, LONDON, W.C.

REGISTRATION OFFICE 17 AUG 1900

4480

Notice of Increase in the Nominal Capital

OF THE

Northumberland and Berwickshire Auction Mart Company, Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Directors of the above-named Company hereby give you notice, in accordance with The Companies Act, 1862, that by a Special Resolution of the Company passed the 14th day of July, 1900, and confirmed the 4th day of August, 1900, the Nominal Capital of the Company has been increased by the addition thereto of the sum of One Thousand Pounds, divided into Two Hundred Shares of Five Pounds each, beyond the Registered Capital of Three Thousand Five Hundred Pounds.

Signature Edward Beer

Officer Secretary

Dated the 16th day of August, 1900.

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

33

THE COMPANIES (CONSOLIDATION) ACT, 1908.
Company Limited by Shares.

SPECIAL RESOLUTIONS of the Northumberland and Berwickshire Auction Mart Company, Limited, passed 13th March, 1920. Confirmed 3rd April, 1920.

AT an EXTRAORDINARY GENERAL MEETING of the MEMBERS of the said COMPANY, duly convened, and held at Berwick-upon-Tweed, in the County of the Borough and Town of Berwick upon-Tweed, on the 13th day of March, 1920, the following special resolutions were duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place on the 3rd day of April, 1920, the following special resolutions were duly confirmed.

RESOLVED:—

1. That it is expedient to affect an amalgamation of the businesses of this Company with that of the firm of "John Embleton & Son," Auctioneers and Live Stock Agents, Berwick-upon Tweed and Cornhill, and that this Company purchase and take over the business and goodwill, and all the real and personal property of the said firm of "John Embleton & Son," from Alexander Lorimer Miller, Alexander Morrison Garden, and Harcourt Mansell Young, and George Hogarth, Thomas Allan Swan, and Nichol Allan Swan, by whom the same have been recently purchased.

REGISTERED 19 APR 1920

2. That the draft agreement submitted to this Meeting, and expressed to be made between the said Alexander Lorimer Miller, Alexander Morrison Garden, Harcourt Mansell Young, George Hogarth, Thomas Allan Swan, and Nichol Allan Swan, of the one part, and this Company of the other part, be, and the same is hereby approved, and that the Directors be, and they are hereby authorised to execute an agreement or agreements in the terms of the said draft, and to carry same into effect with such modifications, if any, as they may deem expedient.

3. That the name of this Company be changed to "THE BERWICK AND CORNHILL AUCTION COMPANY, LIMITED.

4. That the Company's Articles of Association be altered as follows:—In Article 4, the words "two hundred and fifty pounds" shall be substituted for the word "fifty pounds."

5. That the intended reduction of the Capital of the Company from £4,500 to £2,700 be not proceeded with, and that the legal proceedings for that purpose be discontinued.

REGISTRAR OF COMPANIES 19 APR 1920

6. That the Capital of this Company be increased to £15,000 by the creation of 2,100 new Shares of £5 each.

John Stutchill
Chairman of Directors

Certificate No. 60938

Form No. 26.

The Northumberland and Berwickshire Auction Mart COMPANY, LIMITED.

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 Act, 1899). (NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five Shillings for every £100 or fraction of £100.)

REGISTERED 97433 30 APR 1920

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

J. C. Smith, Solicitor,

Berwick-on-Tweed.

The NOMINAL CAPITAL of the Northumberland and Berwickshire Auction Mart Company, Limited, has by a Resolution of the Company dated 3rd April 1920 been increased by the addition thereto of the sum of £10500, divided into 2100 shares of £5 each beyond the Registered Capital of £4500

Signature John Mitchell

Description Chairman of Directors

Date 26th April 1920

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

Form No. 26.

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

The NOMINAL CAPITAL of the Northumberland and Berwickshire Auction Mart Company, Limited,

has by a Resolution of the Company dated 3rd April 1920

been increased by the addition thereto of the sum of £ 10500, divided into

2100 shares of £ 5 each beyond the Registered Capital of

£ 4500

Signature John Mitchell

Description Chairman of Directors

Date 26th April 1920

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

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

Form No. 26.

THE COMPANIES (CONSOLIDATION) ACT 1908.

Notice of Increase in the Nominal Capital of the Northumberland and Berwickshire Auction Mart Company Limited.

Pursuant to Section 44 (1).

To the Registrar of Companies.

The Northumberland and Berwickshire Auction Mart Company Limited hereby give you notice in accordance with Section 44 of the Companies (Consolidation) Act 1908 that by a special resolution of the Company passed the 13th day of March 1920 and confirmed the 3rd day of April 1920 the nominal capital of the Company has been increased by the addition thereto of the sum of Ten thousand five hundred pounds divided into Two thousand one hundred shares of Five pounds each beyond the present registered capital of Four thousand five hundred pounds.

