

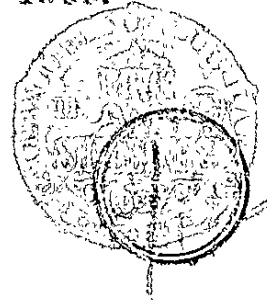
ACTS, 1862

for of  
(fee)

Form No. 50.

"THE COMPANIES ACTS, 1862 TO 1900."

COMPANY LIMITED BY SHARES.



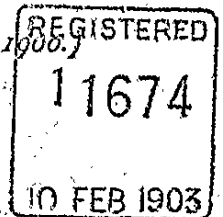
A  
Companies  
Fee stamp  
of 5s.  
should be  
inserted  
here.

LIMITED BY S.

Application for a Certificate of Incorporation

filed by a Company which does not issue any Invitation to the Public  
to Subscribe for its Shares.

(Pursuant to Section 2, Sub-section 3, of The Companies Act, 1900.)



ICATION

FOR A

of Incorpora

OF

Blinds

NAME OF PROPOSED COMPANY:

*Japa Blinds*

~~COMPANY~~ LIMITED.

NY, LIMIT

**CHILDE & Co.,**

Print and General Stationers, Printers and Lithographers,

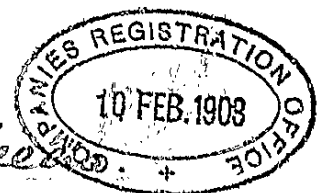
12, EAST PARADE, LEEDS.

ented for filing by

*Fuller, Dawson & Co*

*Luke Chambers, Leeds*

*Accountants.*



CHILDE & CO., Law S

8g  
dunop

COMPANY LIMITED BY SHARES.

Application by the Subscribers to the Memorandum of  
Association of The Japa Blinds  
Company LIMITED

(being a Company such as is specified in Section 2, Sub-section 3,  
of The Companies Act, 1900 and which does not issue any  
Invitation to the Public to Subscribe for its Shares),  
a Certificate of Incorporation as a Limited Company under  
The Companies Acts, 1862 to 1900.

We the several persons whose Names are subscribed hereby Declare that

~~The~~ *Japa Blinds* —

~~COMPANY~~ LIMITED  
(whose Memorandum of Association is delivered herewith), does not issue  
any Invitation to the Public to Subscribe for its Shares.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Robert Pearson Skelton	Lower View Ramsbottom	Secretary
John Haworth	38 Stratford Terrace Leeds	Paper Bag Manufacturer
James Foster	Peel Brow Ramsbottom	Contractor
John Lees	5 Ramson Terrace Leeds	Paper Salesman
Edmund Hill	Peel Brow Ramsbottom	Woolen Merchant
James Haworth Shuttleworth	Near Manchester	Strenuous Mason
Joseph Greenhalgh James Mount & Sons Ramsbottom		

Dated this *thirtieth* day of *January* 190*2*.

Witness to the above Signatures of  
Robert Pearson Skelton James Foster  
Edmund Hill, James Haworth  
and Joseph Greenhalgh

Fred Cunliffe  
Mount Villas  
Ramsbottom  
Analytical Chemist

Witness to the above Signatures  
of John Haworth and John Lees

Henry Jackson  
103 Bury Road R.D.  
Leeds - Glass

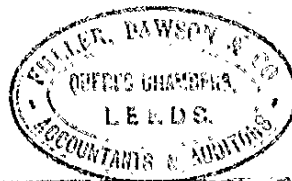
COMPANY LIMITED BY SHARES.

FOR A

OF ~~THE~~

Japa Blinds

**COMPANY, LIMITED.**



Printed and Sold by CHILDE & CO., Law Stationers, Leeds

Limited,

and to the Secretary.

es Registrierung  
Arbeit House,

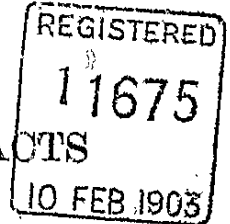
"THE COMPANIES ACTS, 1862 TO 1900"



# Declaration of Compliance

WITH THE

REQUISITIONS OF THE COMPANIES ACTS



Made pursuant to Section 1, Sub-section (2), of The Companies Act, 1900  
(63 & 64 Vict., Ch. 48), on behalf of a Company proposed to be Registered as

The

*Japa Blinds*

~~COMPANY~~ LIMITED

(See last page of this Form.)

## CHILDE & Co.,

Law and General Stationers, Printers and Lithographers,  
12, EAST PARADE, LEEDS.

Presented for filing by

AGENTS

WATKINS & SONS, LIMITED  
LONDON W.C.1  
LONDON, E.C.4





George Hodgson Charles Davies Higgins

Lincolns House, Bradford, Yorkshire

I ( \* Here insert - Do solemnly and sincerely Declare that I am \* the Secretary  
"A Solicitor of the High Court engaged in the formation,"  
or "A Director or the Secretary named in the Articles of Association."

named in the Articles of Association

1913  
of the

General Blinds

1913  
COMPANY, LIMITED,

and that all the requisitions of the Companies Acts in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true, and by virtue of the provisions of The Statutory Declarations Act, 1835.

Declared at Leeds in the

County of York

the

2nd day of February

One thousand nine hundred and three

before me,

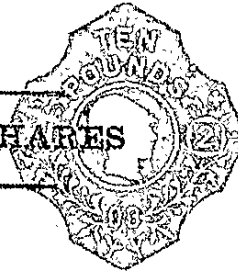
John D. Blackmore

A Commissioner for Oaths.

G. H. C. Davies Higgins

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

12.19/8K  
COMPANY LIMITED BY SHARES



# Statement of the Nominal Capital

OF £100

REGISTERED

11676

10 FEB 1903

*Japa Blindo*

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

## CHILDE & Co.,

Law and General Stationers, Printers and Lithographers.

12, EAST PARADE, LEEDS.

Presented for filing by

AGENTS

WATERLOW & SONS, LIMITED  
LONDON WALL,  
LONDON, E.C.



THE NOMINAL CAPITAL

OF ~~THE~~

Japa Blindo ~~Company~~ Limited,  
is Five Thousand Pounds,  
divided into Five thousand Shares  
of one pound each.

Signature G. H. C. Daves Higgins

Description Secretary

Dated the second day  
of February 1903.

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



*apa Blinds Limited.*

MEMORANDUM

ARTICLES OF ASSOCIATION.

**DAMAGED DOCUMENT**

W

100

AUDITORS,

QUEBEC CHAMBERS, LEEDS, & LEEDS.

# *Japa Blinds Limited.*

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## MEMORANDUM AND ARTICLES OF ASSOCIATION.

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FULLER, DAWSON & CO.,

ACCOUNTANTS AND AUDITORS,

QUEBEC CHAMBERS, LEEDS.

No.

## Certificate of Incorporation.

I hereby Certify That

*LIMITED*, is this day Incorporated under the Companies' Acts,  
1862 to 1900, and that the Company is Limited.

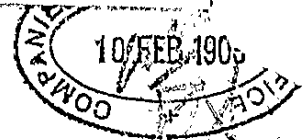
Given under my hand at London, this      day

of      , One Thousand Nine Hundred and Three.

Registrar of Joint Stock Companies.

Fees and Deed Stamps £

Stamp Duty on Capital £





THE COMPANIES ACT 1900.

COMPANY LIMITED BY SHARES.

REGISTERED

11677

10 FEB 1903

## *Memorandum of Association*

OF

# JAPA BLINDS LIMITED.

1. The name of the Company is "JAPA BLINDS 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 and take over or otherwise acquire as a going concern the business of Paper Bag and Paper Blind Manufacturers and Merchants heretofore carried on by John Haworth under the style or firm of John Haworth & Co. with the goodwill attached thereto, the stock-in-trade, Machinery, Plant, Fixtures, and other property and assets (inclusive of the Book and other debts) now belonging to and used in connection with the said business, and to undertake all or any of the liabilities and engagements of the said business and with a view thereto to enter into and carry into effect with or without modification the agreement referred to in Clause 3 of the Articles of Association of the Company registered herewith.



- (b) To carry on the business so to be acquired and to develop and extend the same, and to carry on in the United Kingdom or elsewhere, whether by manufactory, agency, wholesale or retail sale, or otherwise, the businesses of manufacturers of articles of use and articles of ornament from paper, wood-pulp, paper-pulp, papier maché, manufacturers of paper or other window blinds, blind furniture, paper or other bags, paper or cardboard or other boxes, stationery, lace, tape, thread, and fringe or other blind attachments or accessories; to carry on the business of ironfounders, mechanical engineers, millwrights, machinists, metal-workers, wood-workers, builders, painters, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock and hardware of all kinds, and to carry on the businesses of paper-staining, varnishing, embossing, designing, waterproofing, paper stock merchants, printers, lithographers, publishers, stereotypers, electrotypers, engravers, die-sinkers, advertisement contractors, general merchants, agents, sundrymen, smallwaremen and general warehousemen, and generally to carry on all or any such businesses in all their branches, and any businesses of a character similar or analagous thereto, or which will contribute to or facilitate the same or any of the objects aforesaid, or which by the advance or increase of knowledge or exigencies of labour may be substituted therefor.
- (c) To carry on any other businesses which may seem to the Directors of the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.

- (d) To purchase or by other means acquire any freehold leasehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with or may enhance the value of any other property of the Company.
- (e) 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, licenses, 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 licenses 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.
- (f) To build, construct, maintain, alter, enlarge, pull down and remove, or replace any buildings, factories, mills, offices, works, wharves, roads, railways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same or to join with any person, firm, or Company in doing any of the things aforesaid and to work, manage, and control the same or join with others in so doing.
- (g) To acquire and undertake the whole or any part of the business goodwill, and assets of any person, firm, or Company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person,

firm, or Company or to acquire an interest in, amalgamate with, or enter into any arrangements for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such, person, firm, or Company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any Shares, Debentures, or Securities that may be agreed upon, and to hold and retain or sell mortgage and deal with any Shares, Debentures, or Securities so received.

- (h) To promote any other Company for the purpose of acquiring all or any of the property and undertaking all or any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company.
- (i) To sell or otherwise dispose of the whole or any part of the undertaking and property of the Company either together or in portions for such consideration as the Company may think fit and in particular for Shares, Debentures or Securities of any Company purchasing the same.
- (k) To invest and deal with the moneys of the Company not immediately required upon such Securities and in such manner as may from time to time be determined.
- (l) To lend and advance money or give credit to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, and to effect assurances on the lives of any debtors to the Company, or on the lives of any other person or persons in whom the Company may have an insurable interest, and to pay the premiums and other moneys required to keep up the policies of assurance out of the moneys of the Company.

- (m) To borrow and raise money in any manner and on any terms.
- (n) For any purpose and in any manner or from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased, of the Company and whether at the time issued or created or not, and to create, issue, make and give Debentures, Debenture Stock, Bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights, and uncalled money.
- (o) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (p) To apply for promote and obtain any Act of Parliament, Provisional Order, or License 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.
- (q) 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.
- (r) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, or any corporation, companies or persons that may seem conducive to



the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (s) 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 the Company.
- (t) To act as agents or brokers and as trustees for any person firm or Company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (u) 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 and for guaranteeing the repayment of principal and interest of any Debentures which may be issued by the Company and for acting as Trustee for the Holders of any such Debentures.

