

1st of  
date

136509

[Form No. 41.]

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

**Declaration of Compliance**



A  
Companies'  
Fee Stamp  
of 5s.  
should be  
impressed  
here.

WITH THE

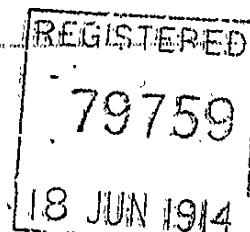
**REQUIREMENTS OF THE COMPANIES  
(CONSOLIDATION) ACT, 1908**

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)  
Act, 1908, on behalf of a Company proposed to be Registered as

*The Northern Bedding Company*

**LIMITED.**

(See Page 2 of this Form.)



31005-11.73.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

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



I *Louis Heyman*  
of *64 Maple Terrace in the City and*  
*County of Newcastle upon Tyne*  
*Bedding Manufacturer*

\*Here insert—  
"A Solicitor  
of the High  
Court en-  
gaged in the  
formation,"  
or "A person  
named in the  
Articles of  
Association  
as a  
Director (or  
Secretary)."

Do solemnly and sincerely Declare that I am *a person named*

*in the Articles of Association as a Director*

*of "The Northern Bedding Company*

LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908,  
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 *The City and*  
*County of Newcastle*  
*upon Tyne*

the *15<sup>th</sup>* day of *June*

One thousand nine hundred and *fourteen*

*Louis Heyman*

before me,

*Adrianus Phagge*

A Commissioner for Oaths.

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

---

DECLARATION OF COMPLIANCE  
WITH THE  
REQUIREMENTS  
OF  
THE COMPANIES (CONSOLIDATION)  
ACT, 1908.

---

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

**COMPANY LIMITED BY SHARES.**



Duty at the  
rate of 5s.  
for every  
£100 should  
be impressed  
here.

Statement of the Nominal Capital

OF

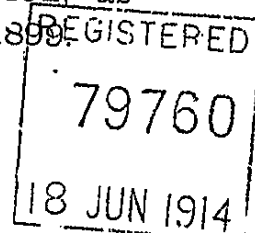
*The Northern Bedding Company*



**LIMITED,**

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

(See Page 2 of this Form.)



This Statement is to be lodged with the Memorandum of Association and  
other Documents when the Registration of the Company is applied for.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

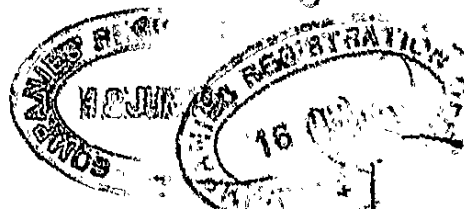
TELEPHONE NUMBER: 246 HOLBORN.

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, Publishers, and Stationers,

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

Presented for filing by



# THE NOMINAL CAPITAL

OF

*The Northern Bedding Company* LIMITED,

is *Five Hundred* Pounds,

divided into *Five Hundred* Shares

of *One pound* each.

Signature *Louis Hyman*

Description *Director*

Dated the *11<sup>th</sup>* day

of *June* 191*4*.

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, and THE FINANCE ACT, 1899.

COMPANY LIMITED BY SHARES.

STATEMENT

OF THE

NOMINAL CAPITAL

OF

*The Northern*

*Bedding Company*

LIMITED.



*The Companies (Amendment) Acts 1908.*  
7575.

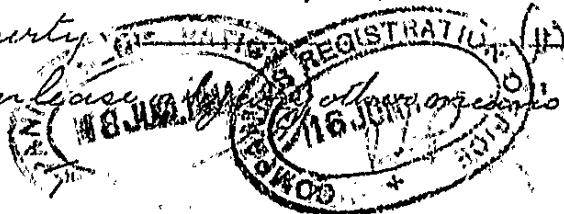
18 JUN 1914

Company Limited by Shares



# Memorandum of Association of The Northern Bedding Company Limited

1. The name of the company is The Northern Bedding Company Limited
2. The Registered Office of the company will be situated in England
3. The objects for which the company is established are:—
  - (a) To carry on the business of Mattress and Bedding Manufacturers, Importers, Cabinet Makers, Furniture Dealers, Warehousemen, and removers of furniture and other goods, General Dealers and Manufacturers, Carriers, Shipping Agents; Brokers and Agents for the sale of goods, and real and personal property of every description; To get, buy, obtain, sell, repair, alter, convert, manufacture, let on hire, deal and dispose of materials, stock, and other substances of every description, either in the rough, raw, or finished state; and generally to carry on in connection with the above or otherwise any other trade or business whatsover, which can directly or indirectly in the opinion of the Board be advantageously be carried on by the company.
  - (b) To carry on any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the company's property.
  - (c) To purchase, take on lease, or otherwise acquire



Y  
acquire any freehold, leasehold, or other property for any estate or interest whatsoever, 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

(d) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, Mills, offices, works, wharves, roads, railways, tramways, 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, or control the same, or join with others in so doing.

(e) 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 part of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement 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 debenture stock, or securities that may be agreed

upon, and to hold and retain, or sell, or to give, and  
deal with any shares, Debentures, Debenture Stock, or securities  
so received

- (f) To purchase or by other means acquire and protect and  
prolong, whether in the United Kingdom or elsewhere,  
any Patent, patent rights, brevets d'invention, licences  
and concessions, which may appear likely to be advantageous  
or useful to the Company, and to use and turn to account,  
and to manufacture under or grant licences or privileges in  
respect of the same, and to expend money in experimenting  
upon and testing, and in improving or seeking to improve  
upon the said patents or inventions.
- (g) 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.
- (h) 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
- (i) To lend or 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  
surety for any such persons.
- (j) To borrow and raise money in such manner  
as the Company shall think fit, and in particular  
by the issue of debentures or debenture stock, perpetual  
or otherwise, and to secure the repayment of any  
money borrowed, raised, or owing by mortgage, charge  
or lien upon the whole or any part of the Company's  
property or assets (whether present or future) including  
its uncalled capital, and also by or similar Mortgage,  
charge, or lien to secure and guarantee the performance

X  
by the Company of any obligations or liability it  
may undertake

(K) To draw, make, accept, indorse, discount,  
execute, and issue Promissory notes, Bills of Exchange,  
Bills of lading, warrants, debentures, and other  
negotiable or transferable instruments —

(L) To subscribe for, take, purchase, or otherwise  
acquire and hold shares, or other interests in, or  
securities of any other company having objects  
altogether or in part similar to those of this company  
or carrying on any business capable of being conducted  
so as directly or indirectly to benefit this company —

(M) To act as Agents or Brokers for any person, firm,  
or Company, and to undertake and perform  
sub-contracts, and also to act in any of the busi-  
nesses of the Company through or by means of  
Agents, Brokers, sub-contractors or others. —

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

(O) To pay all or any expenses incurred in connection  
with the formation, promotion, and incorporation  
of the company —

(P) 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; 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;

to make payments towards Insurance, and to form and contribute to provident and benefit Clubs for the benefit of any persons employed by the Company.

- (q) To promote any other Company, for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.
- (r) To sell or otherwise dispose of the whole or any part of the undertaking 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
- (s) 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
- (t) To do all such other things as may be deemed incidental or conducive of the attainment of the above objects or any of them

4. The liability of the Members is Limited

5. The Share Capital of the Company is Five hundred Pounds divided into Five hundred shares of One pound each. The Company has power from time to time to increase or reduce its capital and to issue any shares in the original or increased Capital with preferred, deferred, qualified or other rights, or such other restrictions whether in regard to dividend, voting, return of capital or otherwise

to make payments towards insurance, and to form and contribute to provident and benefit clubs for the benefit of any persons employed by the Company.

(4) To promote any other Company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.

(5) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions, for such consideration as this Company may think fit, and in particular for shares, debentures, or securities of any Company purchasing the same.

(6) 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.

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

4. The liability of the Members is Limited ✓

5. The share capital of the Company is Five hundred Pounds divided into Five hundred shares of One pound each. The Company has power from time to time to increase or reduce its capital and to issue any shares in the original or increased capital with preferred, deferred, qualified or other rights, or such other restrictions whether in regard to dividend, voting, return of capital or otherwise.

as the Company may from time to time by special resolution determine.

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

Names, addresses, and descriptions of Subscribers	Number of Shares taken by each subscriber
Henry Dwyer 14 Doonshers Place Newcastle/Tyne Bedding Manufacturer	One
Louis Hyman 64 Maple Terrace Newcastle-on Tyne Bedding Manufacturer	One

Dated the 11<sup>th</sup> day of June 1914

Witness to the above signatures

J. C. Thompson  
28 Stephenson St.  
Drumcree on Tyne  
Solicitors Manager.

The Companies (Consolidation) Act  
1908, 1913

Company Limited by Shares

Memorandum of Association  
of

The Northern Bedding Company  
Limited

---

The Companies Acts, 1908 and 1913.