Dated the Seventeenth day of April One thousand nine hundred and twenty.

30 APR 1920

Robert Carr
Director.

COMPANIES REGISTRATION OFFICE
19 APR 1920

B 6934

[C. No. 92.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Whitehall, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number:—Victoria 1364), and that the following number be quoted:— 3097.

BOARD OF TRADE,

3rd June 1920.

Sir,

NORTHUMBERLAND and BERWICKSHIRE AUCTION MART CO. Company LIMITED.

With reference to your application of the 29th May, I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to "THE BERWICK AND CORNHILL AUCTION COMPANY, LIMITED".

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, Strand, W. C. 2, as his authority for entering the new name on the Register, and for issuing his Certificate under Section 8 (4) of the Companies (Consolidation) Act, 1908. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee. A printed copy of the Special Resolution in favour of the change of name should be forwarded to this Department.

I am, Sir,

Your obedient Servant,

REGISTERED 123026 7 JUN 1920

T. C. Smith, Esq.,
Solicitor,
Berwick on Tweed.

REGISTRATION 21 JUN. 1920

(z) (63829) Wt. 47595/9 500 3-19 W B & L
(61042) 34023/4 1000 1-20

DUPLICATE FOR THE FILE.

No. 60938

Certificate of Change of Name.

I hereby Certify, That the Northumberland and Berwickshire Auction Mart Company, Limited, having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called the Berwick and Cornhill Auction Company, Limited, and I have entered such new name on the Register accordingly.

Given under my hand at London, this Seventh day of June One Thousand Nine Hundred and Twenty.

H. Witts
Registrar of Joint Stock Companies.

Certificate received by J. C. Smith
Berwick upon Tweed
Solicitor for the Co.

Date 11th June 1920.

REGISTERED
142271
27 SEP 1922

THE COMPANIES (CONSOLIDATION) ACT, 1908.
Company Limited by Shares.

COMPANIES REGISTRATION FIVE SHILLINGS

SPECIAL RESOLUTIONS of the Berwick and Cornhill Auction Company, Limited, passed 26th August, 1922; confirmed 16th September, 1922.

5/. 0/6.

AT an Extraordinary General Meeting of the Members of the said Company, duly convened, and held at Berwick-upon-Tweed, in the County of the Borough and Town of Berwick-upon-Tweed, on the 26th day of August, 1922, the following special resolutions were duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place on the 16th day of September, 1922, the following special resolutions were duly confirmed.

RESOLVED:—

1.—That the name of this Company be changed to "Berwick Auction Mart Company, Limited.

2.—That the Capital of the Company, now consisting of £15,000 divided into 3,000 Shares of £5 each, fully paid, be reduced to £9,000 divided into 9,000 Shares of £1 each, fully paid, and that the holders of the present £5 Paid-up Shares be repaid the sum of £2 per Share, being Capital which is in excess of the wants of the Company, and that three of the new Shares of £1 each, fully paid, be issued in exchange for each one of the present £5 Shares.

3.—That the Company's Articles of Association be altered as follows:—
In Article 4 the words "one hundred pounds" shall be substituted for the words "two hundred and fifty pounds."

4.—The following additional Article shall be added:—

24.—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 the instrument proposes to vote.

Certified correct.

John [illegible]

Chairman of Directors.

REGISTRATION 16 SEP. 1922 COMPANIES

60938/45547/K6.

REGISTERED 144622 3 OCT 1922

B

[C. No. 92.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Victoria 3840), and that the following number may be quoted:— 6283/22.

BOARD OF TRADE,

30th September, 1922.

Sir,

BERWICK AND CORNHILL AUCTION COMPANY LIMITED.

With reference to your application of the 26th Septr., I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to

"BERWICK AUCTION MART COMPANY, LIMITED"

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, Strand, W.C.2.
as his authority for entering the new name on the Register, and for issuing his certificate under Section 8 (4) of the Companies (Consolidation) Act, 1908. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee

I am, Sir,

Your obedient Servant,

H. M. Winsants

T.C. Smith Esq.,
Solicitor,
BERWICK-UPON-TWEED.

Recd. 2 OCT 1922
Aud.

(x) (371034) Wt. 26200A/8747 Gp. 144 3000 1-22 W & S Ltd.

T. C. Smith. L. C. W. Encln.
Solicitor.

Tel. No. 20.

Berwick-upon-Tweed.

6th October 1922.

The Registrar of Joint Stock Companies.
Somerset House,
London W. C. 2.