To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwritings, placing, selling, or guaranteeing the subscription of any Shares, Debentures or Securities of this Company or any Company promoted by this Company.

Share  
Share  
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- (w) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid to any person or persons who may have served the Company or to the wives, children, or other relatives of such persons; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the company and to receive on loan or hold by way of deposit or otherwise the moneys of any persons employed by the Company and subject or not to the payment by the Company of interest thereon.
- (x) To distribute among the Members of the Company in kind any property of the Company and in particular any Shares, Debentures or Securities of other Companies belonging to this Company, or of which this Company may have the power of disposing.
- (y) To procure the Company to be registered or recognised in any colony or dependency and in any foreign country or place.
- (z) 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 £5,000 divided into 4,000 Ordinary Shares and 1,000 6 per cent. Preference Shares of £1 each. The Preference Share Dividends shall be free of Income Tax. The Company shall have power to divide the Shares in the Capital, whether original or increased, 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.	No. of Shares taken by each Subscriber.
Robert Pearson Skelton Lower View Ramsbottom Secretary	One
John Haworth 38 Stralford Terrace Paper Bag Manufacturers Leeds	one
James Foster Peel Brown Manchester Contractor	one
John Lees 5 Renshaw Terrace Paper Salesman Dewsbury Rd Leeds	one
Edmund Hill Peel Brown Manchester Woollen Merchant	one
James Haworth Shuttleworth Foreman Near Manchester Mason	one
Joseph Greenhalgh <sup>Smith</sup> Manager One <del>James Foster</del> <del>Ramsbottom</del>	One

Dated the Thirtieth

day of January, 1903.

Witness to the above signatures  
of Robert Pearson Skelton  
James Foster, Edmund Hill  
and James Haworth Joseph Greenhalgh

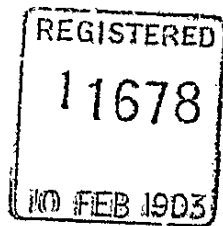
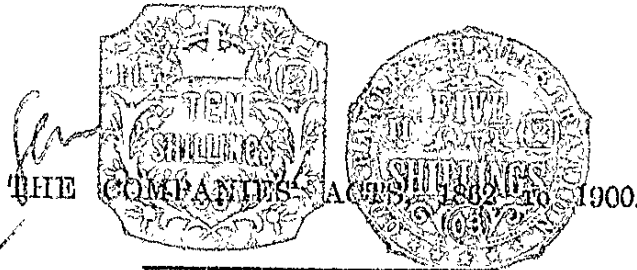
Fred Cunliffe  
Mount Villas  
Ramsbottom  
Analytical Chemist.

Witness to the above signatures  
of John Haworth and John Lees

Henry Jackson  
103 Bury Lodge Rd  
Blackburn

9 CP

76362



COMPANY LIMITED BY SHARES.

## Articles of Association

OF

# Japa Blinds Limited.

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

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies’ Acts, 1862 (ss. 51 and 129);

“The Office” means the Registered Office for the time being of the Company;

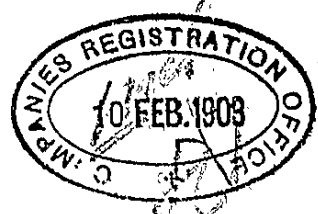
“The Register” means the Register of Members to be kept pursuant to section 25 of the Companies’ Act, 1862;

“Month” means calendar month;

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

APPROVED  
10 FEB 1903

235



Words importing the singular number also include the plural number, and *vice versa*;

Words importing the masculine gender also include the feminine gender;

Words importing persons include corporations.

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

#### PRELIMINARY.

3. The Company shall forthwith adopt an Agreement dated the 24th day of January, 1903, made between John Haworth of the one part and George Hodgson Charles Davies-Higgins on behalf of this Company of the other part, and the Directors shall carry the same into effect, with full power nevertheless at any time and from time to time either before or after the adoption thereof to agree to any modification thereof.

4. None of the funds of the Company shall be employed in the purchase of or lent on shares or stock of the Company.

#### SHARES.

5. The shares shall be under the Control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such times as the Directors think fit, subject nevertheless to the stipulations contained in the said Agreement with reference to the shares to be allotted in pursuance thereof.

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

7. As regards all allotments of shares the Directors shall comply with section 7 of the Companies' Act, 1900.

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

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

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

#### CERTIFICATES.

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

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

13. If any certificate be worn out or defaced, then upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

14. For every certificate issued under the last preceding clause there shall be paid to the Company the sum of 1s., or such smaller sum as the Directors may determine.

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

#### CALLS.

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

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

18. Fourteen days' notice of any call shall be given, specifying the time and place of payment, and to whom such call shall be paid.

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

20. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register of Members of the Company as the holder or one of the holders of shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

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

#### FORFEITURE AND LIEN.

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

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

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

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



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

27. Any Member whose shares have been forfeited, shall, notwithstanding, be liable to pay, and shall forthwith pay to the Company all calls, instalments, interest, and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of forfeiture until payment thereof at five per cent. per annum, and the Directors may enforce the payment thereof if they think fit.

28. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each Member (whether solely or jointly with others), for his debts, liabilities, and engagements, solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

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

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

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

#### TRANSFER AND TRANSMISSION OF SHARES.

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

33. The instrument of transfer of any share shall be in writing in the usual common form or in the following form or as near thereto as circumstances will admit.

I

of

in consideration of the sum of \_\_\_\_\_ pounds  
 paid to me by \_\_\_\_\_ of \_\_\_\_\_  
 hereinafter called the transferee, do hereby transfer to the said  
 transferee \_\_\_\_\_ shares numbered \_\_\_\_\_ inclusive in the  
 undertaking called "Japa Blinds Limited" to hold unto the  
 said transferee, his executors, administrators, and assigns, subject  
 to the several conditions on which \_\_\_\_\_ held  
 the same immediately before the execution hereof. And I, the  
 said transferee, do hereby agree to take the said shares subject to  
 the conditions aforesaid.

As witness our hands and seals the \_\_\_\_\_ day of \_\_\_\_\_

Witness to the hands and seals of, &c.

34. The Directors may without assigning any reason 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 to a transferee of whom they do not approve.

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

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

37. A fee not exceeding 2s. 6d. may be charged for the registration of any transfer or transmission and shall, if required by the Directors, be paid before the registration thereof.

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

39. The executors or administrators of a deceased Member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such Member, and in case of the death of any one or more of the joint-holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares.

40. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause, or of his title, as the Directors think sufficient may, with the consent of the Directors (which they shall not be under any obligation to give), be registered as a Member

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in respect of such shares, or may, subject to the regulations as to transfers hereinbefore contained, transfer such shares. This clause is hereinafter referred to as the "Transmission Clause."

#### SHARE WARRANTS.

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

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

#### CONVERSION OF SHARES INTO STOCK.

43. The Directors may with the sanction of the Company previously given in General Meeting convert any paid-up shares into stock.

44. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which shares in the Company's capital may be transferred, or as near thereto as circumstances will admit. But the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a pound shall not be dealt with, with power, nevertheless, at their discretion, to waive such rules in any particular case.

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

#### INCREASE AND REDUCTION OF CAPITAL.

46. The Directors with the sanction of a General Meeting of the Company may from time to time increase the capital by the creation of new shares of such amount as may be deemed expedient.

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

48. The Company in General Meeting, before the issue of any new shares, may determine that the same or any of them shall be offered in the first instance to all the then members in proportion to the amount of the capital held by them, or make any other provisions as to the issue and allotment of the new shares, but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original ordinary capital.

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

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

51. The Special Resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division, one or more of such shares shall have any and what preference over the other or others, and that the profits applicable to the payment of dividends thereon shall be appropriated accordingly.

52. Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may at any time and whether before or in course of a winding up be modified by agreement between the Company and any person purporting to contract on behalf of that class, provided that such agreement is ratified in writing by the holders of at least two-thirds of the shares of the class.

#### BORROWING POWERS.

53. The Directors may, from time to time, at their discretion, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company, but so that the amount at any one time owing in respect of moneys so raised or borrowed shall not, without the sanction of a General Meeting, exceed the sum of £3,000. Nevertheless, no lender or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed.

54. The Directors may raise or secure the repayment of such moneys, in such manner and upon such terms and conditions in respects as they think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) 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.

55. Debentures, debenture stock (perpetual or otherwise) and other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

56. Any debentures, debenture stock (perpetual or otherwise), bonds, or other securities, may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

57. The Directors shall comply with the provisions of section 43 of the Companies' Act, 1862, and section 14 of the Companies' Act, 1900, with regard to the registration of mortgages and charges.

58. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, by instrument under the Company's seal, authorise the person in whose favour such mortgage or security is executed, or any other person in trust for him, to make calls on the Members in respect of such uncalled capital, and the provisions hereinbefore contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority, and such authority may be made exercisable either conditionally or unconditionally, and either presently or contingently; and either to the exclusion of the Directors' power or otherwise, and shall be assignable if expressed so to be.

59. The Directors shall, within three months from the date of the business at such meeting, comply with the requisition submitted and otherwise.

60. Subsequent to the date of the requisition, place as may be determined.

61. The Directors shall, at the next General Meeting, ordinary General Meeting, comply with the requisition.

62. The Directors shall, within three months of the holders of the requisition, upon which all calls shall be made to convene an Extraordinary General Meeting, of such requisition.

(1) The requisition shall be signed by the requisitionists, or by the majority of several of them, and shall be countersigned by the Directors.

(2) If the Directors refuse to comply with the requisition, the requisitionists may, after depositing with the Registrar a sum of money to be held in trust for the payment of the costs of the proceedings, apply to the Court for an order that the Directors be held to have complied with the requisition, and that the costs of the proceedings be paid by the Directors.

## GENERAL MEETING.

59. The Statutory Meeting shall be held as required by section 12 of the Companies' Act, 1900, within a period of not less than one month or more than three months from the date at which the Company shall be entitled to commence business at such place as the Directors may determine and the Directors shall comply with the other requirements of that section as to the report to be submitted and otherwise.

60. Subsequent General Meetings shall be held annually at such time and place as may be determined by the Directors.

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

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

- (1) The requisition must state the objects of the Meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like form each signed by one or more requisitionists.
- (2) If the Directors of the Company do not proceed to cause a Meeting to be held within twenty-one days from the date of the requisition being so deposited the requisitionists or a majority of them in value may themselves convene the Meeting, but any Meeting so convened shall not be held after three months from the date of such deposit.



(3) If at any such Meeting a resolution requiring confirmation at another Meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution and if thought fit of confirming it as a special resolution and if the Directors do not convene the Meeting within seven days from the date of the passing of the first resolution the requisitionists or a majority of them in value may themselves convene the Meeting.

(4) Any Meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which Meetings are to be convened by Directors.