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COMPANY LIMITED BY SHARES.

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# ARTICLES

OF ..

# ASSOCIATION

.. OF THE ..

Northern Bedding Co., *company*

LIMITED.

135509

4



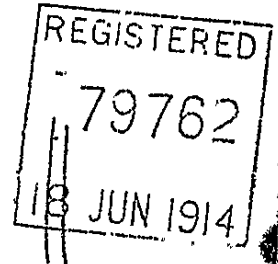
THE COMPANIES ACTS, 1908 AND 1913.

Company Limited by Shares.

# Articles of Association OF The Northern Bedding Co., Ltd.

## PRELIMINARY.

- 1.—The Regulations contained in Table A in the First Schedule to the Companies Consolidation Act, 1908 (such Table being hereinafter referred to as "Table A"), shall apply to the Company, save in so far as they are excluded or varied hereby; that is to say, the clauses of Table A numbered 2, 5, 29, 35 to 40, 46, 68, 70, 73, 77, 88, 108, 111, and 114 shall not apply to this Company; but in lieu thereof, and in addition to the remaining clauses of Table A, the following shall be the regulations of the Company.
- 2.—It shall be lawful for the Company to pay a Commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares of the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, to any amount not exceeding one shilling per share.
- 3.—The Company shall not offer any of its Shares or Debentures to the public for subscription.
- 4.—The number of the Members of the Company (exclusive of persons who are in the employment of the Company) shall not at any time exceed fifty.
- 5.—The Company shall be entitled to regard the person whose name appears upon the Register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognize any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.



## CALLS ON SHARES.

- 6.—A call may be made payable by instalments.
- 7.—No call upon any share shall be made payable within one month after the date when the last instalment of the last preceding call shall have been payable, and Clause 12 of Table A shall be modified accordingly.
- 8.—A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
- 9.—If by the conditions of allotment any amount is payable in respect of any shares by instalments, at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors, of which due notice had been given.



## FORFEITURE OF SHARES AND LIEN.

- 10.—When any Shares shall have been forfeited, an entry shall forthwith be made in the Registry of Members of the Company, stating the forfeiture and the date thereof, and so soon as the shares so forfeited shall have been disposed of an entry shall also be made of the manner and date of the disposal thereof.
- 11.—The lien conferred by Clause 9 of Table A shall attach to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the Sole Registered Holder thereof, or shall be one of several joint holders.
- 12.—An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons entitled to such Shares, that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of Title to the Shares, and shall not be bound to see to the application of the purchase money. The remedy (if any) of the former Holder of such Shares and of any person claiming under or through him, shall be against the Company, and in damages only.

## TRANSFER OF SHARES.

- 13.—The Directors may, ~~with the consent of a majority in number and value of the Shareholders,~~ refuse to register any proposed transfer of Shares, and Clause 20 of Table A should be modified accordingly.

## BORROWING POWERS.

- 14.—The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, but so that the whole amount so borrowed or raised and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the subscribed share capital of the Company which, for this purpose, shall include any shares issued as fully or partly paid up.
- 15.—The Register of Mortgages shall be open to the inspection of any creditor or member of the Company without payment, and of any other person on payment of the sum of one shilling for each inspection.
- 16.—A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to inspection by the Registered Holders of such Debentures and the Holders of Shares in the Company

subject to such restrictions as the Company in General Meeting may impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS.

- 17.—The Annual General Meeting of the Company shall be held in each year at such times and place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting may be convened to be held at any time during the next succeeding month, by any two members, in the same manner as nearly as possible as that in which Meetings are to be convened by the Directors.

#### VOTES OF MEMBERS.

- 18.—A poll shall be taken whenever demanded by two or more members together holding or representing by proxy not less than one-tenth of the capital of the Company for the time being issued, and Clause 56 of Table A shall be read as if this power to demand a poll were substituted for the powers therein contained.
- 19.—A Corporation being a member of the Company may, by minute of its directors, appoint any person to act as its representative at any meeting of the Company, and such representative shall be entitled to exercise the same functions as if he had been an individual member of the Company.

#### DIRECTORS.

- 20.—The number of Directors shall not be more than four.
- 21.—The following persons shall be the first Directors of the Company:  
Henry Dresner, of 14, Devonshire Place, in the City and County of Newcastle-upon-Tyne, Bedding Manufacturer; and Louis Hyman, of 64, Maple Terrace, in the same City, Bedding Manufacturer.  
They shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office as long as he shall live, unless he shall become disqualified from any of the causes specified in Article 25 hereof, and accordingly Clause 78 to 86 of Table A shall not apply to them.
- 22.—There shall be added to Clause 85 of Table A the words  
“ Provided always that the total number of Directors shall not at any time exceed the maximum hereinbefore mentioned.”
- 23.—The qualification of every Director shall be the holding, in his own right, and as sole Holder, of Shares of the Company to the nominal value of not less than £10. A First Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month of being appointed a Director; and if such qualification shall not have been otherwise acquired within the time aforesaid, he shall be deemed to have agreed with the Company to take from the Company so many shares as shall be necessary to make up with the Shares (if any) which he then holds the amount of his said qualification, and his name shall be entered in the Register of Members accordingly.

24.—The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

#### DISQUALIFICATION OF DIRECTORS.

25.—The office of a Director shall be vacated:—

- (a) If he become bankrupt or insolvent or compound with his creditors.
- (b) If he becomes of unsound mind or be found a lunatic.
- (c) If he be convicted of an indictable offence.
- (d) If he cease to hold the necessary Share qualification, or do not obtain the same within one month from the date of his appointment.
- (e) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.
- (f) If he give the Directors one month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

26.—A Director may enter into contracts or arrangements or have dealings with the Company and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon his interest therein; or, if such interest is subsequently acquired, provided he, on the first occasion possible, discloses to the Board the fact that he has acquired such interest. But no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested, or upon any matter arising thereout; nor is he to be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration.

#### MANAGING DIRECTOR.

27.—The Directors may, from time to time, appoint or remove a Managing Director or Directors, and may entrust to and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

### OFFICERS.

28.—The Officers of the Company shall be appointed and removed from time to time by the Directors.

### NOTICES.

29.—Where a Notice is sent by post it shall be deemed to have been served at the expiration of 24 hours after it was posted, and Clause 110 of Table A shall be modified accordingly.

30.—A member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any Notices from the Company.

### WINDING UP.

31.—With the sanction of an extraordinary Resolution of the Shareholders any part of the assets of the Company, including any Shares in other Companies, may be divided between the members of the Company in specie, or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

### Names, Addresses, and Descriptions of Subscribers.

Name.	Address.	Occupation.
Henry Dresner	14 Devonshire Place Newcastle / Tyne	Bedding Manufacturer
Louis Hyman	64 Maple Terrace Newcastle on Tyne	Bedding Manufacturer

Dated the 11<sup>th</sup> day of June 1914.

Witness to the above Signatures.

J. C. Thompson  
28 Stephenson St.  
Director or  
Subscribers Manager.

DUPLICATE FOR THE FILE

No. 133509



# Certificate of Incorporation

I Hereby Certify, That The

*Northern Bedding Company Limited*

is this day Incorporated under the Companies Acts, 1908 and 1913, and that the Company is **Limited**.

Given under my hand at London this *Eighteenth* day of *June*

One Thousand Nine Hundred and *fourteen*

Fees and Deed Stamps £ *3.10.0*

Stamp Duty on Capital £ *1.5.0*

*W. M. and D.*

*for Registrar of Joint Stock Companies.*

Certificate received by *A. S. Ford*

*for Cooper & Son*

*69 Ludgate Hill*

Date *23<sup>rd</sup> June 1914*

Number of  
Certificate

136509/76

Form No. 26.

# THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES.

## Statement of Increase of the Nominal Capital OF the

Northern Bedding Company

LIMITED.

47612

8 APR 1927

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, and by Section 39 of the Finance Act 1920.

*NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 44 of the Companies (Consolidation) Act 1908.

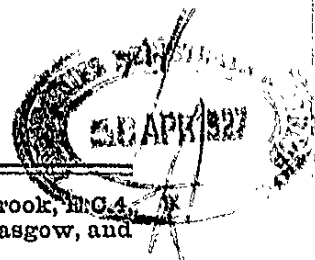
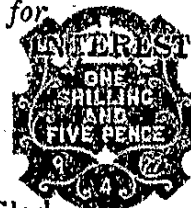
Presented for filing by

Alec Woolf, Solicitor

3 and 4 Clements Inn W.C.2

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.