Sir,

Berwick Auction Mart Company Limited.

I have received the Official Certificate of change of name of the " Berwick and Cornhill Auction Company Limited " to " Berwick Auction Mart Company Limited " and I return you your filing duplicate No ' 60938, with my form of acknowledgment of receipt attached.

Yours faithfully,

T. C. Smith

REGISTRAR OF JOINT STOCK COMPANIES
-9 OCT. 1922

DUPLICATE FOR THE FILE.

No. 60938.

Certificate of Change of Name.

I hereby Certify, That the

Berwick and Cornhill Auction Company Limited

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

Berwick Auction Mart Company, Limited

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

Given under my hand at London, this Third day of October One Thousand Nine Hundred and Twenty-two.

E. Bitle

Registrar of Joint Stock Companies.

Certificate received by J. Smith

Solicitor Berwick-upon-Tweed

Date 6 Oct 1922

Fo 120 B 69

0045 of 1923

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR. JUSTICE ASHBURY

TUESDAY the 27th day of March 1923

IN THE MATTER OF BERWICK AUCTION MART COMPANY LIMITED AND REDUCED

--and--

IN THE MATTER OF THE COMPANIES (CONSOLIDATION) ACT 1908.

UPON THE PETITION of the above named Berwick Auction Mart Company Limited and Reduced whose registered office is situate at Bank Buildings 18 Sandgate Berwick-upon-Tweed on the 18th January 1923 preferred unto this Court and UPON HEARING Counsel for the Petitioner and UPON READING the said Petition the Order dated the 31st January 1923 (directing an enquiry as to the debts claims and liabilities of or affecting the said Company on the 18th January 1923) the Certificate of the Registrar filed the 14th March 1923 of the result of the Enquiry directed by the said Order the affidavit of Alexander Morrison Garden and Robert Aitchison and the affidavit of John Mitchell both filed the 30th January 1923 the affidavit of Alexander Morrison Garden filed the 5th February 1923 and the exhibits inthe said affidavits or some of them respectively referred to the London Gazette and the Times and the Berwick Advertiser Newspapers all dated the 16th March 1923 all containing a notice of the presentation of the said Petition and that the same was appointed to be heard this day

THE COURT DOTH ORDER that the cancellation and reduction of the capital of the above named Company resolved on and effected by the special resolution passed and confirmed at the Extraordinary General Meetings of the Petitioner the said

65

Berwick Auction Mart Company Limited and Reduced held respectively the 26th August 1922 and the 16th September 1922 and which resolution was in the words and figures following that is to say

That the Capital of the Company now consisting of £15000 divided into 3000 shares of £5 each fully paid be reduced to £9000 divided into 9000 shares of £1 each fully paid and that the holders of the present £5 paid up shares be repaid the sum of £2 per share being capital which is in excess of the wants of the Company and that three of the new shares of £1 each fully paid be issued in exchange for each one of the present £5 shares

be and the same is hereby confirmed in accordance with the provisions of the above mentioned Act

AND THIS COURT DOTH HEREBY APPROVE the Minute set forth in the Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy thereof to delivered to him together with a Minute in the words or to the effect set forth in the said Schedule .

AND IT IS ORDERED that Notice of the Registration by the Registrar of Companies of this Order and of the said Minute be published once in the London Gazette and in the Times and the Berwick Advertiser Newspapers within 10 days after such registration

AND IT IS ORDERED that the addition of the words "and Reduced" to the title of the said Company be altogether dispensed with

Arthur Stiebel

REGISTRAR

L.S.

THE SCHEDULE BEFORE REFERRED TO

MINUTE APPROVED BY THE COURT

"The Capital of Berwick Auction Mart Company Limited and Reduced henceforth is £9000 divided into 9000 shares of £1 each instead of the former capital of £15000 divided into 3000 shares of £5 each At the time of the registration of this minute the whole of the said 9000 shares of £1 each Numbered 1 to 9000 inclusive have been issued and the full sum of £1 has been and is to be deemed to have been paid up on each of the said shares"

A.S.

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR. JUSTICE ASTBURY.

RE BERWICK AUCTION MART COMPANY

LIMITED and Reduced

Office Copy

O R D E R

CONFIRMING REDUCTION OF CAPITAL

Jos. 11.

Completed

6th April 1923.

Arthur Stiebel.
Registrar.

Presented for filing by

E. Flux, Leadbitter & Neighbour
88 Gracechurch Street,
E.C.3.

Agents for

T.C. Smith
Berwick-upon-Tweed.

DUPLICATE FOR THE FILE.

No. 60938. C.

