

THE COMPANIES ACTS 1908 to 1917.



A 5s.
Companies'
Registration
Fee Stamp
to be
impressed
here.

REGISTERED
118055
20 AUG 1919

DECLARATION of Compliance with the ^{requirements} ~~requisitions~~ of the Companies

(Consolidation) Act 1908, on behalf of a Company proposed to be

registered as *Gordon Smith*

LIMITED.

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

ed for filing by

Turner & Co

89, Chancery Lane

WC 2

Solicitors Law Stationary Society, Limited, 22 Chancery Lane, W.C. 2; 29 Walbrook, E.C. 4;
49 Bedford Row, W.C. 1; 6 Victoria Street, S.W. 1.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, Harvey Harrowell
of 89, Chancery Lane in the County
of London

(c) Here insert:
"A Solicitor of
the High Court
engaged in the
formation,"

or
"A Director or
Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am ^(a) a Solicitor
of the High Court engaged in the
formation

of Gordon & Smith

Ad. C.
Limited, and That all and every the ^{requirements} ~~requisitions~~ 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 89 Chancery Lane
in the County of London

on 19th day of August

One thousand nine hundred and nineteen

Harvey Harrowell

Before me,

Arthur L. Gaskell

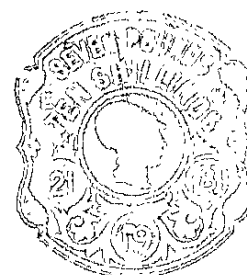
Number of
Certificates }

Form No. 25.

THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

Gordon & Smith

REGISTERED

118053

120 AUG 1919

LIMITED.

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

NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 or fraction of £100.

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

presented for filing by

Turner & Co
59, Chancery Lane

W.C.

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 29 Walbrook, E.C.4, 40 Bedford Row, W.C.1, 6 Victoria Street, S.W.1.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

Gordon & Smith, Limited,
is £ *21.000*, divided into *30.000*
Shares of *One pound* each. and *20.000*
Shares of *one shilling* each.

Signature *G. Haxfield.*

Officer *Secretary*

Dated the *19th* day of
August 19 *19*.

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

THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

GORDON & SMITH LIMITED.

Memorandum
— AND —
Articles of Association

TURNER & CO.,

80, Chancery Lane, W.C.2.

158092

THE COMPANIES ACTS 1908 to 1917.

COMPANY LIMITED BY SHARES.

REGISTERED
118056
20 AUG 1919

Memorandum of Association

— OF —

GORDON & SMITH LIMITED.

1. The name of the Company is "GORDON & SMITH 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 acquire and take over shares in Thomas Gordon (London) Limited, or in the alternative, to acquire the freehold or leases of premises known as the Shaftesbury Hotel, Great St. Andrew Street, London, and to purchase, take on lease, or otherwise acquire messuages or buildings known as 46 and 47, Frith Street, Soho, or other lands or premises elsewhere; to maintain or erect on such lands as aforesaid or any of them an hotel or hotels or any other necessary buildings and works, and to use, convert, adapt and maintain all or any of such lands, messuages, buildings and premises to and for the purposes of hotels, taverns, lodging houses, livery and other stables, or garages, with their usual and necessary adjuncts; To fit up and furnish the same, and to carry on the businesses of hotel, tavern and lodging house keepers, restaurateurs,

To acquire Hotel and premises,

licensed victuallers combined with that of wine and spirit merchants, and a livery stable or garage keepers or to use the same for concerts, dancing or clubs; to sell and let the lands and messuages of the Company, or to use the same or any part thereof, or to acquire and use other lands for agricultural purposes; to appropriate any part or parts of the property of the Company for the purpose of and to build and let shops, offices, and other places of business; to purchase or otherwise acquire the goodwill of any hotel or tavern; to carry on any other business or businesses which may seem to the Company capable of being carried on advantageously in connection with the above, or calculated to develop and enhance the value or render profitable any property or rights of the Company.

To develop land and promises.

- (b) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, enclosing, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

General powers.

- (c) To carry on all or any of the following businesses, viz.: Buyers and sellers of and dealers in land, houses, and real property, builders and contractors, decorators, merchants, dealers in stone, sand, lime, timber, hardware and other building and draining requisites, brick and tile and terra cotta makers, carriers by land and water of passengers and goods surveyors, house and estate agents suppliers of gas, water, electricity and power, ship owners, warehousmen, wharfingers, barge owners, lightermen, forwarding agents, underwriters, and insurers of ships' goods and other property, general traders, lodging house keepers, refreshment purveyors, market gardeners, greengrocers, fruiterers, florists, fishmongers, poulterers, game dealers, general drapers, hosiers, hatters, tailors, outfitters, ironmongers, jewellers, and diamond merchants, bakers, confectioners, furniture dealers in all branches, stationers, bootmakers, leather merchants, dyers, cleaners and launderers, provision merchants, grocers, glass and china merchants, tobacconists, corn merchants and hay

and straw salesmen, and any other business which may seem directly or indirectly conducive to any of the objects of the Company. *See Object 1, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.*

- (d) To acquire any policies, book debts, real and personal property, patents, reversions, &c., and to hold either in the name of the Company, or of trustees or otherwise, and to develop, deal with, work and turn to account the same; as importers and dealers in all kinds of building materials; to undertake and carry out all kinds of assurance business except life assurance; general agency business; to collect and guarantee rents and debts; as stock and share dealers, company promoters, financiers, bankers, concessionaires; and further to deal in, make merchantable, sell and dispose of ores, minerals, goods and merchandise generally, in any part of the world; to carry on the business of a mining smelting, trading and metallurgical company in all its branches; to acquire any lands and estates, and to develop the resources of the same by clearing, draining, farming, planting, or building thereon; to construct and maintain mills, machinery, and appliances, smelting works, laboratories, canals, rail and tram roads, telegraph and telephone systems, wharves, piers, *provided that nothing herein contained shall*

Policies,
reversions.