Recd  
as 8/4/27  
2014 167

# THE NOMINAL CAPITAL

or the

Northern Bedding Company

, Limited,

has been increased by the addition thereto of the sum of

£ 14500, divided into 14500

Shares of one pound each, beyond the registered

Capital of five hundred pounds

Signature



Officer

Secretary.

Dated the 18th day of March 1927.

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

Number of  
Certificate

136509

27

[Form No.]



# THE COMPANIES ACTS 1908 to 1917.

## Notice of Increase in the Nominal Capital

OF the

Northern Bedding Company

LIMITED.

47613

8 APR 1927

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

Presented for filing by

Alec Wolff, Solicitor

3 and 4 Clements Inn W.C.2



The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4,  
49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1, 15 Hanover Street, W.1,  
and 66, St Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

# Notice of Increase in the Nominal Capital

OF the

Northern Bedding Company

Limited.

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The Northern Bedding Company

Limited, hereby give you notice, in accordance

with Section 44 of the Companies (Consolidation) Act 1908, that by a [Special]

If the increase  
was by an  
Ordinary  
Resolution  
strike out  
words in  
square  
bracket and  
substitute the  
word "dated"  
for "passed."

Resolution of the Company passed the 16th day of February 1927.

[and confirmed the 4th day of March 1927.]

the Nominal Capital of the Company has been increased by the addition thereto of

the sum of Fourteen thousand five hundred

Pounds, divided into fourteen thousand five hundred ordinary

Shares of One pound each,

beyond the Registered Capital of £ 500

*P. Dickie*

Secretary

Dated the 18th day

of March 1927.

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

Number of Certificate 136509.

*The Companies Acts 1908 to 1917.*



COMPANY LIMITED BY SHARES.

## Special Resolution

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

OF THE

**NORTHERN BEDDING COMPANY LIMITED.**

*Passed 16th February 1927. Confirmed 4th March 1927.*

AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at 13 Grainger Street West, in the City and County of Newcastle-upon-Tyne, on the 16th day of February 1927, the following Special Resolutions were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the members of the said Company, also duly convened, and held at the same place on the 4th day of March 1927, the following Special Resolutions were duly confirmed:—

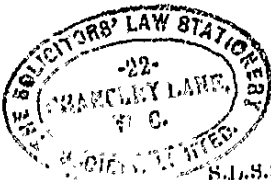
34000  
17 MAR 1927

1. The share capital of the Company shall be hereby increased from £500 to £15,000, divided into 15,000 ordinary shares of £1 each, and Memorandum 5 of the Memorandum of Association of this Company is hereby amended accordingly.

2. The existing Articles of Association of this Company shall be and are hereby cancelled and the new Articles of Association hereunto annexed are hereby substituted.

*N. Heyman*

Chairman of Directors.



S.L.S.S.—UD50722



*The Companies Acts 1908 to 1917.*

**COMPANY LIMITED BY SHARES**

**NEW**

**Articles of Association**

**OF**

**THE NORTHERN BEDDING COMPANY  
LIMITED.**

**Incorporated the 18th day of June 1914.**



**ALEC WOOLF,**

*Solicitor,*

**NEWCASTLE-UPON-TYNE.**

*The Companies Acts 1908 to 1917.*

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COMPANY LIMITED BY SHARES.

---

NEW  
**Articles of Association**

OF

**THE NORTHERN BEDDING COMPANY  
LIMITED.**

---

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act 1908 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 2, 5, 20, 31 to 40 (both inclusive), 49, 51, 53, 54, 56, 67, 68, 69, 70, 77, 88 and 96 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of the Companies Acts 1908 and 1913, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company; (2) the number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in

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

#### SHARES.

4. In Clause 3 of Table A the words "Extraordinary Resolution" shall be substituted for the words "Special Resolution."

5. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 3 hereof, and provided that, unless and until allowed by law, no shares shall be issued at a discount.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. on such shares, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 89 of the Companies (Consolidation) Act 1908 to be filed shall be duly filed, and the amount of any such commission shall be stated in the annual lists and balance sheets of the Company as required by Sections 26 and 90 of the same Act.

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

#### TRANSFER OF SHARES.

8. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the

Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognize any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register a transfer of any shares on which the Company has a lien.

#### PROCEEDINGS AT GENERAL MEETINGS.

9. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given in manner provided by Table A, or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company; but the accidental omission to give such notice to or the non-receipt of such notice by any of such persons shall not invalidate the proceedings at any General Meeting. A Meeting may, with the written consent of all the members for the time being entitled to receive notice of meetings, be convened by a shorter notice and in such manner as such members think fit. Where a Special Resolution is proposed to be passed the two meetings may be convened by one notice, and it shall be no objection to that notice that it only convenes the second meeting contingently on the resolution being passed at the first meeting by the necessary majority.

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as by or by virtue of these presents otherwise provided, three members personally present shall be a quorum.

11. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding

the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members or by the holder or holders in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### VOTES OF MEMBERS.

13. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:—

"THE NORTHERN BEDDING COMPANY LIMITED.

"I, ,  
 "of ,  
 "in the County of , being a  
 "member of THE NORTHERN BEDDING COMPANY  
 "LIMITED, hereby appoint  
 "  
 "of ,  
 "or failing him, ,  
 "of ,  
 "as my proxy to vote for me and on my behalf at  
 "the [Ordinary or Extraordinary or Adjourned, as  
 "the case may be] General Meeting of the Company  
 "to be held on the day of ,  
 "and at any adjournment thereof.

"Signed this day of ."

#### DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall the first Directors

of the Company, that is to say—Nathan Hyman, of *12 Granville Gardens Newcastle upon Tyne*; Israel Lukes, of *5 North Desmond Avenue Newcastle upon Tyne*; Harold Ullathorne Lees, of 12 Rowlandson Terrace, Sunderland; John Lukes, of 13 Nun Street, Newcastle-upon-Tyne; William Anderson Swales, of 31 Morley Street, Newcastle-upon-Tyne.

15. The said Nathan Hyman, Israel Lukes and Harold Ullathorne Lees shall be life Directors of the Company.

16. The said Nathan Hyman shall be life Chairman of the Directors.

17. The said Israel Lukes shall be the life Governing Director of the Company at a minimum salary of £1,000 per annum.

18. The remuneration of the Chairman shall be at the minimum rate of £900 per annum, and of each of the other Directors as may be decided by the Company in General Meeting. The Company in General Meeting may from time to time direct such further sum or sums as may be thought fit to be paid as and by way of additional remuneration to the Directors or any one or more of them. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

19. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £1,500, and it shall be his duty to comply with the provisions of Section 73 of the Companies (Consolidation) Act 1908. A Director may act before acquiring his qualification.

#### POWERS AND DUTIES OF DIRECTORS.

20. Clause 72 of Table A shall be varied by omitting therefrom all the words therein after the words "from any cause to be a Director."

21. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may fix their remuneration. The Company may exercise the powers conferred by Sections 34 and 79 of the Companies (Consolidation) Act 1908, and those powers shall accordingly be exercisable by the Directors.

22. The Directors from time to time, and at any time, may delegate to any Managing Director, Local Board, Head Manager, Manager, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made in such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

### DISQUALIFICATION OF DIRECTORS.

23. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies (Consolidation) Act 1908, Section 73.
- (3) If he absents himself from the meetings of the Directors during a continuous period of 12 months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (5) If he is found lunatic or becomes of unsound mind.

24. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration and otherwise as may be determined by the Board.

25. A Director shall be capable of contracting and participating in the profits of any contract or arrangement with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely:  
 (1) Before the contract or arrangement is entered into, or so soon thereafter as he becomes interested therein, he shall disclose in writing to the Board his interest therein, and (2) after he has become so interested he shall not vote as a Director in respect of the contract or arrangement or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrange-

ment for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any proposed allotment of shares or debentures to a Director, and it may at any time be suspended or removed to any extent and on any terms or conditions by the Company in General Meeting.

#### PROCEEDINGS OF DIRECTORS

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

27. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### SECRETARY.

28. The said Israel Lukes shall be the life Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

#### DIVIDENDS.

29. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.

#### WINDING UP.

30. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed and confirmed pursuant to Section 192 of the Companies (Consolidation) Act 1908.

#### NOTICES.

31. Clause 114 of Table A shall be modified by omitting therefrom the words "(including bearers of share warrants)."

These are the Articles referred  
to in the annexed Special Resolution.