Certificate of Registration

OF

ORDER OF COURT AND MINUTE

ON

REDUCTION OF CAPITAL

The BERWICK AUCTION MART COMPANY,

Limited,

having by Special Resolution reduced its Capital, as confirmed by an Order of the High Court of Justice, Chancery Division, bearing date the 27th day of March 1923.

I hereby Certify the Registration of the said Order and of a Minute, showing the present capital and shares of the Company, as fixed by the said Order.

Given under my hand at London, this Twelfth day of April One Thousand Nine Hundred and Twenty-three.

Registrar of Joint Stock Companies.

Certificate received by E. Flux Leadbitter & Neighbour. pp W. J. Brown.
88 Gracechurch St.
EC.3.

Date 16th April 1923.

/73

COMPANIES ACT, 1929.

SPECIAL RESOLUTIONS of Berwick Auction Mart Company, Limited, passed the 7th day of June, 1946.

AT an EXTRAORDINARY GENERAL MEETING of the MEMBERS of the said COMPANY, duly convened, and held at Berwick-upon-Tweed, in the County of the Borough and Town of Berwick-upon Tweed on the 7th day of June, 1946, the following Special Resolutions were duly passed.

REGISTERED
25 JUN 1946

RESOLVED :—

1. That the capital of the Company be increased to £20,000 by the creation of 11,000 new shares of £1 each.

2. That 1,000 of the said new shares shall rank for dividend and in all other respects *pari passu* with the existing chares in the Company, which shall hereafter be called ordinary shares.

3. That the remaining 10,000 new shares be called "A" shares and that each of the said "A" shares shall rank for dividend as if the same were two ordinary shares of £1 each but in all other respects shall rank *pari passu* with the ordinary shares in the Company.

4. That 9,000 of the said "A" shares be issued to Alexander Robertson Veitch of Leeside, Berwick-upon-Tweed or his nominees at par.

5. That the Company's Articles of Association be altered in manner following :—

(a) In Article 1 the year "1929" shall be substituted for the year "1862."

(b) Articles 2, 3, 4, 5, 6, 8, 11 and 15 shall be cancelled and the following Articles shall be substituted or added as the case may be :—

"2. Clauses 35, 45, 64, 65, 66, 69 and 101 and sub-clauses B and G "of and the proviso to clause 72 of Table A shall not apply to the Company "but the Articles hereinafter contained, and the remaining clauses of Table "A, as hereinafter modified, shall be the regulations of the Company."

"3. The Company is a 'Private Company' within the meaning of "Section 26 of the Companies Act, 1929, and accordingly (1) no invitation "shall be issued to the public to subscribe for any shares or debentures of "the Company; (2) the number of the members of the Company (not includ-"ing persons who are in the employment of the Company, and persons

25 JUN 1946

" who, having been formerly in the employment of the Company, were " while in that employment and have continued after the determination " of that employment to be members of the Company) shall be limited to " fifty, provided that, for the purposes of this provision, where two or " more persons hold one or more shares in the Company jointly, they shall " be treated as a single member; and (3) the right to transfer the shares " of the Company is restricted in manner and to the extent hereinafter " appearing."

" 4. The number of Directors shall be not less than two or more " than five, and the qualification of a Director shall be the holding in his " own right of Shares in the Capital of the Company to the nominal value " of not less than One hundred pounds. A Director may act before acquiring " his qualification but shall comply with the provisions of Section 141 of " the Companies Act, 1929."

" 11. Save as is provided by Article 11a, no share shall be transferred " to a person who is not a member of the Company without the previous " sanction of the Directors, who may without assigning any reason decline " to give any such sanction and shall so decline in the case of any transfer " the registration of which would involve a contravention of Article 3, and " clause 19 of Table A shall be modified accordingly."

" 11a. Any share may be transferred by a member to any child or " other issue, son-in-law, daughter-in-law, father, mother, brother, sister, " nephew, niece, wife, or husband of member, and any share of a deceased " member may be transferred by his executors or administrators to any " child, or other issue, son-in-law, daughter-in-law, father, mother, brother, " sister, nephew, niece, 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 to the trustees " for the time being of such Will, and the restrictions in Article 11 shall " not apply to any transfer authorised by this Article."

" 24. 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."

(c) In Article 18 the word " two " shall be substituted for the word " three ".

(d) The following words shall be added at the end of Article 21,
" No Director shall be disqualified from voting as a Director in respect " of any such contract or arrangement or any matter arising thereout."

(e) In Article 22, the words " and Clause 57 of Table A shall not apply to the Company " shall be omitted.

Certified correct

.....A. R. Welch.....

Director.

Number of Company } 60938/74

Form No. 10.