63. Seven clear 'days' notice at the least of every Meeting, specifying the place, day, and hour of Meeting, and in case of special business the general nature of such business, shall be given, either by advertisement or by notice sent by post or otherwise served as hereinafter provided, and with the consent in writing of all the Members a Meeting may be convened by a shorter notice and in any manner they think fit. Whenever any Meeting is adjourned for twenty-one days or more, at least five days' notice of the place and hour of meeting of such adjourned Meeting shall be given in like manner.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

65. The business of an Ordinary Meeting, other than the statutory Meeting, shall be to receive and consider the profit and loss account and the balance sheet, the reports of the Directors and of the Auditors, to elect Directors and other officers in the place of those retiring by rotation, to declare dividends, and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting, and all business transacted at an Extraordinary Meeting shall be deemed special.

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66. Three Members personally present shall be a quorum for a General Meeting for the purpose of nominating a Chairman, the sanctioning or declaring a dividend, re-electing retiring Auditors and Directors and voting their remuneration upon a scale not exceeding that for the then preceding year, but save as aforesaid no business shall be transacted at any General Meeting unless there be five Members personally present.

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

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

69. Every question submitted to a Meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall, both on show of hands and at the poll, have a casting vote in addition to the vote or votes to which he may be entitled as a Member. On a show of hands a Member present only by proxy shall have no vote, but a proxy for a Company may vote on a show of hands, though not himself a Member.

70. At any General Meeting, unless a poll is demanded by the Chairman, or by at least three Members, or by a Member or Members holding or representing by proxy, or entitled to vote in respect of at least one-tenth part of the capital represented at the Meeting, a declaration by the Chairman that a

resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

71. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded, and such resolution shall be deemed to have been passed at the date of such Meeting. The demand of a poll may be withdrawn.

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

73. Any poll duly demanded on the election of a Chairman of a Meeting, or on any question of adjournment, shall be taken at the Meeting and without adjournment.

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

#### VOTES OF MEMBERS.

75. On a show of hands every Member present in person shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for every share held by him.

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76. Any person entitled under the transmission clause to transfer any shares may vote at any General Meeting in respect thereof, in the same manner as if he were the registered holder of such shares, provided that 48 hours at least before the time of holding the Meeting at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares, unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.

77. Where there are joint registered holders of any share or stock any one of such persons may vote at any Meeting either personally or by proxy in respect of such share or stock as if he were solely entitled thereto, and if more than one of such joint holders be present at any Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share or stock shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share or stock stands shall, for the purpose of this clause, be deemed joint holders thereof.

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

79. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, or if such appointor is a corporation, under its Common Seal. No person shall be appointed a proxy who is not a Member of the Company and otherwise entitled to vote, provided that any corporation holding shares may appoint any one of its Members or Officers to attend and vote in respect of such shares on a show of hands or as its proxy at a poll. And the Member or Officer of such corporation so appointed may address the Meeting, demand or join in demanding a poll, or may be appointed a chairman as if he were the holder of the shares in respect of which he may have been so appointed.

80. The instrument appointing a proxy and the power of attorney, if any, under which it is signed, shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting, as the case may be, at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of two months from the date of its execution, except upon a poll demanded or at an adjournment of a Meeting, when the Meeting was originally held within two months of such date.

81. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal, or revocation of the proxy, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation, or transfer shall have been received at the registered office of the Company before the Meeting.

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

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

“Japa Blinds, Limited.”

“I, \_\_\_\_\_, of \_\_\_\_\_,  
 “in the County of \_\_\_\_\_, being a Member of ‘Japa Blinds,  
 “Limited,’ hereby appoint \_\_\_\_\_, of \_\_\_\_\_, or  
 “failing him \_\_\_\_\_, of \_\_\_\_\_, or failing him  
 “\_\_\_\_\_, of \_\_\_\_\_ as my proxy to vote for me  
 “and on my behalf at the (Ordinary or Extraordinary) General Meeting of  
 “the Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
 “\_\_\_\_\_, and at any adjournment thereof.  
 “Signed by me this \_\_\_\_\_ day of \_\_\_\_\_.”

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

#### DIRECTORS.

85. The number of Directors shall not exceed five or be less than two.

86. The first Directors shall be Robert Pearson Skelton, James Foster, John Lees and John Haworth.

87. Beyond being Members of the Company the first Directors shall not be bound to hold any qualification. The qualification of a Director, other than those herein named as the first Directors shall be the holding of share capital of the nominal amount of £100.

88. The Directors other than Managing Directors appointed by and whose remuneration is fixed by the Directors under Article 114 (d), shall be paid out of the funds of the Company by way of remuneration for their services, such sum as the Company in General Meeting shall from time to time determine, and such remuneration shall be divided among the Directors entitled thereto in such manner as they shall from time to time agree or in default of agreement equally.

89. If any Director, being willing, be called upon to perform extraordinary services he shall be entitled to receive such extra remuneration paid out of the general funds of the Company as the Board may consider reasonable under the circumstances.

90. The Continuing Directors may act, notwithstanding any vacancy in their body.

91. The office of a Director shall be vacated, but without prejudice to prior acts—

- (1) If he ceases to hold the requisite shares to qualify him for the office.
- (2) If he becomes a bankrupt, or have a receiving order made against him, or compounds, or arranges with his creditors.
- (3) If he has been found lunatic, or becomes of unsound mind.
- (4) If by notice in writing to the Company at any time he resigns his office.
- (5) If he ceases to be a Member of the Company.

but those disqualifying conditions, or any of them may be dispensed with in any special case, by a resolution of the Members of the Company in General Meeting.

92. No Director or intended Director shall be disqualified by his office from contracting with the Company, nor shall any contract between the Company and the Director, 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 Director, Member, or otherwise interested, be avoided or affected, nor shall any Director so contracting, or being such Director, Member, or so interested, be liable to account to this Company for any profit realised by any such contract or arrangement, by reason only of such Director holding that office, or of the fiduciary relationship thereby established, but the nature of his interest shall, if not already known to the other Directors, be disclosed by him at the Meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first Meeting of the Directors at which he is present, after the acquisition of his interest, provided nevertheless that the above provision, as to disclosure of interest, shall not apply to the agreement referred to in clause 3 hereof, or the instrument adopting the same as therein provided, or to any matter arising in

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relation to such agreement or instrument; and provided also that a general notice that a Director is a Director or Member of any specified Company or partnership and is to be regarded as interested in any subsequent transaction with any such Company or partnership, shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such Company or partnership, and a Director interested may vote as a Director upon any question relating to such transaction.

92A. No Director shall, either while he is acting as a Director of the Company or in the event of his ceasing to be a Director, either solely or jointly with, or as a manager or agent for, or as shareholder in, or in any other capacity whatsoever, for any other person or persons, firm or company, directly or indirectly carry on or be engaged, concerned or interested in the manufacture of paper or other window blinds, blind furniture, lace, tape, thread, fringe, or other blind attachments or accessories, either in his own name or any other name for the space of two years after ceasing to be a Director.

93. A Director may hold any other office or employment under the Company except that of Auditor or Trustee for Debenture holders or Debenture Stock holders, and may act either personally or as a member of a firm as Solicitor, Banker, or Surveyor to the Company, or render any other professional services to the Company, and may receive remuneration from the Company for holding such office or employment or for so acting or for rendering any such services in addition to any remuneration payable to him as a Director.

94. At the Ordinary General Meeting in the year 1904 and at the Ordinary General Meeting in every subsequent year one-third of the Directors for the time being (other than Directors for the time being exempt from liability to retirement by rotation by Article 95 herein), or if their numbers is not a multiple of three then the number nearest to, but not exceeding one-third, shall retire from office. The retiring Director shall retain office until the dissolution of the Meeting at which his successor is elected.



95. The Directors to retire shall be those who have been longest in office. In case of equality the Directors to retire, unless they agree among themselves, shall be determined by lot. A Managing Director shall not during his term of office and a Director entitled by virtue of any contract between himself and the Company to hold office as a Director for a fixed period shall not during that period be liable to retirement by rotation nor be taken into account in determining the rotation of retirement of Directors.

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

97. The Company at the General Meeting at which any Director retires in manner aforesaid shall fill up the vacated office.

98. If at any General Meeting at which a successor to a Director retiring ought to be elected no such election be made, the Director who would otherwise have retired may if willing continue to act until the Ordinary Meeting of the following year.

99. The Company may from time to time in General Meeting and within the limits fixed by these Articles increase or reduce the number of Directors and upon passing any resolution for an increase may appoint the additional Director necessary to carry the same into effect, and may also determine in what manner such increased or reduced number is to go out of office, but shall not under this clause remove a Director during his term of office.

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

101. The Company in General Meeting may by an Extraordinary Resolution remove any Director, including any Managing Director, before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified person in his stead, and the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

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

#### PROCEEDINGS OF THE DIRECTORS.

103. The Directors may meet together at any time or place for the despatch of business, adjourn and otherwise regulate their Meetings as they may think fit, but so that there shall be a Board Meeting once at least every quarter. The Directors may from time to time by a resolution after notice of the proposal given at a previous Meeting of the Directors, determine the quorum necessary for the transaction of business. Unless and until otherwise determined three Directors shall be a quorum. A Director may, and the Secretary, at the request of any Director, shall at any time summon a Meeting of the Directors.

104. Questions arising at any Meeting of the Directors shall be decided by a majority of votes, each Director being entitled to one vote only. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a casting vote. A Director may attend and vote in person or by proxy, but the proxy himself must be a Director, and must be appointed in writing under the hand of the appointor.

105. No Director shall as a Director (except as provided by Article 92 hereof) vote in respect of any contract or matter in which he is individually interested.

106. If at any Meeting of the Directors, the Chairman or Deputy-Chairman be not present at the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such Meeting.

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

108. A committee of two or more may elect a chairman of their Meetings. If no such chairman be elected, or if he be not present at the time appointed for holding the same, the Members present shall choose one of their number to be chairman of such Meeting.

109. A committee may meet and adjourn as they may think proper. Questions arising at any Meeting of a Committee shall be determined by a majority of votes of the Members present, each Member being entitled to one vote only, and in case of an equality of votes, the Chairman (if any) of the committee shall have a casting vote in addition to his original vote.

110. All acts done by any Meeting of the Directors, or of a committee or by any person or persons bona fide acting as a Director or as Directors, shall, notwithstanding that it may be afterwards discovered that there was some defect in calling the Meeting, or in the appointment of any Director or person acting as aforesaid or that any Director or person acting as aforesaid was disqualified, be as valid as if the Meeting had been properly convened, and as if every Director or person so acting had been duly appointed and was duly qualified.

111. 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.

#### MINUTES.

112. The Directors shall cause minutes to be duly entered in books provided for the purpose, and any such minutes of any Meeting of the Directors or of any Committee or of the Company, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes

## POWERS OF DIRECTORS.

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

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

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

(b) At their discretion to pay for any property, rights or privileges acquired by or services rendered the Company either wholly or partially in cash or in shares, bonds, debentures, or debenture stock (perpetual or otherwise) or other securities of the Company, and any such shares, bonds, debentures, or debenture stock, may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock, or other securities may be either specifically charged upon all or any part of the property of the Company and uncalled capital, or not so charged.

(c) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being, or in such manner as they may think fit.