\_\_\_\_\_  
N. Wymann

Chairman of Directors

*The Companies Acts 1908 to 1917.*

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COMPANY LIMITED BY SHARES.

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NEW  
Articles of Association  
OF  
THE NORTHERN BEDDING COMPANY  
LIMITED.

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*Incorporated the 18th day of June 1914.*

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ALEC WOOLF,  
Solicitor,  
Newcastle-upon-Tyne.

No. of Coy. 136,509.



## NORTHERN BEDDING COMPANY LIMITED.

TO THE

### REGISTRAR OF COMPANIES.

At an Extraordinary General Meeting of the above named Company duly convened and held at Derwenthaugh Swalwell in the County of Durham on Wednesday the 20th day of October 1937 the following Special Resolutions were duly passed viz:—

1. "That the Capital of the Company be increased from £15,000 to £40,000 by the creation of 25,000 new Shares. That of the 25,000 additional Shares 10,000 shall be 5 per cent. Non-Cumulative Redeemable Preference Shares of £1 each carrying the rights set out in the Resolutions below and the 15,000 Shares shall be Ordinary Shares."

2. "That the Articles of Association be amended by the insertion of the following new Articles:—

"4. (a) The present capital of the Company is £40,000 divided into 40,000 Shares of which 10,000 Shares are 5 per cent. Non-Cumulative Redeemable Preference Shares of £1 each and 30,000 Shares are Ordinary Shares of £1 each. Such 5 per cent. Non-Cumulative Redeemable Preference Shares and Ordinary Shares shall respectively confer upon the holders thereof the rights and privileges and be subject to the restrictions stipulations and conditions hereinafter contained."

(b) The profits of the Company which it shall be determined to distribute by way of dividend in any year shall be applied: First, in payment to the holders of the 5 per cent. Non-Cumulative Redeemable Preference Shares of a fixed preferential dividend at the rate of 5 per cent. per annum on the capital paid up on such shares. Subject as hereinafter mentioned the residue of such profits shall be divided among the holders of the Ordinary Shares rateably in proportion to the capital for the time being paid up on such shares."

(c) On a winding up the assets available for distribution amongst the Members shall be applied: First, in repaying the capital paid up on the 5 per cent. Non-Cumulative Redeemable Preference Shares and the residue (if any) shall be divided amongst the holders of the Ordinary Shares rateably in proportion to the capital paid up thereon."

Presented by:



2

(d) Subject to the provisions of Section 46 of the Act the Company may upon giving notice as hereinafter mentioned redeem at any time prior to the 1st January 2,000 all or any multiple of 100 of the outstanding 5 per cent. Non-Cumulative Redeemable Preference Shares at par plus a sum calculated at the rate of 5 per cent. per annum on the nominal amount of the shares to be redeemed from the commencement of the financial year in which redemption is effected down to the date of redemption and any dividend due but unpaid in respect of the preceding financial year and until the Company has in exercise of its option redeemed the whole of the said shares outstanding the said shares shall be redeemed in accordance with the following provisions of this Article.

(e) Subject as hereinafter provided any distributable profits of the Company in each financial year remaining after:—

(1) Making provision for Income Tax and National Defence Contribution and for depreciation at a rate not exceeding the allowance granted by the Inland Revenue Authorities in respect of wear and tear for the purposes of assessment to Income Tax.

(2) The payment of the dividend (less tax) upon the issued 5 per cent. Non-Cumulative Redeemable Preference Shares forming part of the present capital of the Company and

(3) The payment of or (at the discretion of the Directors of the Company) the setting aside of a sum sufficient to pay a dividend at a rate not exceeding (except with the consent of the holders of the 5 per cent. Non-Cumulative Redeemable Preference Shares) 5 per cent. per annum (less tax) in respect of the financial year in question on the issued Ordinary Shares of the Company forming part of the present capital of the Company shall as to one half thereof be carried to a General Reserve Fund of the Company and as to the remaining one half thereof be applied in or towards the redemption at par of the 5 per cent. Non-Cumulative Redeemable Preference Shares. So long as any of the 5 per cent. Non-Cumulative Redeemable Preference Shares remain outstanding no part of such General Reserve Fund shall be distributed among the Shareholders or capitalised. A Certificate in writing by the Company's Auditor as to the amount of such remaining distributable profits in any financial year or that none were made shall be conclusive.

(f) Any sums to be applied in the redemption of 5 per cent. Non-Cumulative Redeemable Preference Shares as mentioned in these Articles shall be applied within one calendar month of the profits of the Company for the financial year in question being ascertained. Provided that in the event of any sums to be applied in the redemption of the 5 per cent. Non-Cumulative Redeemable Preference Shares being less than £100 they shall be set aside by the Company and added to any sums becoming available for redemption of the said shares at the end of the next succeeding financial year of the Company.

- (g) If the whole of the 5 per cent. Non-Cumulative Redeemable Preference Shares for the time being outstanding are not to be redeemed at any one time only a multiple of 100 of such shares (to be selected by drawings as hereinafter provided if there are several holders of such shares) shall be redeemed at any one time. For the purpose of selecting the shares to be redeemed by drawings the shares for the time being outstanding shall be divided into parcels of 100 (any balance of less than 100 being ignored) and every such parcel whether comprising one or several holdings or parts of holdings shall be represented by a lot bearing a denoting number. The drawing shall take place at such times and places as the Directors may decide and in the presence of a Director or some person appointed by the Board and at each drawing lots shall be chosen by chance until the lots chosen represent the number of shares then to be redeemed.
- (h) Forthwith after each such drawing or after it shall have been determined to redeem the whole of the 5 per cent. Non-Cumulative Redeemable Preference Shares for the time being outstanding the Company shall give to the holders of the shares to be redeemed as aforesaid not less than two weeks' notice in writing of the Company's intention to redeem such shares specifying the date when the shares will be redeemed and the time and place for the payment of the redemption moneys and for delivery of the relative Share Certificates. At the time and place so fixed each such holder shall be bound to deliver the Certificate for his shares which are to be redeemed in order that the same may be cancelled together with a proper receipt for the redemption moneys payable in respect thereof and upon such delivery the Company shall pay to the holder the amount payable to him in respect of such redemption together with accrued dividend and such payment may be made through a bank if the Company shall think fit. Provided that if any Certificate so delivered to the Company includes any shares not falling then to be redeemed a fresh Certificate for the balance of the shares comprised in such Certificate so delivered shall in due course be issued to the holder.
- (i) The Dividend on any shares redeemed as aforesaid shall cease to accrue from the date fixed for redemption unless the Company makes default in payment of redemption moneys upon the delivery of the Certificate for the shares to be redeemed."

3. "That the existing Article 4 of the Company's Articles of Association be renumbered 5 and that the subsequent articles be renumbered consecutively thereafter."

4. "That the Articles of Association be amended by the insertion in Article 2 of the number '60' between the numbers '56' and '67' and by the insertion of the following new Article 13 (a).

~~"13 (a)~~ On a show of hands every Member present in person shall have one vote and upon a poll every Member holding Ordinary Shares shall have one vote for every Ordinary Share held by him. The holders of 5 per cent. Non-Cumulative Redeemable Preference Shares shall have no right to receive notice of or to be present

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or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of such shares unless the preferential dividend shall remain unpaid for three months after any date fixed for payment thereof or unless a Resolution is proposed for the purpose of increasing the capital of the Company or affecting the rights or privileges of the holders of such Shares. In the event of the Holders of the 5 per cent. Non-Cumulative Redeemable Preference Shares being entitled to attend and vote at a General Meeting by virtue or in respect of their holding of such Shares every Member holding such Shares shall on a poll have three votes for every such Share held by him."

5. That the Articles of Association be amended by the deletion from Article 9 of the following words :

"Where the Special Resolution is proposed to be passed the two Meetings may be convened by one Notice and it shall be no objection to that Notice that it only convenes the second Meeting contingently of the Resolution being passed at the First Meeting by the necessary majority."

6. That the Articles of Association of the Company be amended by the addition of a new Article to be numbered 32 viz :---

"The Company in General Meeting may by resolution direct the capitalisation of any undivided profits of the Company whether standing to the credit of the 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 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 dividends or (b) unissued shares of the Company to be thereupon issued to such Shareholders as aforesaid.

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 filed with the Registrar of Companies pursuant to the Companies Act 1929.

*Sd/- this 9<sup>th</sup> day of November 1929*

*Robert*  
*Secretary*

Number of  
Company } 136,509-45

[Form No. 20]

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

NORTHERN BEDDING COMPANY

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.