THE COMPANIES ACT, 1929.

Notice of Increase in Nominal Capital

Pursuant to Section 52.

REGISTERED
25 JUN 1946

Insert the Name of the Company. } BERWICK AUCTION MART COMPANY

LIMITED.

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).

Presented by

T.C. Smith & Sons,

Solicitors,

Berwick-upon-Tweed.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

BERWICK AUCTION MART COMPANY

Limited, hereby gives you notice, pursuant to Section [illegible] of the Companies Act, 1929, that by a * Special Resolution of the Company dated the 7th day of June 193 46 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 11,000 beyond the Registered Capital of £9,000

"Ordinary," "Extraordinary," or "Special".

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
1,000	Ordinary	£1
10,000	"A"	£1

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new shares have been, or are to be, issued are as follows:—

The 9,000 existing shares of the Company are now denominated ordinary shares, and the 1,000 new ordinary shares rank pari passu with the existing ordinary shares.

The 10,000 new "A" shares rank for dividend as if the same were two ordinary shares of £1 each, but in all other respects rank pari passu with the ordinary shares.

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

Signature A. Welch

State whether Director, Manager or Secretary Director

Dated the 22nd day of June, 193 46.

60938. 75

Form No. 26.

THE STAMP ACT, 1891.

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

COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal Capital

OF

BERWICK AUCTION MART COMPANY

LIMITED.

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act 1899, by Section 38 of the Finance Act 1920, and Section 41 of the Finance Act, 1933.

REGISTERED 25 JUN 1946

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

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act, 1929. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Sec. 5 of the Revenue Act, 1903.)

Presented by

T.C. Smith & Sons,

Solicitors,

Berwick-upon-Tweed.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1, Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

BERWICK AUCTION MART COMPANY, *Limited,*

has been increased by the addition thereto of the sum of

£ 11,000, *divided into* 11,000

Shares of One pound *each, beyond the registered*

Capital of £9,000

**Signature* A. Reid

Officer Director.

Dated the 22nd day of June, 1946.

** This Statement should be signed by a Director or Manager or Secretary of the Company*

No. of Company 60938 87

£6.0.£100

Berwick Auction Mart COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

REGISTERED 25 JUL 1953

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

Turnbull, Simson & Sturrock, W.S.,

12, Market Place, JEDBURGH.

REGISTRATION OFFICE 25 JUL 1953

Stamps
L.C.S. 302.

The NOMINAL CAPITAL of Berwick Auction Mart

Company, Limited,

has by a Resolution of the Company dated 1953

been increased by the addition thereto of the sum of £20,000, divided into

20,000 shares of £1 each, beyond the Registered Capital of

20,000 shares of £1 each

Signature

Description Secretary

Date 20th July, 1953.

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

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

THE COMPANIES ACT, 1948.

Special Resolution

(Pursuant to Companies Act, 1948, *s.* 141 (2).)

OF

BERWICK AUCTION MART COMPANY, LIMITED

REGISTERED
25 JUL 1953

Passed 20th July 1953.

At an Extraordinary General Meeting of the Members of the said Company, after due notice specifying the intention to propose the following Resolutions as Special Resolutions had been given, held at The Kings Arms Hotel, Berwick-on-Tweed, on the Twentieth day of July 1953, the following Special Resolutions were duly passed.

1. That the Share Capital of the Company be increased to £40,000 by the creation of 20,000 New Ordinary Shares of £1 each.

2. That the Articles contained in the Print docqueted by the Chairman as relative to this Resolution are hereby approved and adopted as the Regulations of the Company to the exclusion of all existing Articles or Regulations.

Secretary.

COMPANIES REGISTRY
25 JUL 1953

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

BERWICK AUCTION MART COMPANY LIMITED

As adopted by the Members at an Extraordinary General Meeting of the Company held at Berwick-on-Tweed *on* 20th July *1953.*

I. PRELIMINARY.

1. The Regulations contained in Table A of the First Schedule to "The Companies Act, 1948" shall not apply to this Company but the following shall be the Regulations of the Company.

REGISTERED 25 JUL 1953

II. INTERPRETATION.

2. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject-matter or context repugnant thereto:—

"The Company" means "Berwick Auction Mart Company Limited."

"Directors" means the Directors of the Company for the time being as a body, or a quorum of the Directors present at a Meeting of Directors.

"These presents" means and includes the Memorandum and Articles of Association of the Company for the time being in force.

"In writing" shall mean written, typewritten or printed, or partly written, typewritten or printed.

"The Act" shall mean the Companies Act 1948.

Words importing the singular number only shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine.