(d) From time to time to appoint any one or more of their number to be Managing Director or Managing Directors of the Company for such period, on such terms as to remuneration, and with such powers and authorities and for such periods as they deem fit.

(e) To accept from any Member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.

(f) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

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

(h) To refer any claims or demands by or against the Company to arbitration, and to observe and perform the awards.

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

(j) To determine who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts, and documents on behalf of the Company.

(k) From time to time to provide for the management of the affairs of the Company abroad in such manner as they think fit, and in particular to appoint any persons to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit.

(l) To invest and deal with any of the moneys of the Company, not immediately required for the purposes thereof, upon such securities and in such manner as they may think fit, and from time to time to vary or realise such investments.

(m) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future), as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants, and provisions as shall be agreed on.

(n) To give to any officer or other person employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company.

(o) To admit the depositors with or the customers of the Company, or any class or section thereof, or of those who insure or have any dealings with the Company, to any share in the profits thereof, or in the profits of any particular branch of the Company's business, or to any other special rights, privileges, advantages or benefits.

(p) Before recommending any dividend, to set aside out of the profit of the Company such sum as they think proper as a Reserve Fund, to meet contingencies or for equalising dividends, or for repairing, improving, and maintaining any of the property of the Company, and for such other

purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company, and to invest the several sums so set aside upon such investments, other than shares of the Company, as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and to divide the Reserve Fund into such special funds as they think fit, with full power to employ the assets constituting the Reserve Fund in the business of the Company, and that without being bound to keep the same separate from the other assets.

(g) To delegate to any Directors, Executive or other Committee, Managers, Agents, and other officers respectively, any of the powers of the Board, and invest them respectively with any other powers which the Board in their discretion think expedient for the due conduct, management and regulation of any of the business or affairs of the Company, and to fix their remuneration for business and acts done by them respectively in the exercise of any such powers, and particularly to remunerate any Directors for special services rendered by them, in such manner and to such extent as the Board shall think fit, in addition to their remuneration as Directors of the Company.

(r) To take or accept on behalf of the Company, and either in the name of the Company or otherwise, any property, and whether consisting of shares wholly or partly paid up, or bonds, debentures, debenture stock (perpetual or otherwise), or other securities or evidences of liability for the payment or discharge of any debt or obligation which shall from time to time be owing to the Company, or to the benefit which the Company may be entitled; whether the term or time of credit for the same has expired or not, or for the performance of any contract entered into with the Company

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or otherwise for the indemnity, protection, or advantage of the Company, and to sell, assign, transfer or otherwise deal with any shares, bonds, debentures, debenture stock, or security which shall be so taken.

(s) To make any payment or to satisfy any claim, or the consideration for any purchase or acquisition either in cash or in shares treated as wholly or partly paid up, or any bonds, debentures, debenture stock (perpetual or otherwise), or other securities or evidences of liability of the Company.

~~(t) From time to time to make, vary, or repeal bye laws for the regulation of the business of the Company, its officers and servants, or the Members of the Company or any section thereof.~~

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JZ E.A.  
J.P. J.L.

(t) (u) To enter into all such negotiations and contracts, and rescind and vary all such contracts and execute and do all such acts, deeds, and things, in the name and on behalf of the Company, as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

#### LOCAL MANAGEMENT.

115. The Directors may, from time to time, provide for the management of the affairs of the Company in any special locality or localities in the United Kingdom or abroad in such manner as they think fit, and the provisions contained in the five next following paragraphs shall be without prejudice to the general powers conferred by this clause.

(1) The Directors, from time to time, and at any time, may establish any local boards, or agencies for managing any of the affairs of the Company, in any specified locality or localities in the United Kingdom and abroad, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration.



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

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

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

(5) The Company may exercise the powers conferred by the Companies' Seals' Act, 1864, and such power shall accordingly be vested in the Directors. And the Company may cause to be kept in any colony in which it transacts business a branch register of Members resident in such colony, and the

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word "colony" in this clause shall have the meaning assigned thereto by the Companies' (Colonial Registers) Act, 1883, and the Directors may from time to time make such provision as they may think fit respecting the keeping of any such branch register.

#### DIVIDENDS.

116. Subject as aforesaid the profits of the Company shall be divisible among the Members in proportion to the amounts paid up on the shares held by them respectively, provided nevertheless that where capital is paid up in advance of calls, upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.

117. The Company in General Meeting may declare a dividend, to be paid to the Members according to their rights and interests in the profits, and may fix the time for payment.

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

119. No dividend shall be payable except out of the profits of the Company, and no dividend shall carry interest as against the Company.

120. The Declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

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

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

123. Any General Meeting declaring a dividend may make a call on the Members of such amount as the Meeting fixes, but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Member, be set off against the call. The making of a call under this clause shall be deemed ordinary business of an ordinary General Meeting which declares a dividend.

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

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

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

127. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member entitled, or in the case of joint holders, to that one whose name stands first on the register in respect of the joint holding, and every cheque so sent shall be made payable to the order of the person to whom it is sent.

128. 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, and all dividends unclaimed for five years after having been declared may be forfeited by the Directors for the benefit of the Company.

## ACCOUNTS.

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

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

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

132. At the ordinary meeting in every year, but not at the statutory Meeting, the Directors shall lay before the Company a profit and loss account and a balance sheet containing a summary of the property and liabilities of the Company, made up to a date not more than three months before the meeting from the time when the last preceding account and balance sheet were made up, or in the case of the first account and balance sheet, from the incorporation of the Company.

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

134. A copy of such account, balance sheet and report shall, seven days previously to the meeting, be served on the registered holders of shares in the manner in which notices are hereinafter directed to be served.

#### SEAL.

135. The Directors shall forthwith cause a Common Seal to be made bearing the name of the Company and such device in addition as they may think fit and may, from time to time, cause such Common Seal to be renewed as occasion may require.

136. The Common Seal of the Company shall be deposited with the Secretary and the same shall be secured by a lock with two keys, one of which keys shall be kept by the Chairman and the other by the Secretary.

137. The Common Seal shall never be affixed to any certificate, bond, deed, or document without the authority of the directors, and shall in every case be affixed in the presence of two Directors who shall sign the document, and the same shall be countersigned by the Secretary, but in the absence of express notice to the contrary, every person shall be entitled to assume that every document bearing the Seal of the Company has had such Seal duly affixed in accordance with this Article and the same document shall accordingly as regards every person not having such express notice be valid.

#### SECRETARY.

138. The first Secretary shall be George Hodgson Charles Davies-Higgins and his duties shall be specified by the Directors and he shall be paid such salary as they shall determine, subject to any terms of any contract entered into with him; the Directors may from time to time dismiss the said George Hodgson Charles Davies-Higgins or any other Secretary, to be hereafter appointed, from office.

## AUDIT.

139. The Company at each Ordinary General Meeting shall appoint an Auditor or Auditors to hold office until the next Ordinary General Meeting, and the following provisions shall have effect, that is to say :—

- (1). If an appointment of Auditors is not made at an Ordinary General Meeting the Board of Trade may on the application of any Member of the Company appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.
- (2). A Director or Officer of the Company shall not be capable of being appointed Auditor of the Company.
- (3). The first Auditors of the Company may be appointed by the Directors before the Statutory Meeting, and if so appointed shall hold office until the first Ordinary General Meeting, unless previously removed by a resolution of the Shareholders in General Meeting in which case the Shareholders at such Meeting may appoint Auditors.
- (4). The Directors of the Company may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor (if any) may act.
- (5). The remuneration of the Auditor of the Company shall be fixed by the Company in General Meeting except that the remuneration of any Auditors appointed before the statutory Meeting or to fill any casual vacancy may be fixed by the Directors.
- (6). Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors and the Auditors shall sign a Certificate

at the foot of the balance sheet stating whether or not all their requirements as Auditors have been complied with and shall make a report to the Shareholders on the accounts examined by them and on every balance sheet laid before the Company in General Meeting during their tenure of office and in every such report shall state whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs as shown by the books of the Company and such report shall be read before the Company in General Meeting.

#### NOTICES.

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

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

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

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

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

145. Any notice required to be, or which may be, given by advertisement shall be advertised once in two daily newspapers.

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

147. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office.

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

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

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



151. Where a given number of days' notice, or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

152. All summonses, notices, process orders, and judgments in relation to any legal proceedings by the Company or its liquidators against any Member not in the United Kingdom (whether a subject of His Majesty or not), may be served by post, and the foregoing provisions as to notices shall apply *mutatis mutandis* and such service shall be considered for all purposes to be personal service.

#### WINDING UP.

153. If the Company shall be wound up and the surplus assets shall be insufficient to pay the whole of the paid-up capital, such surplus assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid-up, or which ought to have been paid-up, on the shares held by them respectively, at the commencement of the winding up. But this clause is to be without prejudice to the rights of the holders of shares issued upon special conditions.

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

155. If at any time the liquidators of the Company shall make any sale or enter into any arrangement pursuant to section 161 of the Companies' Act, 1862, a dissentient Member within the meaning of that section shall not have the rights

thereby given to him, but instead thereof he may by notice in writing addressed to the liquidators and left at the office not later than fourteen days after the date of the meeting at which the special resolution authorising such sale or arrangement was passed, require them to sell the shares, stock or other property, option, or privileges to which, under the arrangement, he would otherwise become entitled, and to pay the nett proceeds over to him, and such sale and payment shall be made accordingly. Such last-mentioned sale may be made in such manner as the liquidators think fit.

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

#### INDEMNITY.

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

158. No Director or other officer of the Company shall be liable for the acts, receipts, neglect or default of any other Director or officer, or for joining in any receipt or other act of conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities, or effects shall be deposited, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his respective office, or in relation thereto, unless the same happen through his own wilful act or default.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Robert Pearson	St Helton	Lower View Ramabottom	Secretary
John Haworth	38	Stratford Terrace - Leeds	Paper & Stationery
James Foster	Peel Brow	Ramabottom	Contractor
John Lees	5 Rawson Terrace	Leeds	Paper Salesman
Edmund Hill	Peel Brow	Ramabottom	Wooden Merchant
James Haworth	Shuttleworth	Near Manchester	Stonemason

Joseph Greenhalgh }  
 Bruce Mount }  
 Ramabottom }  
 Joint Managers

Dated the Thirtieth day of January 1903

Witness to the above signatures  
 of Robert Pearson St Helton, James Foster  
 Edmund Hill, James Haworth  
 and Joseph Greenhalgh

Fred Cunliffe  
 Mount Villas  
 Ramabottom  
 Analytical Chemist.

Witness to the above signatures  
 of John Haworth and John Lees

Henry Jackson  
 103 Bury Road  
 Leeds  
 Clerk

DUPLICATE FOR THE FILE.

No. 76342



# Certificate of Incorporation

I hereby Certify, That the

*Japa Blinds Limited*

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is  
**Limited.**

Given under my hand at London this *Tenth* day of *February*

One Thousand Nine Hundred and *three*.

Fees and Deed Stamps £ *6" 17" 6*

Stamp Duty on Capital £ *12" 10" 0*

*Ernest Bear*

Registrar of Joint Stock Companies.