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

Keenlyside and Forster, Lloyds Bank Chambers,

Collingwood Street, Newcastle upon Tyne.

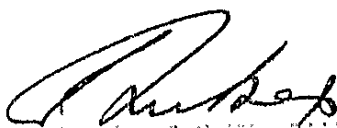
# THE NOMINAL CAPITAL

OF

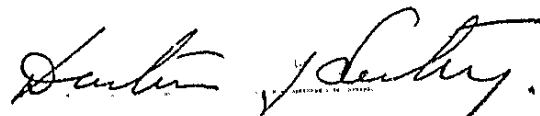
NORTHERN BEDDING COMPANY LIMITED.

has, by a Resolution of the Company dated the 20th day  
of October, 1937, been increased by the addition thereto of the  
sum of Twenty five thousand Pounds,  
divided into Twenty five thousand Shares  
of One Pound each,  
beyond the Registered Capital of Fifteen thousand pounds

Signature



Description



Dated the 12th day

of November 1937

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

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

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

COMPANY HAVING A SHARE CAPITAL.

# STATEMENT OF INCREASE

OF THE

## NOMINAL CAPITAL

OF

NORTHERN BEDDING COMPANY

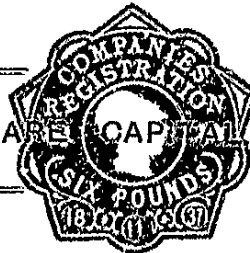
LIMITED.

Number of } 136 509 it 6  
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

NORTHERN BEDDING COMPANY

LIMITED.

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 2 of this Form)



TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

03383-37  
TELEPHONE No. 1 HOLBORN 0434 (3 LINES).

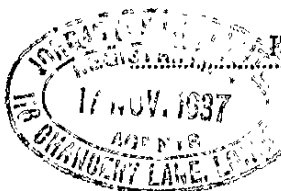
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

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

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

Presented by



KEENLYSIDE AND FORSTER,

LEOYDS BANK CHAMBERS,

COLLINGTON STREET

NEWCASTLE UPON TYNE

# Notice of Increase in the Nominal Capital

OF

NORRHEEN BEDDING COMPANY

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) a Special Resolution of the Company dated the 20th day of October 1937, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £25,000.0.0, beyond the Registered Capital of £15,000.0.0.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
10,000	5 per cent. Non-Cumulative Redeemable Preference Shares	£1
15,000	Ordinary Shares	£1

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

The Preference shares are preferential as to both dividends and capital and are redeemable in multiples of not less than 100 up to 1st January 2000. The Preference Shares carry no voting rights unless dividend is in arrear 3 months, or any resolution is proposed affecting the rights of the holders.

The rights are more particularly defined in the Special Resolutions dated October 20th 1937 and filed herewith

Signature

Description (c)

Dated the 12th day of November 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

OF

NORTHERN BEDDING COMPANY

LIMITED.

No. of Certificate 136509.

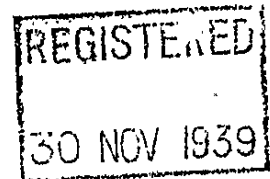
54



THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION  
OF THE  
NORTHERN BEDDING COMPANY LIMITED



Passed 8th November, 1939.

At an Extraordinary General Meeting of the Members of the above named Company, duly convened, and held at Derwenthaugh, Newcastle upon Tyne on the eighth day of November, 1939, the following SPECIAL RESOLUTION was duly passed:—

"That the number of Directors shall be increased and the third line of Article 14 of the Articles of Association of the Company shall be amended and read as follows viz. :—'than two nor more than six.'"

*N. Hyman*

N. HYMAN,  
Chairman of Directors.

Presented By:—



COMPANY LIMITED BY SHARE



**Special Resolutions**  
OF  
**THE NORTHERN BEDDING COMPANY**  
**LIMITED.**

*Passed 22nd March 1948.*

AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at the registered offices of the Company at Derwenthaugh Swalwell, Newcastle-upon-Tyne, on the 22nd day of March 1948, the following Special Resolutions were duly passed:—

REGISTERED  
6 - APR 1948

1. The nominal share capital of the Company being £40,000 such share capital shall henceforth be divided into and consist of 40,000 ordinary shares of £1 each, the non-cumulative redeemable preference shares of £1 each created by Special Resolution of the Company passed on the 20th day of October 1937 or such part thereof as had been issued having been redeemed.

2. The Articles of Association hereunto annexed shall be and are approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association adopted pursuant to a Special Resolution of the Company passed and confirmed on the 16th day of February 1927 and the 4th day of March 1927 respectively and as subsequently amended or varied.

*Stanley Lake*

Chairman.

H14021

*The Companies Acts 1929 and 1947.*

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COMPANY LIMITED BY SHARES.

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NEW  
**Articles of Association**  
OF  
**THE NORTHERN BEDDING COMPANY**  
**LIMITED.**

*(Adopted by Special Resolution passed on the 22nd day of March 1948.)*

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PAISNER & CO.,  
4 GOWER STREET,  
BEDFORD SQUARE,  
LONDON, W.C.1,  
*Solicitors.*

COMPANY LIMITED BY SHARES.

NEW  
**Articles of Association**

OF

**THE NORTHERN BEDDING COMPANY  
LIMITED.**

*(Adopted by Special Resolution passed on the 22nd day of March 1948.)*

**I.—PRELIMINARY.**

1. The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

**INTERPRETATION.**

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

WORDS.	MEANINGS.
The Statutes	.. The Companies Acts 1929 and 1947 and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles	.. These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Directors	.. "The Directors" shall mean a quorum of the Directors for the time being of the Company assembled at any place in accordance with the regulations.
The office	.. .. The registered office for the time being of the Company.
The seal	.. .. The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.

"Writing" shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

## II.—CAPITAL.

### 1. SHARES.

3. The Company is a Private Company within the meaning of Section 26 of the Companies Act 1929, and accordingly : (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company ; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member ; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

4. The present capital of the Company is £40,000, divided into 40,000 ordinary shares of £1 each.

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 and with full power to give to any person the call of any shares either at par or at a premium, and for such time and for such consideration, or gratuitously, as the Directors think fit. The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be so redeemed at the option of the Company, and the Directors may, subject to the provisions of the Companies Acts 1929 and 1947 redeem such shares on such terms and in such manner, and either at par or at a premium, as they may think fit. In accordance with the provisions of Section 47 of the Companies Act 1929, the Directors may issue at a discount shares in the Company of a class already issued : Provided that (A) the issue of the shares at a discount has been authorised by resolution passed in General Meeting of the Company, and has been sanctioned by the court ; (B) the resolution specifies the maximum rate of discount at which the shares are to be issued ; (C) not less than one year has at the date of the issue elapsed since the date on which the Company was entitled to commence business ; (D) the shares to be issued at a discount are issued within one month after the date on which the issue is sanctioned by the court or within such extended time as the court may allow.

6. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company : Provided that such commission shall not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent to such percentage, and the requirements of Sections 43, 44 and 108 of the Companies Act 1929 shall be observed.

7. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

8. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by Statute required or pursuant to any order of court.

## 2. CERTIFICATE OF SHARES.

9. Every member shall be entitled without payment to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal for all the shares registered in his name, specifying the number of the shares in respect of which it is issued and the amount paid up thereon: Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by one Director and countersigned by the Secretary or some other person nominated by the Directors for the purpose.

10. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate and in any case on payment of such sum not exceeding one shilling as the Directors may from time to time require.

## 3. CALLS ON SHARES.

11. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.

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

13. The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

14. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call or instalment at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

15. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like and all other the relevant provisions of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.

16. The Directors may, from time to time, 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 in the time of payment of such calls.

17. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

## 4. LIEN.

18. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether 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. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

19. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due, or specifying the liability or engagement, and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

20. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

21. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

22. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

## 5. TRANSFER AND TRANSMISSION OF SHARES.

23. The Directors may at any time, in their absolute and uncontrolled discretion, and without assigning any reason therefor, decline to register any proposed transfer of shares.

24. 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.

25. 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 £ \_\_\_\_\_ paid to me by  
 " \_\_\_\_\_,  
 " of \_\_\_\_\_,  
 " (hereinafter called ' the transferee '), do hereby transfer to  
 " the transferee \_\_\_\_\_ shares numbered \_\_\_\_\_

"in the undertaking called THE NORTHERN BEDDING  
 "COMPANY LIMITED, to hold unto the transferee, his  
 "executors, administrators and assigns, subject to the  
 "several conditions on which I held the same immediately  
 "before the execution hereof; and I, the transferee, do hereby  
 "agree to take the said shares, subject to the conditions  
 "aforesaid.