III. CONSTITUTION.

3. The Company is a private Company and accordingly—

(*a*) the right to transfer shares is restricted in the manner hereinafter prescribed.

COMPANIES REGISTRATION OFFICE 25 JUL 1953

(*b*) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons, who having been formerly in the employment of the Company, were while in such employment and have continued after the termination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this article be treated as a single member.

(*c*) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

(*d*) the Company shall not have power to issue share warrants to bearer.

4. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of sub-section (4) of Section 129 of the Act.

IV. BUSINESS.

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

V. CAPITAL.

6. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

7. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

8. If at any time the Share Capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall apply, but so

that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

10. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of ten per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per centum of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

11. Except as required by law the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

12. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 2s. 6d. for every certificate after the first or such less sum as the Directors shall from time to time determine. Every certificate shall be under the seal and shall be personally signed by one or more Directors and by the Secretary and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

13. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 2s. 6d. or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

14. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by

any person of or for any shares in the Company or in its holding Company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding Company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to Section 54 (I) of the Act.

VI. LIEN.

15. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

16. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. Only so many shares shall be so sold as the Auditors of the Company shall certify to be required for satisfaction of such debt or liability at the then market value.

17. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. The remedy of any person aggrieved by the sale shall be damages only and against the Company exclusively.

18. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

VII. CALLS ON SHARES.

19. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the

Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

20. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.

21. If several persons are registered as joint holders of any share their liability in respect thereof shall be several as well as joint.

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

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

24. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

25. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) Five per centum per annum, as may be agreed upon between the Directors and the member paying such sum in advance. But such sum so paid in advance shall not participate in any surplus assets which may emerge in liquidation after repayment in full of the paid up capital of the Company. The Directors may at any time repay the amount so advanced upon giving to such member one month's notice in writing.

VIII. TRANSFER OF SHARES.

26. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and, except as provided by Sub-paragraph (4) of Paragraph 2 of the Seventh Schedule to the Act, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

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27. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, at such times, but subject always to Article 3 h reof, as they may think fit.

28. Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve. Only one class of share may be transferred in the same instrument of transfer.

29. (1) Subject to sub-clause (2) hereof, the Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (whether or not it is a fully paid share) to any person who is not already a member of the Company, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 3 hereof.

(2) Notwithstanding the foregoing provisions any share (whether or not it is a fully paid share) may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member and any share of a deceased member may be transferred by his executors or administrators to any of the aforementioned relatives of such deceased member who may be entitled to such share under the deceased member's will or intestacy and shares standing in the names of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will and the restrictions contained in Article 29 (1) hereof shall not apply to any transfer authorised by this clause.

30. The Directors may also decline to recognise any instrument of transfer unless:—

(*a*) a fee of 2s. 6d. or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof.

(*b*) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

31. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

32. The Company shall be entitled to charge a fee not exceeding 2s. 6d. on the registration of every probate, letters of administration, confirmation, certificate of death or marriage, power of attorney, notice in lieu of distringas or other instrument.

33. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

IX. TRANSMISSION OF SHARES.

34. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

35. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member or otherwise than by transfer may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

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

37. A person becoming entitled to a share by reason of the death or bankruptcy or other event as aforesaid of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

X. FORFEITURE OF SHARES.

38. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of

so much of the call or instalment as is unpaid, together with any interest which may have accrued, and any expenses that may have been incurred by the Company by reason of such non-payment.

39. The notice shall name a further day, not being less than fourteen days from the date of service of the notice, on or before which the payment required by the notice is to be made and the place where such payment is to be made (the place so named being either the Registered Office of the Company or such other place at which calls of the Company are usually made payable), and shall state that in the event of non-payment on or before the day and at the place appointed, the share or shares in respect of which the payment is due, will be liable to be forfeited.

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

41. A forfeited [illegible] may be sold or otherwise disposed of on such terms and [illegible] such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

42. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

43. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

44. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

45. The Directors may accept the surrender of any share in any manner authorised by law. Any share so surrendered may be disposed of in the same manner as a forfeited share.

XI. CONVERSION OF SHARES INTO STOCK.

46. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

47. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

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

49. Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

XII. ALTERATION OF CAPITAL.

50. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe, and the Directors may issue such shares upon such terms and with such rights and privileges, preferential or otherwise, as the Company may have sanctioned by the resolution foresaid.

51. The Company may by ordinary resolution—

(*a*) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(*b*) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 61 (1) (*d*) of the Act;

(*c*) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

52. The Company may by special resolution reduce its Share Capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to any incident authorised, and consent required, by law.