Certificate received by

*F. C. Wiggins*

*for Messrs Japa Blinds Ltd*

*London W 11*

Date *12/2/03*

# Japa Blinds Limited.

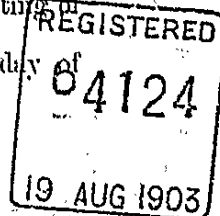
## Special Resolution.

Passed 18th day of July, 1903.

Confirmed 15th day of August, 1903.



At an extraordinary general meeting of JAPA BLINDS LIMITED, duly convened and held at 17 and 18, Quebec Chambers, Leeds, on the 18th day of July, 1903, the subjoined SPECIAL RESOLUTION was duly passed, and at a subsequent extraordinary general meeting of the said Company also duly convened and held at the same place on the 15th day of August, 1903, the subjoined SPECIAL RESOLUTION was confirmed.



### RESOLUTION.

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

The following Articles shall be inserted after Article 10, namely:—10 (a) "The holders of preference shares of the Company shall have the right to a fixed cumulative preferential dividend at the rate of £6 per centum per annum on the Capital for the time being paid up on such shares and such preference shares shall rank, as regards dividend, in priority to the other shares."

10 (b) "The right of the holders of preference shares of the Company to a fixed cumulative preferential dividend as expressed in Article 10 (a) of these presents shall be retrospective as to all preference shares allotted prior to the date of the passing of the Special Resolution embodying this and the preceding Article in the Articles of Association of the Company."

Dated the 17th day of August, 1903.

By order of the Board,

G. H. C. Davies Higgins  
287

SECRETARY.

17 & 18, QUEBEC CHAMBERS, LEEDS.



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

COMPANY LIMITED BY SHARES.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here

Statement of Increase of the Nominal Capital

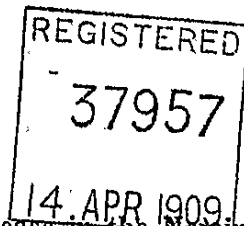
OF  
*Japa Blinds*



LIMITED,

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

(See Page 2 of this Form.)



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

TELEGRAMS: "CERTIFICATE, LONDON,"

7520-408.  
TELEPHONE: NUMBER 246 HOLBORN.

JORDAN & SONS, LIMITED,

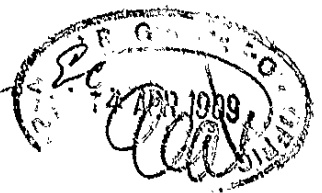
Company Registration Agents, Printers, Publishers, and Stationers,

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

Presented for filing by

*Grundy Kershaw & Co*

*89 Grosvenor Street, London*



# THE NOMINAL CAPITAL

OF

*Japa Blinds*

LIMITED,

has been increased by the addition thereto of the sum of

*Three thousand* Pounds,

divided into *Three thousand Preference* Shares

of *One pound* each,

beyond the Registered Capital of *the Company of £5,000.*

Signature

*John P. Skelton*

Description

*Director*

Dated the

*5th*

day

of

*April*

190 *9*

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



THE STAMP ACT, 1891; THE FINANCE ACT, 1890; and  
THE REVENUE ACT, 1903.

**COMPANY LIMITED BY SHARES.**

**STATEMENT OF INCREASE**

OF THE

**NOMINAL CAPITAL**

OF

*Capa Blends*

**LIMITED.**

76342

# Japa Blinds Limited



L  
1  
108

To the Registrar of Joint Stock Companies.

Japa Blinds Limited hereby give you notice that by a resolution of the company in general meeting passed at the 3<sup>rd</sup> day of April 1909 the nominal capital of the company has been increased by the addition thereto of the sum of £3000 divided into 3000 Preference Shares of £1 each beyond the registered capital of the company of £5000.

Dated this 3<sup>rd</sup> day of April 1909.

W. P. Shelton  
Director

REGISTERED  
37958  
14 APR 1909

169

14 APR 1908

76342  
Telephone No. 22176, Leeds.

Tel. Address "Shades" Phone Leeds

# JAPA BLINDS LIMITED,

PRINTERS & PAPER BAG MANUFACTURERS.  
MAKERS AND PATENTEES OF THE  
JAPA SANITARY WINDOW BLINDS.

Please Quote

Hunslet Carr,  
LEEDS.

No. of Certificate 76342.

The Companies Acts 1908 to 1917.  
COMPANY LIMITED BY SHARES.  
SPECIAL RESOLUTION

(Pursuant to the Companies (Consolidation) Act 1908 Sections 13 and 69)

OF

'JAPA' BLINDS LIMITED.

Passed 29th October, 1927.

Confirmed 19th November, 1927.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Offices of the Company, Baln Road Works, Hunslet Carr, Leeds, on Saturday, the 29th day of October, 1927, the following SPECIAL RESOLUTION was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at the same place on Saturday, the 19th day of November, 1927, the following SPECIAL RESOLUTION was duly confirmed.

## SPECIAL RESOLUTION.

"THAT THE NAME OF THE COMPANY BE CHANGED TO  
'JAPA' PAPER PRODUCTS, LIMITED."

REGISTERED

154085

28 NOV 1927

On behalf of the Board

*Robt. P. Preston*

Chairman.



27

B 76342  
[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:— 4929/27.



BOARD OF TRADE,

16th December, 1927.

Sir,

JAPA BLINDS LIMITED.

With reference to your application of the 26th November, 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

"JAPA" PAPER PRODUCTS LIMITED.

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, 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,

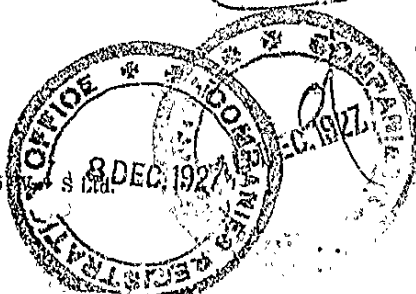
Your obedient Servant,

*W. Waller Brown*

The Secretary,  
Japa Blinds Limited,  
Hunslet Carr,  
Leeds.

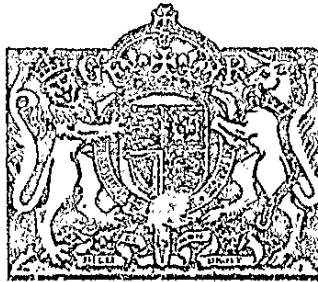
62620

91) (335224) Wt. 10217A/25172 Gp. 144 1800 11.25



26

No. 76342



## Certificate of Change of Name.

I hereby Certify, That the-

JAPA BLINDS 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  
"JAPA" PAPER PRODUCTS, LIMITED

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

Given under my hand at London, this seventeenth day of December

One Thousand Nine Hundred and twenty-seven.

*Registrar of Joint Stock Companies.*

Certificate received by

for TWO JAPA BLINDS, Ltd.

Date

21/12/27.

*F. Longden*  
SECRETARY

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

COMPANY LIMITED BY SHARES.



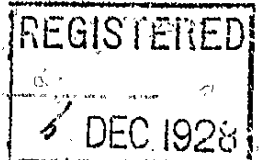
Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

Statement of Increase of the Nominal Capital

OF

*Japa Paper Products*

LIMITED,



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

(See Page 2 of this Form.)

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

86923

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 494 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

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

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

Presented for filing by



*V. Lister Croft,*  
*Solicitor,*  
*Wakefield.*



# THE NOMINAL CAPITAL

OF

*Japa Paper Products* LIMITED,

has, by a Resolution of the Company dated the *twenty fourth* day  
of *November*, 1928, been increased by the addition thereto of the  
sum of *Twelve thousand* \_\_\_\_\_ Pounds,  
divided into *Twelve thousand* \_\_\_\_\_ Shares  
of *One pound* \_\_\_\_\_ each,  
beyond the Registered Capital of *Eight thousand pounds*.

Signature

*J. L. G. Galloway*

Description

*Secretary.*

Dated the *3rd* day

of *December* - 1928

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

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

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;  
THE REVENUE ACT, 1903; and THE FINANCE ACT, 1909.

COMPANY LIMITED BY SHARES.

STATEMENT OF INCREASE

OF THE

NOMINAL CAPITAL

OF

*Japa Paper Products*

LIMITED.



"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.



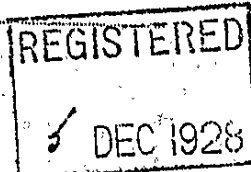
Ad valorem  
Companies  
Fee Stamp  
to be  
impressed  
here.

Notice of Increase in the Nominal Capital

OF

*Japa Paper Products*

LIMITED.



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

(See Page 2 of this Form).

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 494 (2 LINES).

**JORDAN & SONS, LIMITED,**  
Company Registration Agents, Printers, and Publishers,  
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

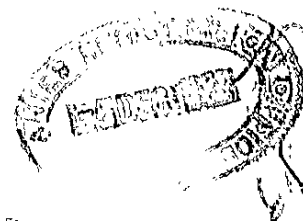
Presented for filing by



*Lister Croft.*

*Solicitor.*

*Wakefield.*



276

# Notice of Increase in the Nominal Capital

OF

Japa Paper Products — Limited

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the twenty fourth day of November 1928, the Nominal Capital of the Company has been increased by the addition thereto of the sum of Twelve thousand Pounds, divided into Twelve thousand Shares of One pound each, beyond the Registered Capital of Eight thousand Pounds.

Signature

J. Longfellow

Description

Secretary

Dated the 3rd day

of December 1928.

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

[Form No. 10.]

*"The Companies Acts, 1908 to 1917."*

COMPANY LIMITED BY SHARES.

NOTICE OF INCREASE

IN THE

NOMINAL CAPITAL

OF

*Japa Paper Products*

LIMITED.

63  
"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.



## Special Resolution

(Pursuant to The Companies Act, 1929, Sections 117 and 10.)

OF

# JAPA PAPER PRODUCTS, LIMITED.

Passed the 7th day of July, 1934.

REGISTERED  
20 JUL 1934

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at Larchfield Mills, Hunslet, Leeds, 10, on the 7th day of July, 1934, the following SPECIAL RESOLUTION was duly passed:—

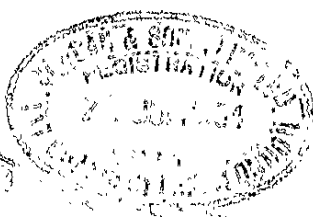
"That the Articles of Association of the Company be altered by omitting in Article 53 the following words, viz.:—

"but so that the amount at any one time owing in respect of  
"moneys so raised or borrowed shall not, without the sanction  
"of a General Meeting, exceed the sum of £3,000. Nevertheless,  
"no lender or other person dealing with the Company shall be  
"concerned to see or enquire whether this limit is observed."

*John Haworth*

Chairman.

Presented to the Registrar of Companies  
on the 21st day of July, 1934.