"As witness our hands this            day of            1        .

"Witness to the signature, etc."

26. Every instrument of transfer must 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 share.

27. 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.

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

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

30. 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 Article 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 in respect of such shares or may subject to the regulations as to transfers hereinbefore contain transfer such shares.

31. No shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

32. Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at the fair value, which shall be determined as hereinafter provided.

33. In order to ascertain whether any member is willing to purchase a share at the fair value, the person, whether a member of the Company or not, proposing to transfer the same (hereinafter called "the retiring member") shall give a notice in writing (hereinafter described as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to any member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

34. If the Company shall within fourteen days after service of a sale notice find a member willing to purchase any share comprised therein (hereinafter described as a "purchasing member") and shall give notice thereof to the retiring member, the retiring member shall be bound upon payment of the fair value to transfer the share to such purchasing member, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice. The Directors shall, with a view to

finding a purchasing member, offer any shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer if not accepted will be deemed to be declined; and the Directors shall make such arrangements as regards the finding of a purchasing member for any shares not accepted by a member to whom they shall have been so offered as aforesaid within the time so limited as they shall think just and reasonable.

35. In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share, the Auditors for the time being of the Company shall, on the application of either party, certify in writing the sum which, in their opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditors shall be considered to be acting as experts, and not as arbitrators; and accordingly the Arbitration Acts shall not apply.

36. In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may execute a transfer in his name and may give a good receipt for the purchase price of such shares, and may register the purchasing member as holder thereof and issue to him a certificate for the same, and thereupon the purchasing member shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

37. If the Directors shall not, within the space of twenty-eight days after service of a sale notice, find a purchasing member for all or any of the shares comprised therein and give notice in manner aforesaid, or if, through no default of the retiring member, the purchase of any shares in respect of which such last-mentioned notice shall be given shall not be completed within twenty-one days from the service of such notice, the retiring member shall, at any time within six months thereafter, be at liberty, subject to Article 23 hereof, to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

38. The Company shall provide a book to be called the "register of transfers," which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

39. The register of transfers may be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

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

41. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges of a member unless and until he shall become a member in respect of the share.

## 6. FORFEITURE OF SHARES.

42. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent. per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

43. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

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

45. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

46. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

47. Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the shares to such other person as aforesaid.

48. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any reduction or allowance for the value of the shares at the time of forfeiture.

49. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the

Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

50. A statutory declaration in writing that the declarant is a Director of the Company, and that the share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

#### 7. ALTERATIONS OF CAPITAL.

51. The Company may so far alter the conditions of its Memorandum of Association as by Extraordinary Resolution—

- (A) To consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) To cancel any shares not taken or agreed to be taken by any person, or
- (C) To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Statutes, and so that as between the resulting shares, one or more of such shares may by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares ;

and by Special Resolution—

- (D) To reduce its capital and any capital redemption reserve fund in any manner authorised and subject to any conditions prescribed by the Statutes.

#### 8. INCREASE OF CAPITAL.

52. The Company in General Meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any) in regard to dividend, return of capital, voting or otherwise, as the General Meeting resolving upon such increase directs.

53. Unless otherwise determined by the Company in General Meeting any shares for the time being unissued, and any new shares from

time to time to be created, shall before they are issued be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

54. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

### 9. MODIFICATION OF CLASS RIGHTS.

55. Subject to the provisions of Section 61 of the Companies Act 1929, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

## III.—MEETINGS OF MEMBERS.

### 1. CONVENING OF GENERAL MEETINGS.

56. A General Meeting shall be held once in every calendar year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two such General Meetings.

57. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

58. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and they shall, on the requisition of the holders of not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit of such requisition carries the right of voting at General Meetings of the Company, forthwith proceed to convene an Extraordinary General Meeting, and 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 registered office of the Company, and may consist of several documents in like form, each signed by one or more requisitionists.

- (2) If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.
- (3) A meeting convened under this section 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.
- (4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

59. Subject to the provisions of the Statutes relating to the convening of meetings to pass Special Resolutions, seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notices of General Meetings of the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate any resolution passed or proceeding had at any such meeting.

## 2. PROCEEDINGS AT GENERAL MEETINGS.

60. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, and other documents annexed thereto, and the fixing of the remuneration of the Auditors.

61. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be members personally present, not being less than two and holding or representing by proxy not less than one twentieth part of the issued share capital of the Company.

62. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

63. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

64. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

65. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman (being a person entitled to vote) or by at least two persons for the time being entitled to vote at the meeting, or by the holder or holders in person or by proxy of at least one twentieth part of the issued share capital of the Company, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

66. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

67. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

68. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

69. 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.

### 3. VOTES AT GENERAL MEETINGS.

70. Subject and without prejudice to any other special privileges or restrictions for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every member present in person shall have one vote and upon a poll every member shall have one vote for every ordinary share held by him.

71. If any member be a lunatic, idiot or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

72. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

73. Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him, and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question, either personally or by proxy, or to be reckoned in a quorum, at any General Meeting.

74. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. A proxy need not be a member of the Company.

75. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none then under the hand of some officer duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.

76. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof.

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

“THE NORTHERN BEDDING COMPANY LIMITED.

“I,  
 “of  
 “a member of THE NORTHERN BEDDING COMPANY LIMITED,  
 “and entitled to votes, hereby  
 “appoint  
 “of  
 “and failing him,  
 “of  
 “to vote for me and on my behalf at the [Ordinary  
 “Extraordinary or Adjourned, as the case may be] General  
 “Meeting of the Company, to be held on the day  
 “of , and at every adjournment thereof.  
 “As witness my hand this day of 19 .”

#### IV.—DIRECTORS.

##### 1. NUMBER AND APPOINTMENT OF DIRECTORS.

78. Until otherwise determined by a General Meeting, the number of Directors shall be not less than two nor more than seven.

79. A Director shall not be required to hold any share qualification. This Article shall be deemed to have taken effect as from the 25th day of November 1946.

80. The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed maximum. Any Director so appointed shall retire from office at the next Ordinary Meeting, but shall be eligible for re-election.

##### 2. REMUNERATION OF DIRECTORS.

81. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting and until so determined no Director shall be entitled to remuneration. The Directors shall be

entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration in addition to his ordinary remuneration (if any) and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

### 3. DISQUALIFICATION OF DIRECTORS.

82. Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated—

- (A) If a receiving order is made against him or he make any arrangement or composition with his creditors.
- (B) If he be found lunatic or become of unsound mind.
- (C) If he is prohibited from being a Director by any order made under any provision of the Statutes.
- (D) If by notice in writing given to the Company he resigns his office.

Subject to the provisions of the Statutes a Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall arrange.

### 4. MANAGING DIRECTORS.

83. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes.

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

### 5. POWERS AND DUTIES OF DIRECTORS.

85. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised, or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

86. Until the Company in General Meeting shall otherwise resolve, the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money, either upon mortgage or charge of any of the property of the Company, including uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

87. The continuing Directors may act at any time notwithstanding any vacancy in their body: Provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.

88. The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and entering all necessary particulars therein and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates required by Section 111 of the Companies Act 1929, the particulars required by Section 108 of the same Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and other particulars connected with the above.

89. A Director may contract with, and be interested in any contract or proposed contract with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Directors as required by Section 149 of the Companies Act 1929. No Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested, but this prohibition shall not apply to any contract or arrangement for giving to a Director security for any advance made or guarantee given by him to or for the benefit of the Company, or to any allotment or proposed allotment of shares or debentures to a Director, and it may at any time be suspended or relaxed by the Company in General Meeting.

90. Each Director (other than a Managing Director in respect of his office as Managing Director) shall have the power to nominate any other person (whether such other person shall be a Director or not) to act as alternate Director in his place, and at his discretion to remove such alternate Director, and on appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director whilst acting in the place of the Director nominating him shall exercise and discharge all the duties of the Director he represents, and if a Director he shall be entitled to exercise at meetings of the Directors the voting rights of the Director nominating him as an alternate Director in addition to the voting rights to which he may be entitled as such Director, but shall look to such Director solely for his remuneration and shall not be entitled to claim any remuneration from the Company: Provided that such person appointed as an alternate Director shall vacate his office as an alternate Director if and when the Director by whom he has been appointed vacates his office as a Director.

91. The Company may from time to time in General Meeting increase or reduce the number of Directors and may make any arrangements necessary for effecting any such increase as aforesaid.

92. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

93. The Company may by Extraordinary Resolution remove any Director and may, if thought fit, by Ordinary Resolution appoint another Director in his stead; but any person so appointed shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

## 6. PROCEEDINGS OF DIRECTORS.

94. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

95. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

96. The Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

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

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

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

100. All acts bona fide done by any meeting of Directors, or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

101. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

102. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

103. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards, or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

104. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

## V.—THE SEAL.

105. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, and such Director and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. The Company may exercise the powers of Section 32 of the Companies Act 1929, and such powers are accordingly hereby vested in the Directors.

## VI.—ACCOUNTS AND DIVIDENDS.

### 1. DIVIDENDS AND RESERVE FUND.

106. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls.

107. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.

108. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting, be, as to the whole or in part, applicable for equalising dividends, or may be applied for such other

purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company.

109. Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

## 2. CAPITALISATION OF RESERVES.

110. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (B) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares in the capital of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares and distribute the same credited as fully paid up amongst such shareholders in the proportions aforesaid in satisfaction of their shares and interests in the said capitalised sum or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders or otherwise deal with such sums as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of the shares to be distributed as aforesaid shall be filed in accordance with Section 42 of the Companies Act 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective.

## 3. ACCOUNTS.

111. The Directors shall cause proper accounts to be kept—

- (A) Of the assets and liabilities of the Company; and
- (B) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
- (C) Of all sales and purchases of goods by the Company.

The books of account shall be kept at the office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.

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

113. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than six months before such meeting. A balance sheet shall also be made out in every year and laid before the Company in General Meeting, made up to a date not more than six months before such meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Statutes, and the Directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. The Auditors' report shall be attached to the balance sheet, and shall be read before the Company in General Meeting and be open to inspection by any member as required by Section 129 of the Companies Act 1929.

#### 4. AUDIT.

114. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of Sections 132, 133 and 134 of the Companies Act 1929 and any modification or re-enactment thereof for the time being in force in regard to Audit and Auditors shall be observed.

#### VII.—NOTICES.

115. A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

116. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.

117. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no member, other than a member described in the register of members by an address within the United Kingdom, shall be entitled to receive any notice from the Company.

118. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by

name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

119. Any notice or other document, if served, or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

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

#### VIII.—INDEMNITY.

121. Every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or 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.

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

#### IX.—WINDING UP.

123. If the Company shall be wound up, the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929. A Special Resolution sanctioning a sale to another company duly passed pursuant to the said section may in like manner determine that any shares or other consideration receivable by the Liquidator be distributed amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

The Companies Acts 1929 and 1947.

COMPANY LIMITED BY SHARES.

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NEW  
**Articles of Association**  
OF  
**THE NORTHERN BEDDING COMPANY**  
**LIMITED.**  
*(Adopted by Special Resolution passed on the 22nd day  
of March 1948.)*

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PAISNER & CO.,  
4 Gower Street,  
Bedford Square,  
London, W.C.1,  
*Solicitors.*

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SIR AIR

# Special Resolution

OF

## The Northern Bedding Company Limited.



Passed 26th February 1962

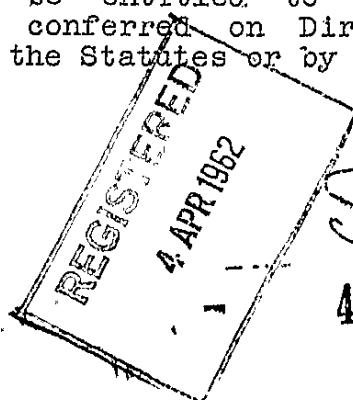
AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at the registered offices of the Company at Kingsway, Team Valley, Gateshead.11, on the 26th day of February 1962, the following SPECIAL RESOLUTION was passed :-

The Articles of Association be amended by the addition of the following new Article as Article 94A.

94A. (1) The Directors may from time to time appoint any individual employed by the Company or by any subsidiary of the Company who is not a Director of the Company to be an officer of the Company with the title "executive director".

(11) Any individual appointed to such office shall have powers duties and discretions as an officer of the Company as the Directors may from time to time determine, either in a particular case or generally.

(111) Any individual appointed to such office shall not be a Director of the Company and shall automatically vacate his office on being appointed a Director of the Company and shall not be entitled to any rights or privileges conferred on Directors of the Company by the Statutes or by these presents.



41

STANLEY GILKES  
CHAIRMAN.

-4 APR 1962

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Special Resolution

OF

## The Northern Bedding Company Limited.

AT an EXTRAORDINARY GENERAL MEETING of the  
above named Company duly convened and held at  
Kingsway Team Valley Gateshead 11 on the sixth day  
of June, 1963, the following Resolution was duly  
passed as a Special Resolution :

### SPECIAL RESOLUTION

"THAT the name of the Company be changed to  
UNIVERSAL BEDDING AND UPHOLSTERY LIMITED"

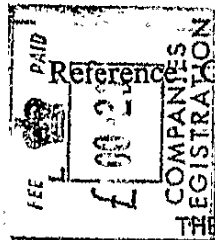
*J. H. A. Lee*  
DIRECTOR



No. 136509



5/



Reference C.R. 98/2875/63

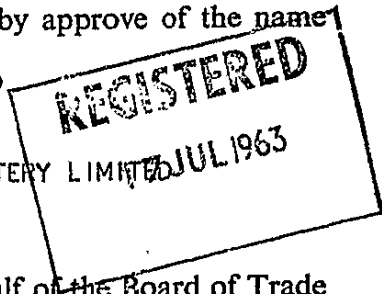
**COMPANIES ACT, 1948**

THE NORTHERN BEDDING COMPANY LIMITED,

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to



UNIVERSAL BEDDING AND UPHOLSTERY LIMITED



Signed on behalf of the Board of Trade

SEVENTEENTH DAY OF JULY

this

ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

*L.S. Whistler*

No. C. 60.

Authorised in that behalf by the  
President of the Board of Trade

9

DUPLICATE FOR THE FILE.

No. 136509



100

## Certificate of Incorporation on Change of Name

Whereas

THE NORTHERN BEDDING COMPANY LIMITED

was incorporated as a limited company under the  
COMPANIES ACTS, 1908 AND 1913,

on the EIGHTEENTH DAY OF JUNE, 1914

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

UNIVERSAL BEDDING AND UPHOLSTERY LIMITED

Given under my hand at London, this SEVENTEENTH DAY OF JULY  
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

Certificate received by

*per*

Date.

17/7/63

*L. S. Whitfield.*

Assistant Registrar of Companies.

112  
THE COMPANIES ACTS, 1908 and 1913

AND

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

UNIVERSAL BEDDING AND UPHOLSTERY LIMITED

*Still Private*

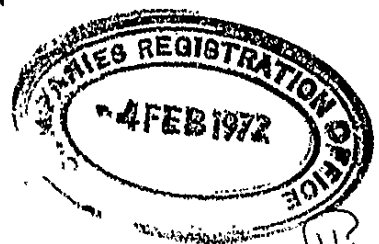
At an Extraordinary General Meeting of the above named Company held at the Registered Office on Wednesday the third day of November, 1971 the following Resolution was duly proposed and passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Regulations contained in the printed document entitled "New Articles of Association" submitted to this Meeting and for the purpose of identification signed by the Chairman hereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

..... *Gay F. Rohan* .....

CHAIRMAN



*Paisner & Co*

*44, Bedford Sq, WC.1*

*JB*

No. 136509.

*Day Arthur*  
Chairman

THE COMPANIES ACTS, 1908 and 1913  
and

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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## Articles of Association

OF

# Universal Bedding and Upholstery Limited.

(Adopted by Special Resolution passed on

1971)

1. The Regulations contained in Table A of the Companies Act 1908 shall not apply to the Company but the Regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Regulations.

2. The share capital of the Company at the date of adoption of these Articles as the Articles of Association of the Company is £40,000 divided into 40,000 Ordinary Shares of £1 each.

3. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not himself being a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share registered in his name.

4. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in like form each signed by one or more Members.

5. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than 2 in number.



6. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings at which, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

7. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

8. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in like form each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

9. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak, at any General Meeting of the Company and at any separate meeting of the holder of any class of shares in the Company.

(3)

10. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

11. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

12. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same or, in the case of a Members being a company, signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

13. The Directors shall have power at any time and from time to time to appoint any person to be a Directors, either to fill a casual vacancy or as an addition to the existing Directors, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.

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THE COMPANIES ACTS 1908 and 1913

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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# Memorandum

AND

Act

## Articles of Association

*(Adopted by Special Resolution passed on the 3rd day of November, 1971)*

OF

# Universal Bedding and Upholstery Limited.

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Incorporated the 18th day of June, 1914

PAISNER & CO.