XIII. GENERAL MEETINGS.

53. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

54. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

55. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

56. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under these presents, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed.—

(*a*) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(*b*) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

57. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

XIV. PROCEEDINGS AT GENERAL MEETINGS.

58. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a

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Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed.—

(*a*) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(*b*) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

57. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

XIV. PROCEEDINGS AT GENERAL MEETINGS.

58. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a

dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of, the Auditors.

59. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein provided, two members present in person or by proxy shall be a quorum.

60. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

61. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

62. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

63. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

64. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

65. (1) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

(*a*) by the Chairman; or

(*b*) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

(2) Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact and, in the case of a resolution requiring any particular majority that it was passed by the majority required, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(3) The demand for a poll may be withdrawn.

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

66. Except as provided in Article 68, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

68. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

XV. VOTES OF MEMBERS.

69. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

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

71. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee,

receiver, *curator bonis*, or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy.

72. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

73. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

74. Votes may be given either personally or by proxy. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member of the Company or not) as his proxy to attend and vote in his stead.

75. The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

76. 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 deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

77. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

"BERWICK AUCTION MART COMPANY LIMITED.

"I/We , of , being a member/members of the above-named Company, hereby appoint of , or failing him, of , as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of 19 , and at any adjournment thereof.

"Signed this day of 19 ."

78. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

"BERWICK AUCTION MART COMPANY LIMITED.

"I/We , of , being a member/members of the above-named Company, hereby appoint of , or failing him of , as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company, to be held on the day of 19 , and at any adjournment thereof, for/against the resolutions to be proposed thereat.

"Signed this day of 19 ."

79. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

80. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office twenty-four hours at least before the commencement of the meeting or adjourned meeting at which the proxy is used.

XVI. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

81. Any Corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company.

XVII. DIRECTORS.

82. The number of the Directors shall not be less than two nor more than five.

83. The qualification of a Director shall be the holding in his own right of shares in the capital of the Company to the nominal value of not less than one hundred pounds and it shall be his duty to comply with Section 182 of the Act. A Director may act before acquiring his qualification.

84. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

85. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

86. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company promoted by the Company or in which the Company may be interested, as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration, salary, profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company.

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

XVIII. POWERS AND DUTIES OF DIRECTORS.

88. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

89. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

90. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided nor shall

any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

91. A Director, notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract or arrangement in which he is interested or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

92. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

93. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

94. The Directors shall cause minutes to be made in books provided for the purpose—

(*a*) of all appointments of officers made by the Directors;

(*b*) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors;

(*c*) of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of Directors.

Any such minute, if purporting to be signed by the Chairman of the meeting to which they relate or by the Chairman of the next succeeding meeting shall be received as *prima facie* evidence of the facts therein stated.

95. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

96. All deeds or formal writings by the Company, in addition to being sealed shall be signed by a Director and shall be countersigned by a second Director or by the Secretary or by some other person appointed by the Directors for the purpose, and all deeds so signed and sealed shall be valid and sufficient. Such execution on behalf of the Company shall be equally binding and effectual whether attested by witnesses or not.

XIX. DISQUALIFICATION OF DIRECTORS.

97. The office of Director shall be vacated if the Director—

(*a*) ceases to be a Director by virtue of Section 182 of the Act; or

(*b*) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(*c*) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act (Power to restrain fraudulent persons from managing companies); or

(*d*) becomes of unsound mind; or

(*e*) resigns his office by notice in writing to the Company; or

(*f*) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

XX. ROTATION OF DIRECTORS.

98. At the Annual General Meeting in every year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. A retiring Director shall be eligible for re-election.

99. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

100. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

101. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining the age of seventy years or any other age.

102. No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the Registered Office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

103. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

104. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

105. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

106. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article, and without prejudice to the powers of the Directors under Article 104 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

XXI. PROCEEDINGS OF DIRECTORS.

107. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

108. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

109. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

110. 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 is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

104. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

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111. The Directors may delegate any of their powers other than the powers to borrow and make calls to Committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

112. A committee may elect a Chairman of its meetings; if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

113. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

114. 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 Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

115. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a Committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or Committee of Directors as the case may be, duly convened and held. Such resolution may be in the form of separate documents each signed by one or more Directors.

XXII. MANAGING DIRECTOR.

116. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he cease from any cause to be a Director and he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company.

117. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

118. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

XXIII. SECRETARY.

119. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

120. No person shall be appointed or hold office as Secretary who is—

(*a*) the sole Director of the Company; or

(*b*) a corporation the sole Director of which is the sole Director of the Company; or

(*c*) the sole Director of a corporation which is the sole Director of the Company.

121. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.

XXIV. THE SEAL.

122. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

XXV. DIVIDENDS AND RESERVES.

123. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors. No dividend shall be paid otherwise than out of profits.

124. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

125. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

126. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or

credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

127. All dividends, cash bonuses and interest declared and paid by the Company shall belong and be paid (subject to the Company's lien) to those members who shall be on the register at the date at or on which such dividends, bonuses, or interest shall be payable, notwithstanding any subsequent transfer or transmission of shares, and the payment of any cheque or warrant issued in respect of such dividends, bonuses or interest, if purporting to be duly endorsed, shall be a good discharge to the Company. The Company shall not, under any circumstances, be entitled to forfeit against a member any unclaimed dividend, bonus, or interest.

128. The Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

129. Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other Company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

130. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

131. No dividend shall bear interest against the Company.

132. 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.

XXVI. ACCOUNTS.

133. The Directors shall cause proper books of account to be kept with respect to—

(*a*) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Company; and

(c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

134. The books of account shall be kept at the Registered Office of the Company, or, subject to Section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

135. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

136. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

XXVII. CAPITALISATION OF PROFITS.

137. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

138. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or

otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

XXVIII. AUDIT.

139. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

XXIX. NOTICES.

140. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

141. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

142. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

143. Notice of every General Meeting shall be given in any manner hereinbefore authorised to—

(*a*) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(*b*) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.
No other person shall be entitled to receive notices of General Meetings.

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

145. Where by these presents a given number of days' notice or notice extending over any other period is required to be given, neither the day of service nor the day upon which such notice will expire shall be counted in such number of days or other period.

XXX. WINDING-UP.

146. In winding-up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancilliary rights as if such resolution was a Special Resolution passed and confirmed, pursuant to Section 287 of the Act.

XXXI. INDEMNITY.

147. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court.

The Articles on this and the preceding twenty-three pages are those adopted by Special Resolution of the Company dated the Fourteenth day of July 1953.

Secretary.

Company 60938/88

Price.—Two Pence
(Exclusive of Purchase Tax.)

Form No. 10.

THE COMPANIES ACT, 1948.

NOTICE OF INCREASE IN NOMINAL CAPITAL.

Pursuant to Section 63.

Name of Company: BERWICK AUCTION MART COMPANY, Limited.

REGISTERED 4 - AUG 1953

NOTE.—This notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by

Turnbull, Simson & Sturrock, W.S.,

12, Market Place,

JEDBURGH.

COMPANIES REGISTRATION OFFICE 4 AUG 1953

COMPANIES REGISTRATION OFFICE 25 JUL 1953 A2

WL27709-E/0187 500 0 51 W.H.&S. Gp.601

C980 C18

TO THE REGISTRAR OF COMPANIES.

Berwick Auction Mart Company, LIMITE,

hereby gives you notice pursuant to Sect. 63 of the Companies Act, 1948, that y

(a) Special Resolution of the Company dat

the Twentieth day of July, 1953., the nomin

Capital of the Company has been increased by the addition thereto of the sum o

£ 20,000 beyond the registered Capital of £ 20,000;

The additional capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
20,000	Ordinary	£1

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

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

These shares to rank pari passu in all respects with the existing Ordinary Shares of the Company.

(Signature) [signature]

(State whether Director, or Secretary) Secretary

Dated the 20th day of July 1953.

(a) " Ordinary," " Extraordinary " or " Special."

Margin reserved for Binding.

/119

[S. R.

THE COMPANIES ACT, 1948.

Special Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

BERWICK AUCTION MART

COMPANY LIMITED.

Passed 29th August 1977 .

At an Extraordinary General Meeting of the Members of the said Company, after due notice specifying the intention to propose the following Resolution as a **Special Resolution** had been given, held at Berwick upon Tweed in ~~the County of~~ Northumberland on the Twenty ninth day of August 1977 , the following **Special Resolution** was duly passed.

THAT the Share Capital of the Company be and is hereby increased to £100,000 by the creation of 60,000 shares of £1 each

Signature _____

Officer Director

To be authenticated by the written signature of an Officer of

No. of Company 60938/120

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company BERWICK AUCTION MART COMPANY Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the 29th August 1977, the nominal capital of the company has been increased by the addition thereto of a sum of £ 60,000 beyond the registered capital of £ 40,000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
60,000	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

Pari Passu with the existing Ordinary Shares

Signed .....

State whether Director or Secretary Director

Date 29th August, 1977

* *Delete "Limited" if not applicable*
** *Delete as necessary*

(see notes overleaf)

Presented by: Oswalds of Edinburgh Limited,
24 Castle Street,
Edinburgh

COMPANIES REGISTRATION OFFICE 7 SEP 1977

Presentor's reference:

Form No. 10