213



**"The Companies Act, 1929."**



**COMPANY LIMITED BY SHARES.**

(COPY)

**Ordinary and Special Resolutions**  
OF  
**Japa Paper Products Limited.**

*Passed the 21st day of August, 1937.*

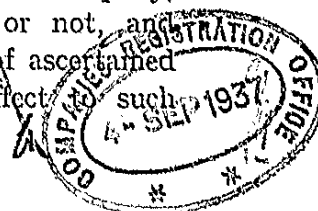
REGISTERED  
4 SEP 1937

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held on the 21st day of August, 1937, the subjoined Resolution numbered 1 was duly passed as an ORDINARY RESOLUTION and the subjoined Resolutions numbered 2 and 3 were duly passed as SPECIAL RESOLUTIONS:—

1. "That the Capital of the Company be increased from £20,000, divided into 8000 Ordinary Shares of £1 each and 12,000 6 per cent. Cumulative Preference Shares of £1 each to £50,000, by the creation of 12,000 new Ordinary Shares of £1 each ranking for Dividend and in all other respects *pari passu* with the existing Ordinary Shares in the Company, and 18,000 new 6 per cent. Cumulative Preference Shares of £1 each ranking for Dividend and in all other respects *pari passu* with the existing Preference Shares in the Company."
2. "That the Articles of Association of the Company be amended by adding after Article 128 the following Article, to be numbered 128A, under the heading 'CAPITALISATION OF PROFITS':—

128A. The Company in General Meeting may by resolution direct the capitalisation of any undivided profits of the Company, whether standing to the credit of a Reserve Fund, or not, and whether the same shall be in the nature of income or of ascertained accretions to Capital, and the Directors shall give effect to such

50M 4 SEP 1937



resolutions by applying the profits to be so capitalised in paying up either—

- (A) partly paid Shares held by Shareholders who would be entitled to such profits if the same were distributed by way of Dividend; or
- (B) unissued Shares of the Company to be thereupon issued to such Shareholders as aforesaid or (so far as such issue shall be impracticable in consequence of the fractions involved) to be sold for the benefit of the Shareholders entitled thereto or dealt with by the issue of Fractional Certificates or otherwise at the discretion of the Directors.

The Directors may appoint any person to contract with the Company on behalf of the Members entitled to the capitalised profits for the application thereof in manner aforesaid, and any contract so made shall be binding on all such Members and shall where necessary be delivered to the Registrar of Companies for registration pursuant to Section 42 of The Companies Act, 1929."

- 3. "That Income Tax shall be deducted at the current rate from time to time from the Dividends paid upon the Preference Shares of the Company after the date of the passing of this Resolution."

*John Haworth* Chairman.

Presented to the Registrar of Companies  
on the *14th* day of September, 1937.

(FOLD HERE)

ON HIS MAJESTY'S SERVICE.

THE STAMP ACT, 1891; THE REVENUE ACT, 1903;  
and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

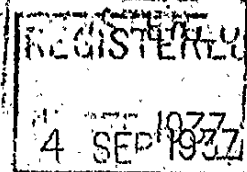
Statement of Increase of the Nominal Capital  
OF

JAPA PAPER PRODUCTS

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of  
The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)



The Statement has to be registered with the Notice of Increase in the  
Nominal Capital and printed copy of the Resolution authorising the  
Increase required under Section 52 of The Companies Act, 1929.

80068-35

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

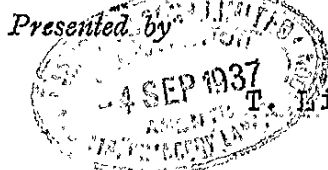
TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

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

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



T. Hister Croft & Co.,

Solicitors,

Wakefield.



666

# THE NOMINAL CAPITAL

OF

JAPA PAPER PRODUCTS

LIMITED,

has, by a Resolution of the Company dated the Twenty first day of August —, 1937, been increased by the addition thereto of the sum of Thirty thousand — Pounds, divided into Thirty thousand — Shares of One pound — each, beyond the Registered Capital of Twenty thousand Shares. —

Signature

*J. Longfellow*

Description

*Secretary*

Dated the *First* — day

of *September* — 19*37*.

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

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



THE STAMP ACT, 1891; THE REVENUE ACT, 1903;  
and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL.

STATEMENT OF INCREASE

OF THE

NOMINAL CAPITAL

OF

JAPA PAPER PRODUCTS

LIMITED.

T. Lister Croft & Co.,  
WAKEFIELD.

Number of } 76342  
Company }



Form No. 10.

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL.



Ad valorem  
Companies  
Fee Stamp  
(including  
Registration  
Fee of 5s.)  
must be  
impressed  
here.

# Notice of Increase in the Nominal Capital

OF

JAPA PAPER PRODUCTS

LIMITED.

REGISTERED

4 SEP 1937

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 2 of this Form)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO. 1 HOLBORN 0434 (3 LINES)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

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

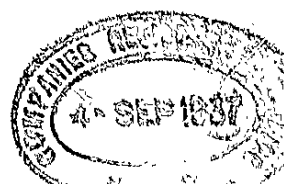
and 13 BROAD STREET PLACE, E.C. 2.

Presented by

T. Lister Croft & Co.,

Solicitors,

Wakefield.



## OF

*Limited.*

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) an Ordinary Resolution of the Company dated the Twenty first day of August 1937, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 30,000, beyond the Registered Capital of £ 20,000

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
12,000	Ordinary	One Pound
18,000	6 per cent. Cumulative Preference (Not Redeemable)	One Pound

Both classes of shares ranking for dividend and in all other respects pari passu with the existing Ordinary and Preference Shares respectively in the Company.

*Signature*

*Description (c)*

Dated the First day  
of September 1937.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.  
 (b) If any of the new Shares are Preference Shares state whether they are redeemable or not.  
 (c) State whether Director or Manager or Secretary of the Company,

"The Companies Act, 1929."

COMPANY HAVING A SHARE CAPITAL.

NOTICE OF INCREASE

IN THE

NOMINAL CAPITAL

JAPA PAPER PRODUCTS

LIMITED.

T. Lister Croft & Co.,  
WAKEFIELD.

JORDAN & SONS, LIMITED  
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2



THE COMPANIES ACT, 1948

**COMPANY LIMITED BY SHARES**

(COPY)

**Ordinary Resolution**

(Pursuant to The Companies Act, 1948, Section 61)

OF

**JAPA PAPER PRODUCTS LIMITED**

**REGISTERED**

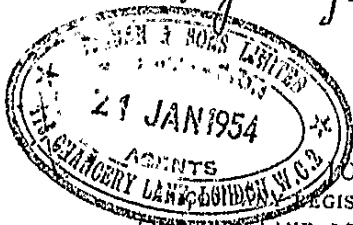
Passed the 19th day of December, 1953 **21 JAN 1954**

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Laneside Mills, Churwell near Leeds, on the 19th day of December, 1953, the following ORDINARY RESOLUTION was duly passed:—

"That the Share Capital of the Company be increased from £50,000 divided into 20,000 Ordinary Shares of £1 each and 30,000 6% Cumulative Preference Shares of £1 each to £80,000 by the creation of 30,000 new Ordinary Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing Ordinary Shares in the Company."

*P. J. Haworth*  
Director.

Presented to the Registrar of Companies  
on the 21<sup>st</sup> day of January 1954



JORDAN & SONS, LIMITED

REGISTRATION AGENTS, PRINTERS AND PUBLISHERS,  
11 ABERNETHY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.



Number of } 76342 / 100  
Company }

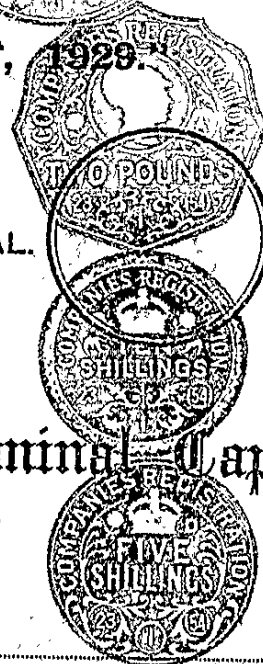


Form No. 10.

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL.

Ad valorem  
Companies  
Fee Stamp  
(including  
Registration  
Fee of 5s.)  
must be  
impressed  
here.



● Notice of Increase in the Nominal Capital

OF

JAPA PAPER PRODUCTS

LIMITED.

REGISTERED

21 JAN 1954

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 2 of this Form)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE No. 1 HOLBORN 0434 (3 LINES)

58076-36

JORDAN & SONS, LIMITED,

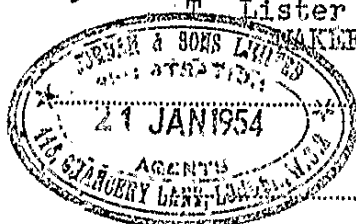
Company Registration Agents, Printers, and Publishers,

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

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

Presented by

T. Lister Croft & Co.  
SHEFFIELD.



c1106

# Notice of Increase in the Nominal Capital

OF

JABA PAPER PLASTICS

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) an Ordinary Resolution of the Company dated the 19th day of December 1953, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £30,000, beyond the Registered Capital of £50,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
30,000	Ordinary Shares	£1 each

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

To rank for dividend and in all other respects pari passu with the existing Ordinary Shares of the Company.

Signature

Description (c)

Dated the Thirty First day  
of December 1953.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.  
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.  
(c) State whether Director or Manager or Secretary of the Company.

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

*"The Companies Act, 1929."*

COMPANY HAVING A SHARE CAPITAL.

NOTICE OF INCREASE

IN THE

NOMINAL CAPITAL

OF

JAPA PAPER PRODUCTS

LIMITED.

T. Lister Croft & Co.  
WAKEFIELD.

JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2



Number of  
Company } 76312 111

[Form No. 26,

THE STAMP ACT, 1891; THE REVENUE ACT, 1903;  
and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

Statement of Increase of the Nominal Capital

OF

JAPA PAPER PRODUCTS

LIMITED,

21 JAN 1954

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of  
The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement has to be registered with the Notice of Increase in the  
Nominal Capital and printed copy of the Resolution authorising the  
Increase required under Section 52 of The Companies Act, 1929.

92016-37

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

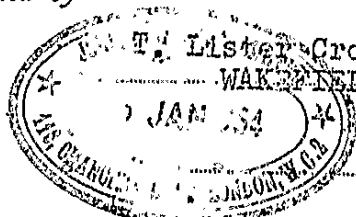
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

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

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

Presented by



C224

# THE NOMINAL CAPITAL

OF

JAPA PAPER PRODUCTS

LIMITED,

has, by a Resolution of the Company dated the 19th day of December, 1953, been increased by the addition thereto of the sum of Thirty thousand Pounds, divided into Thirty thousand Shares of One pound each, beyond the Registered Capital of Fifty thousand pounds

Signature

*J. Longfellow*

Description

*Secretary*

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

Dated the *Thirtieth* day

of December, 1953.

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

THE STAMP ACT, 1891; THE REVENUE ACT, 1905;  
and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL.

STATEMENT OF INCREASE

OF THE

NOMINAL CAPITAL

OF

JAPA PAPER PRODUCTS

LIMITED.

T. Lister Graft & Co.  
WALSFIELD.

JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 15 BROAD STREET PLACE, E.C.2.