Solicitors

45 Bedford Square

LONDON, W.C.1N 1AP



## Certificate of Incorporation

ON CHANGE OF NAME

WHEREAS THE NORTHERN BEDDING COMPANY LIMITED was incorporated as a limited company under the Companies Acts, 1908 and 1913, on the Eighteenth day of June, 1914.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of UNIVERSAL BEDDING AND UPHOLSTERY LIMITED.

GIVEN under my hand at London this Seventeenth day of July One thousand nine hundred and sixty-three.

L.S. WHITFIELD

Assistant Registrar of Companies.



## Certificate of Incorporation

I HEREBY CERTIFY that THE NORTHERN BEDDING COMPANY LIMITED is this day Incorporated under the Companies Acts 1908 and 1913, and that the Company is Limited.

GIVEN under my hand at London, the Eighteenth day of June One thousand nine hundred and fourteen.

F.A. BARNETT,

for Registrar of Joint Stock Companies.

Fees and Deed Stamps, £3 : 10 : 0.

Stamp Duty on Capital, £1 : 5 : 0.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Universal Bedding and Upholstery  
Limited.

1. The name of the Company is "THE-NORTHERN  
BEDDING COMPANY LIMITED".\*

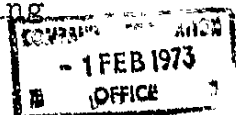
2. The registered office of the Company will be  
situate in England.

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

(A) To carry on the business of mattress and  
bedding manufacturers, importers, cabinet  
makers, furniture dealers, warehousemen,  
and removers of furniture and other goods,  
general dealers and manufacturers, carriers,  
shipping agents, brokers and agents for  
the sale of goods and real or personal  
property of every description. To get,  
buy, obtain, sell, repair, alter, convert,  
manufacture, let on hire, deal and dispose  
of materials, stock, and other substances,  
either in the rough, raw or finished state,  
and generally to carry on in connection with  
the above or otherwise any other trade or  
business whatsoever which can directly or  
indirectly in the opinion of the Board, be  
advantageously carried on by the Company.

(B) To carry on any other business (whether  
manufacturing or otherwise) which may seem  
to the Company capable of being conveniently  
carried on in connection with the above or  
calculated directly or indirectly to  
enhance the value of or to render more  
profitable any of the Company's property.

\* By Special Resolution dated the 6th June, 1963  
and with the consent of the Board of Trade, the  
Company changed its name to "Universal Bedding  
and Upholstery Limited."



- (C) To purchase, take on lease, or by any 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.
- (D) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, bunks, 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.
- (E) 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 part of the liabilities of such person, firm or company or to acquire an interest, amalgamate with or enter into any arrangement 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, stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (F) To purchase or by other means acquire and protect and prolong, whether in the United Kingdom or elsewhere, any patent rights, brevets d'invention, licences and concessions which may appear likely to be

(3)

advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve upon the said patents or inventions.

- (G) 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.
- (H) 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.
- (I) 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.
- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien, to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in

(4)

part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

- (M) To act as agents or brokers 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.
- (N) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or the allotment to him or them of shares or securities of the Company credited as paid up in full, or in part or otherwise.
- (O) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company.
- (P) 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; 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; to make payments towards insurance, and to form and contribute to provident and benefit clubs for the benefit of any persons employed by the Company.
- (Q) To promote any other company for the purpose of acquiring all or any of the property, and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (R) To sell or otherwise dispose of the whole or any part of the undertaking of the

(5)

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.

(S) 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.

(T) 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 share capital of the Company is £500\*, divided into 500 shares of £1 each. The Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital with preferred, deferred, qualified or other rights or such other restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by Special Resolution determine.

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\* As at the 3rd November, 1971, the authorised Share Capital of the Company was £40,000 divided into 40,000 Ordinary Shares of £1 each.

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p>HENRY DRESNER, 14, Devonshire Place, Newcastle/Tyne,  Bedding Manufacturer.</p> <p>LOUIS HYMAN, 64, Maple Terrace, Newcastle/Tyne,  Bedding Manufacturer.</p>	<p>One</p> <p>One</p>

DATED the 11th day of June 1914.

WITNESS to the above Signatures :-

J.C. THOMPSON,  
28, Stephenson Street,  
Dunston-on-Tyne,

Solicitors Manager.

THE COMPANIES ACTS, 1908 to 1913

AND

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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## Special Resolution

OF

# Universal Bedding and Upholstery Limited.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company held at the Registered Office on Wednesday the Third day of November, 1971, the following Resolution was duly proposed and passed as a SPECIAL RESOLUTION.

### SPECIAL RESOLUTION

THAT the Regulations contained in the printed document entitled "New Articles of Association" submitted to this Meeting and for the purpose of identification signed by the Chairman hereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

SYDNEY F. ROBIN,

Chairman.

## THE COMPANIES ACTS, 1908 to 1913

AND

## THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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Now

## Articles of Association

OF

Universal Bedding and Upholstery  
Limited.

(Adopted by Special Resolution passed on  
the 3rd November, 1971)

1. The Regulations contained in Table A of the Companies Act 1908 shall not apply to the Company but the Regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Regulations.
2. The share capital of the Company at the date of adoption of these Articles as the Articles of Association of the Company is £40,000 divided into 40,000 Ordinary Shares of £1 each.
3. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not himself being a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share registered in his name.
4. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in like form each signed by one or more Members.
5. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than 2 in number.

6. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings at which, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

7. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

8. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in like form each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

9. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak, at any General Meeting of the Company and at any separate meeting of the holder of any class of shares in the Company.

(3)

10. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

11. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

12. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same or, in the case of a Member being a company, signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

13. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.

THE COMPANIES ACTS 1908 and 1913

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY SHARES

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**Memorandum**

AND

**New**

**Articles of Association**

*(Adopted by Special Resolution passed on the  
3rd day of November, 1971)*

OF

**Universal Bedding  
and Upholstery Limited.**

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Incorporated  
the 18th day of June, 1914

PAISNER & CO.  
Solicitors  
44 Bedford Square  
London, WC1B 3DU.

THE COMPANIES ACTS 1908-1976

COMPANY LIMITED BY SHARES

RESOLUTION OF  
UNIVERSAL BEDDING & UPHOLSTERY LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on the 15th day of November 1978 the undermentioned Resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

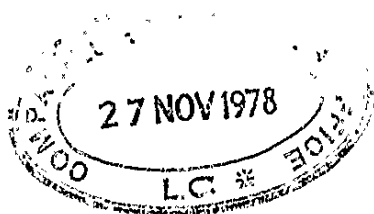
That the Articles of Association be altered in manner following, that is to say :

By the insertion of an additional Article numbered 10(A) as follows :-

ASSOCIATE DIRECTORS


(a) The Directors shall have power from time to time to designate any person or persons in the employment of the Company not being Directors as Associate Directors of the Company and also at any time to revoke such designation as regards any person so appointed

(b) The designation of a person as an Associate Director shall not confer upon him the status of a Director or entitle him to vote at meetings of the Directors or to attend such meetings unless specifically invited to attend; none of the provisions of these presents or of the Statutes concerning Directors shall apply to an Associate Director




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(c) A person designated as an Associate Director shall not unless the Directors otherwise determine be entitled to any additional remuneration on that account and the terms of any service agreement between the Company and such a person shall in no way be affected by his designation as an Associate Director or by revocation thereof. He shall be entitled to be described as an Associate Director of the Company so long as he shall continue to be so designated.

 CHAIRMAN

Certified a true copy of the Special Resolution passed  
in Extraordinary General Meeting on the 15th  
day of November, 1978

Secretary 

date : 15th November 1978

Company No. 136509

THE COMPANIES ACT, 1985

UNIVERSAL BEDDING & UPHOLSTERY LIMITED

ELECTIVE RESOLUTIONS

PASSED 27 MARCH 1991

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held on 27 March 1991, the following Resolutions were duly passed as ELECTIVE RESOLUTIONS:-

ELECTIVE RESOLUTIONS

- a. That in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended) the Company does hereby dispense with the laying of the Report and Accounts before the Company in general meetings in respect of the year ended 31st March 1991 and subsequent financial years.
- b. That in accordance with the provisions of Section 366A of the Companies Act 1985 (as amended) the Company does hereby dispense with the holding of the Annual General Meeting for 1991 and subsequent years.
- c. That in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended) the Company does hereby dispense with the obligation to appoint auditors annually (and that Messrs Coopers & Lybrand Deloitte shall be deemed to be re-appointed as auditors for each succeeding year on the expiry of the time for appointing auditors).

  
Chairman