G

COMPANIES FORM No. 600

**Notice of appointment of liquidator  
Voluntary winding up  
(Members or Creditors)**

600

Pursuant to section 109 of the Insolvency Act 1986

7 MAY 1993

L4 700

Please do not  
write in  
this margin

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

00076342

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

Name of company

\* JAPA PAPER PRODUCTS LIMITED

Nature of Business

PAPER CONVERSION

\* insert full  
name of  
company

I/we give notice that I/we have been appointed liquidator(s) of the above company  
on 27th April, 19 93

The appointment was by [the company] [the creditors]†

Type of liquidation [Members] [Creditors]†

† delete as  
appropriate

Name of Liquidator	Kenneth Frank Fortune
Office holder number	0/003760/01
Address	Cheapside Chambers, 43 Cheapside, Bradford, W. Yorkshire, BD1 4HP
Signature	<i>K. Fortune</i>
Date	29 <sup>th</sup> April 1993

Name of Liquidator	
Office holder number	
Address	
Signature	
Date	

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

CLARK WHITEHILL JOSOLYNE  
Chartered Accountants  
CHEAPSIDE CHAMBERS  
43 CHEAPSIDE  
BRADFORD BD1 4HP

For official Use

General Section

Post room

COMPANIES HOUSE  
- 5 MAY 1993  
61

Time Critical Reference

[COPY]

## special resolution

pursuant to sections 378(2) of the Companies  
Act 1985 and 84(1)(b) of the Insolvency Act  
1986

# J84a

name of company

Company Number

00076342

TAPA PAPER PRODUCTS Limited  
Passed 27<sup>th</sup> APRIL 1993

At an Extraordinary General Meeting of the members of the above-named Company  
duly convened and held at 9b NORTH LANE,  
HEADINLEY LEEDS  
on 27<sup>th</sup> APRIL 1993, the following  
SPECIAL RESOLUTION was duly passed:-

"That the Company be wound up voluntarily, and that

KENNETH FRANK FORTUNE  
[and] (1)  
of CHEAPSIDE CHAMBERS, 43 CHEAPSIDE  
BRADFORD

be and he is/they are (2) hereby appointed Liquidator(s) (1) for the purposes of  
such winding-up".

Signature (3) J. J. HAWKES

Description CHAIRMAN

### NOTES:

(1) Delete if it does not apply.

(2) Delete that which does not apply.

(3) This form should be signed by the Chairman of the meeting at which the Resolution was passed,  
or by a Director or the Secretary of the Company.

This copy resolution must be filed with the Registrar of Companies within 15 days after it was passed.  
It must also be published in the London Gazette within 14 days and Form J84b should be completed  
and sent to Jordan & Sons Limited who are agents for this purpose, at the London address shown on  
the left, marked for the attention of the "Liquidation Department".

Presented by CLARK WHITEHILL JOSOLYNE  
Chartered Accountants  
CHEAPSIDE CHAMBERS  
43 CHEAPSIDE  
BRADFORD BD1 4HP

Presenter's Reference

PRINTED AND SUPPLIED BY

Jordan & Sons Limited  
JORDAN & SONS LIMITED  
20, MARK LANE  
BRISTOL B1 1PU  
TELEPHONE 01273 3333  
TELEX 26011



FL - COMPANY 275  
10/1/86

Section 89(3)

The Insolvency Act 1986  
 Members' Voluntary Winding Up  
 Declaration of Solvency Embodying  
 a Statement of Assets and Liabilities  
 Pursuant to section 89(3) of the Insolvency Act 1986

**S.89(3)**

To the Registrar of Companies

For official use

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Company Number

00076342

Name of company

(a) Insert full name of company

(a) JAPA PAPER PRODUCTS

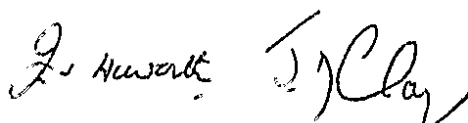
Limited

(b) Insert full name(s) I/We (b)  
and address(es) and,

John Vernon Stewart Haworth, 23 Park Lane, Roundhay, Leeds LS8 2EJ  
 John Arthur Clay, Wesley House, Wesley Street, Ossett WF5 8EZ

attach a declaration of solvency embodying a statement of assets and liabilities

Signed



Date 19/4/93

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

CLARK WHITEHILL JOSOLYNE  
 Chartered Accountants  
 CHEAPSIDE CHAMBERS  
 43 CHEAPSIDE  
 BRADFORD BD1 4HP

For Official Use  
 Liquidation Section Post Room

COMPANIES HOUSE  
 - 5 MAY 1993

JWU70  
 12.87



Jordan &amp; Sons Limited

21 St Thomas Street, Bristol BS1 6JS Tel 0272 230600 Telex 449119

## Section 89(3)

The Insolvency Act 1986  
Members' Voluntary Winding Up  
Declaration of Solvency  
Embodying a Statement of  
Assets and Liabilities

Company number 00076342Name of company JAPA PAPER PRODUCTSLimited

Presented by \_\_\_\_\_

## Declaration of Solvency

(a) Insert names and addresses

We (a) John Vernon Stewart Haworth, 23 Park Lane, Roundhay, Leeds LS8 2EX  
John Arthur Clay, Wesley House, Wesley Street, Ossett WF5 8EZ

(b) Delete as applicable

(c) Insert name of company

(d) Insert a period of months not exceeding 12

(e) Insert date

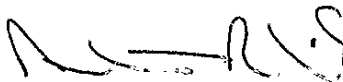
being (b) [all the] [the majority of the] directors of (c) Japa Paper Products Limited  
do solemnly and sincerely declare that we have made a full inquiry into the affairs  
of this company, and that, having done so, we have formed the opinion that this  
company will be able to pay its debts in full together with interest at the official  
rate within a period of (d) 12 months, from the commencement of the  
winding up.

We append a statement of the company's assets and liabilities as at (e)  
6 April 1993, being the latest practicable date before the making of this  
declaration.

We make this solemn declaration, conscientiously believing it to be true, and by  
virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Leeds West Yorkshirethis 19<sup>th</sup> day of April 1993

Before me,



Solicitor

ANDREW T.R. LINDEN

Solicitor or Commissioner of Oaths



Statement as at 6th April 1993 showing assets at estimated  
realisable values and liabilities expected to rank

Assets and liabilities		Estimated to realise or to rank for payment to nearest £
<b>Assets:</b>		£
	Balance at Bank	455,994
	Cash in Hand	50
	Marketable Securities	1,550
	Bills Receivable	
	Trade Debtors	
	Loans and Advances	109,152
	Unpaid Calls	
	Stock in Trade	
	Work in Progress	
	Freehold Property	
	Leasehold Property	
	Plant and Machinery	
	Furniture, Fittings, Utensils etc	
	Patents, Trade Marks etc	100
	Investments other than Marketable Securities	
	Other Property, viz VAT recoverable	3,760
	Estimated Realisable Value of Assets	£ 570,606
<b>Liabilities</b>		£
	Secured on specific assets, viz	
	Secured by a Floating Charge(s)	
	Estimated Cost of Liquidation and other expenses including interest accruing until payment of debts in full	(12,000)
	Unsecured creditors (amounts estimated to rank for payment)	
	£	£
	Trade accounts	3,967
	Bills payable	
	Accrued expenses	10,531
	Other liabilities	55,444
	Redundancy Payments Service	102,818
	Contingent liabilities	160,000
		(332,760)
Estimated Surplus after paying Debts in full		£ 225,846

Remarks:



Rule 4.223-CVL The Insolvency Act 1986  
 Liquidator's Statement of  
 Receipts and Payments  
 Pursuant to Section 192 of the  
 Insolvency Act 1986

# S.192

To the Registrar of Companies

For official use

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Company Number

00076342

Name of Company

(a) Insert full name of  
company

(a) JAPA PAPER PRODUCTS

Limited

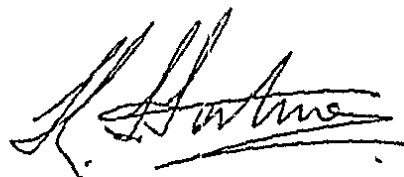
(b) Insert full name(s)  
and address(es)

I/We (b)

Kenneth Frank Fortune of  
 Clark Whitehill Josolyne,  
 Cheapside Chambers,  
 43 Cheapside,  
 Bradford,  
 BD1 4HP

the liquidator(s) of the company attach a copy of my/our statement of Receipts  
 and Payments under Section 192 of the Insolvency Act 1986

Signed



Date

11/5/94

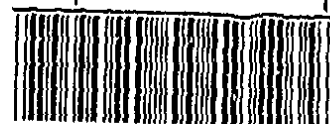
Presenter's name,  
address and reference  
(if any)

CLARK WHITEHILL JOSOLYNE  
 Chartered Accountants  
 CHEAPSIDE CHAMBERS  
 43 CHEAPSIDE  
 BRADFORD BD1 4HP

For Official Use

Liquidation Section

Post Room



\*A2W4Q1MB\*

A03 RECEIPT DATE: 26/05

JWU68  
12.87

**Jordan & Sons**  
 1 NEW STATIONERS

Jordan & Sons Limited  
 21 St Thomas Street, Bristol BS1 6JS Telephone 0272 230600 Telex 449119

# Statement of Receipts and Payments under section 192 of the Insolvency Act 1986

Name of Company Japa Paper Products Limited

Company's registered number 00076342

State whether members' or creditors' voluntary winding up Members

Date of commencement of winding up 27th April, 1993

Date to which this statement is brought down 26th April, 1994

Name and address of liquidator Kenneth Frank Fortune of Clark Whitehill Josolyne,  
Cheapside Chambers, 43 Cheapside, Bradford, BD1 4HP

## NOTES

You should read these notes carefully before completing the forms. The notes do not form part of the return to be sent to the registrar of companies.

## Form and Contents of Statement

(1) Every statement must contain a detailed account of the liquidator's realisations and disbursements in respect of the company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realised, including balance at bank, book debts and calls collected, property sold, etc, and the account of disbursements should contain all payments for costs, charges and expenses, or to creditors or contributories. Receipts derived from deposit accounts and money market deposits are to be included in the 'balance at bank'. Only actual investments are to be included in the 'amounts invested' section in the analysis of balance on page 5 of the form. Where property has been realised, the gross proceeds of sale must be entered under realisations and the necessary payments incidental to sales must be entered as disbursements. A payment into the Insolvency Services Account is not a disbursement and should not be shown as such; nor are payments into a bank, building society or any other financial institution. However, the interest received on any investment should be shown in the realisations. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals represent the total amounts received and paid by the liquidator respectively.

## Trading Account

(2) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments on the trading account must alone be set out in this statement.

## Dividends

(3) When dividends, instalments of compositions, etc are paid to creditors or a return of surplus assets is made to contributories, the total amount of each dividend, etc actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor and the amount of dividend, etc payable to each creditor, or contributory.

(4) When unclaimed dividends, etc are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum. The items to be paid in relation to unclaimed dividends should first be included in the realisations side of the account.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolutions of the liquidation committee or of the creditors or of the company in general meeting, or by order of the court as the case may require, or is otherwise allowable under the provisions of the Insolvency Rules.

(6) This statement of receipts and payments is required in duplicate.



pursuant to Section 192 of the Insolvency Act 1936

DISBURSEMENTS

DATE	to whom Paid	Nature of Disbursements	AMOUNT £
<u>1993</u>		Brought forward ..	222,252-79
SEPT. 13	ROYAL BANK OF SCOTLAND	BANK CHARGES	62-00
" 15	INLAND REVENUE	CREDITOR	750-00
" 29	ROYAL BANK OF SCOTLAND	BANK INTEREST	8-37
OCT. 26	D.A. BOGE PENSIONS	PENSION SCHEME ADVICE	528-75
NOV. 1	CLARK WHITEHILL JOSELYNE (LEEDS)	CREDITOR	2,500-00
" 19	LEEDS CITY COUNCIL	COUNCIL TAX - WELFIELD	60-00
" "	SUN ALLIANCE ASS	INSURANCE	565-00
<u>1994</u>			
JAN. 21	INTERIM RETURN	CONTRIBUTORIES	40,000-00
MAR. 15	LEEDS CITY COUNCIL	COUNCIL TAX - WELFIELD	20-99
APRIL 11	DEPARTMENT OF TRADE	AV FEE	5-67
FEB. 21	" "	Ad VALOREM FEES	2,325-00
Carried forward .. *			299,078-57

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

Disbursements, which should be carried forward to the next Account.

I.P.T.O.

\*NOTE—No balance should be shown on this Account, but only the total Realisations and

# DISBURSEMENTS

DATE	To whom Paid	Nature of Disbursements	AMOUNT £
1993		Brought forward ..	
May 12	Midland Bank plc	Charge refunded	115-115
v 24	H. G. Halliday	Charges on transport	10-80
	M. I. Halliday	Creditor	204-62
	Miss Sanders	Creditor	147-00
	Mrs Mitchell	Company Secretarial	75-00
June 8	J. T. Stead	Creditor	5-40
" 9	J. B. Haworth	Creditor	35,156-25
" "	JVS Haworth	Creditor	39,843-75
" "	Inland Revenue	Creditor	25,000-00
" "	J. B. Haworth	Telephone calls etc	22-60
" "	L. H. Watkinson	Telephone calls etc	62-00
" "	Leeds City Council	Council Tax	149-82
" "	Royal Bank of Scotland	Bank Charges	10-50
v 10	L. H. Watkinson	Expenses reimbursed	68-64
v 27	Clark Whitehill & Byrne	Creditor	7,425-00
July 2	Clark Whitehill & Byrne	Creditor	1,410-00
v 26	Lo A Searchers Ltd	Copy Memo & Articles of Association	14-75
v 26	Lombard North Central	Creditor re Japan	722-20
	H M Customs & Excise	Creditor re Japan	2256-63
	Clark Whitehill & Byrne	Creditor re Japan	893-00
June 30	Royal Bank of Scotland	Bank Charges	30-29
July 27	J. A. Clay	Creditor	2250-00
July 30	Interim Return	To Contributors per Schedule	105000-00
August 3	J. B. Haworth	Telephone calls etc	29-71
v 3	JVS Haworth	Expenses	32-00
Sept 4	Unclassified Preference Dividends		141-36
Oct 1	Eastwood Renshaw Ltd	Insurance	220-50
v 8	Pallas Rentals	Creditor	168-99
" "	Clark Whitehill & Byrne	Refund of S.M.A. Advances	82-85
" "	Clark Whitehill & Byrne	of Specimen Penalty Bonds	610-00
" "	Clark Whitehill & Byrne	of Specimen Penalty Bonds	129-49
Carried forward ..			222,252-79

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

# ANALYSIS OF BALANCE

Total Realisations	£	556,152	08
Total Disbursements		299,078	57
Balance	£	257,073	51
The Balance is made up as follows:—			
1. Cash in hands of Liquidator		-	
2. Balance at Bank		NIL	
3. Amount in Insolvency Services Account		164,122	49
*4. Amounts invested by Liquidator	£	929,134-70	
Less The cost of investments realised		836,183-98	
Balance		92950	42
Total Balance as shown above	£	257,073	51

[Note.—Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.]

\*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

## The Liquidator should also state —

- The amount of the estimated assets and liabilities at the date of the commencement of the winding up —

Assets (after deducting amounts charged to secured creditors—including the holders of floating charges)	£	570,606
Liabilities—Fixed charge creditors		-
Floating charge holders		-
Unsecured creditors		332,760

- The total amount of the capital paid up at the date of the commencement of the winding up —

Paid up in cash	£	40,000
Issued as paid up otherwise than for cash		

- The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

Debt due from Associated Company dependant on outcome of litigation. £26,524

- Why the winding up cannot yet be concluded Realisation of above debt dependant on litigation - not expected to go to court for about 18 months
- The period within which the winding up is expected to be completed Unable to state

Rule 4.223-CVL The Insolvency Act 1986  
 Liquidator's Statement of  
 Receipts and Payments  
 Pursuant to Section 192 of the  
 Insolvency Act 1986

# S.192

For official use

To the Registrar of Companies

--	--	--

Company Number

00076342

Name of Company

(a) Insert full name  
of company

(a) JAPA PAPER PRODUCTS

Limited

(b) Insert full name(s)  
and address(es)

I/We (b)

Kenneth Frank Fortune of  
 Clark Whitehill Josolyne,  
 Cheapside Chambers,  
 43 Cheapside,  
 Bradford,  
 BD1 4HP

the liquidator(s) of the company attach a copy of my/our statement of  
 Receipts and Payments under Section 192 of the Insolvency Act 1986

Signed



Date

9/11/94

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

CLARK WHITEHILL JOSOLYNE  
 Chartered Accountants  
 CHEAPSIDE CHAMBERS  
 43 CHEAPSIDE  
 BRADFORD BD1 4HP

For Official Use

Liquidation Section

Post Room



A12 \*AR7GS6AC\* 218  
 COMPANIES HOUSE 12/11/94

# Statement of Receipts and Payments under section 192 of the Insolvency Act 1986

Name of Company **Japa Paper Products Limited**

Company's registered number **00076342**

State whether members' or creditors' voluntary winding up **Members**

Date of commencement of winding up **27th April, 1993**

Date to which this statement is brought down **26th October, 1994**

Name and address of liquidator **Kenneth Frank Fortune of Clark Whitehill Josolyne, Cheapside Chambers, 43 Cheapside, Bradford, BD1 4HP**

## NOTES

You should read these notes carefully before completing the forms. The notes do not form part of the return to be sent to the registrar of companies.

### Form and Contents of Statement

(1) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the company. The statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realised, including balance at bank, book debts and calls collected, property sold, etc, and the account of disbursements should contain all payments for costs, charges and expenses, or to creditors or contributories. Receipts derived from deposit accounts and money market deposits are to be included in the 'balance at bank'. Only actual investments are to be included in the 'amounts invested' section in the analysis of balance on page 5 of the form. Where property has been realised, the gross proceeds of sale must be entered under realisations and the necessary payments incidental to sales must be entered as disbursements. A payment into a bank, building society or any other financial institution. However, the interest received on any investment should be shown in the realisations. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one account to another without any intermediate balance, so that the gross totals represent the total amounts received and paid by the liquidator respectively.

### Trading Account

(2) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments on the trading account must alone be set out in this statement.

### Dividends

(3) When dividends, instalments of compositions, etc are paid to creditors or a return of surplus assets is made to contributories, the total amount of each dividend, etc actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor and the amount of dividend, etc payable to each creditor, or contributory.

(4) When unclaimed dividends, etc are paid into the Insolvency Services Account, the total amount so paid in should be entered in the statement of disbursements as one sum. The items to be paid in relation to unclaimed dividends should first be included in the realisations side of the account.

(5) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolutions of the liquidation committee or of the creditors or of the company in general meeting, or by order of the court as the case may require, or is otherwise allowable under the provisions of the Insolvency Rules.

(6) This statement of receipts and payments is required in duplicate.



# LIQUIDATOR'S STATEMENT OF ACCOUNT

REALISATIONS			
DATE	Of whom Received	Nature of Assets Realised	AMOUNT £
<u>1994</u>		Brought forward ..	50,152-08
JULY 1	ROYAL BANK OF SCOTLAND	INTEREST - GROSS	658-39
SEPT 30	D.T.I.	INSOLVENCY SERVICES INTEREST	
		GROSS 2490-69 TAX PAID 622-67	1868-02
Carried forward .. *			558,678-49

\*NOTE—No balance should be shown on this Account, but only the total Realisations and

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

pursuant to Section 192 of the Insolvency Act 1986

DISBURSEMENTS			
DATE	To whom Paid	Nature of Disbursements	AMOUNT £
<u>1994</u>		Brought forward ..	299,078-57
MAY 5	DEPARTMENT OF EMPLOYMENT	CREDITOR	102,818-09
JULY, 18	LONDON GAZETTE OFFICE	STATUTORY ADVERTISEMENTS	66-96
" 22	CLARK WHITEHILL JOSOLINE	LIQUIDATOR'S REMUNERATION ON ACCOUNT	10,575-00
MAY, 6	DEPARTMENT OF TRADE & INDUSTRY	CHEQUE FEE	-65
AUG. 10	" "	AD VALOREM FEE	87-50
SEPT. 30	" "	" " "	23-35
Carried forward .. *			412,650-12

Disbursements, which should be carried forward to the next Account.

[P.T.O.]

# ANALYSIS OF BALANCE

						£	
Total Realisations	..	..	..	..	..	558,678	49
Total Disbursements	..	..	..	..	..	412,650	12
Balance						146,028	37
The Balance is made up as follows:—							
1. Cash in hands of Liquidator	..	..	..	..	..	—	—
2. Balance at Bank	..	..	..	..	..	—	—
3. Amount in Insolvency Services Account	..	..	..	..	..	147,061	31
						£	
*4. Amounts invested by Liquidator	..	..	..	..	..	929,793-09	
Less The cost of investments realised	..	..	..	..	..	930,826-03	
						(1,032	94)
Balance	..	..	..	..	..		
Total Balance as shown above	..	..	..	..	..	146,028	37

[NOTE.—Full details of stocks purchased for investment and any realisation of them should be given in a separate statement.]

\*The investment or deposit of money by the liquidator does not withdraw it from the operation of the Insolvency Regulations 1986, and any such investments representing money held for six months or upwards must be realised and paid into the Insolvency Services Account, except in the case of investments in Government securities, the transfer of which to the control of the Secretary of State will be accepted as a sufficient compliance with the terms of the Regulations.

## The Liquidator should also state —

- (1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up —

						£	
Assets (after deducting amounts charged to secured creditors—including the holders of floating charges)	..	..	..	..	..	370,606	
Liabilities—Fixed charge creditors	..	..	..	..	..	—	
Floating charge holders	..	..	..	..	..	—	
Unsecured creditors	..	..	..	..	..	332,760	

- (2) The total amount of the capital paid up at the date of the commencement of the winding up —

Paid up in cash	..	..	..	..	..	40,000	
Issued as paid up otherwise than for cash	..	..	..	..	..		

- (3) The general description and estimated value of any outstanding assets (if there is insufficient space here, attach a separate sheet)

Debt due from Associated Company dependant on outcome of litigation

261524

- (4) Why the winding up cannot yet be concluded Realisation of above debt dependant on litigation - not expected to go to court for about 18 months
- (5) The period within which the winding up is expected to be completed Unable to state