- (e) To construct, carry out, maintain, widen, lay out, improve, manage, work, control, and superintend any roads, ways, tramways, railways, bridges, docks, harbours, reservoirs, watercourses, aqueducts, wharves, embankments, furnaces, saw mills, crushing works, hydraulic works, electrical works, factories, warehouses, shops, places of worship, places of amusement, hotels, clubs, restaurants, baths, pleasure grounds, parks, gardens, reading rooms, stores and dairies, and to construct, supply, lay down, and maintain pipes, mains, wires, cables, appliances, fittings, and other things necessary for the supply of gas, water, or electricity, and generally to execute and do all such other works and conveniences and things as may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to, subsidise, or otherwise aid or to take part in any such operations.

Construct and
maintain places of
amusement.

- (f) To lay out and prepare any lands for any kind of athletic sports, and for playing thereon games of cricket, football, bowls, golf, curling, lawn tennis, polo, or any

Recreation.

other kind of amusement, recreation, sport or entertainment, and to construct stands, pavilions, booths, stabling for horses, paddocks, refreshment rooms, and other erections, buildings and conveniences, whether of a permanent or temporary nature, which may seem directly or indirectly conducive to the Company's objects, and to conduct, hold and promote athletic sports, polo, lawn tennis, and other matches or meetings, agricultural, horse, flower, and other shows and exhibitions, and otherwise use the Company's property and rights and to give and contribute towards prizes, cups, stakes and other rewards.

- | | |
|----------------------|---|
| To let out property. | (g) To let out on hire all or any of the property of the Company (whether real or personal) including every description of apparatus or appliances of the Company. |
| To supply power. | (h) To carry on the business of suppliers of light, heat and power and carriers of passengers and goods. |
| To erect telegraphs | (i) To acquire the right to use or manufacture and put up telephones, telegraphs, phonographs, dynamos, accumulators, lamps, and all apparatus now known or that may hereafter be invented, connected with the generation, accumulation, distribution, supply and employment of electricity or any power that can be used as a substitute therefor, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchanges or centres. |
| Lighting. | (j) To contract for the lighting of any public or private place or property by gas, electric or any other light, and to establish and maintain centres from which light, heat or power may be distributed in any way, or supplied or used for any purpose, and to contract for the performance of any service, or the execution of any work which can be effected by electricity, magnetism, or any mechanical or scientific process. |
| To acquire patents. | (k) To purchase or otherwise acquire letters patent, brevets d'invention, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters patent, brevets d'invention, concessions, licenses, inventions, rights and privileges, whether in the United Kingdom or in any other part of the world. |

- (l) To sell, let or grant any patent rights, brevets d'invention, concessions, license, inventions, rights or privileges, belonging to the Company, or which it may acquire, or any interest in the same. To grant patent rights.
- (m) To register any patent or patents for any invention or inventions, to obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with or turn to account any patent rights, brevets d'invention, concessions, monopolies, or other rights or privileges, Acts of Parliament, or Provisional Orders, either in the United Kingdom or in any other part of the world. To obtain privilege.
- (n) To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, brevets d'invention, concessions, licenses, inventions, rights, or privileges as aforesaid. To deal in appliances.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business. Acquire lands, buildings, &c.
- (p) To erect, construct, lay down, enlarge, alter and maintain any buildings, works, and machinery necessary or convenient for the Company's business. Erect buildings &c.
- (q) To borrow and raise money for the purpose of the Company's business. Borrow money.
- (r) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, debentures, mortgage debentures, and debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance. Mortgage and charge undertaking &c.
- (s) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any Issue and deposit securities.

sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.

Receive deposits
and loans and
guarantee debts
and contracts.

- (t) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.

Make advances
and act as bankers.

- (u) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

Grant pensions, &c.

- (v) To grant pensions, allowances, gratuities and bonuses to employes or ex-employes of the Company or its predecessors in business or the dependents of such persons, and to establish and support or to aid in the establishment and support of any schools, and any educational, scientific, literary, religious or charitable institution, or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not, and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.

Make and accept
bills of exchange,
&c.

- (w) To draw, make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.

Issue shares and
invest moneys.

- (x) To issue any shares of the Company at par, or at a premium, or as fully or in part paid up, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

Pay for property,
&c., in cash or
shares.

- (y) To pay for any property or rights acquired by the Company either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

Pay brokerage
and commissions.

- (z) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other

securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (aa) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine. Accept payment in cash or shares, &c.
- (bb) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such company. Enter into partnership or joint purse arrangements, &c.
- (cc) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company. Promote other companies.

Acquire shares &c. in such other company.
- (dd) To purchase or otherwise acquire and undertake all or any part of the business, property and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company. Purchase other business or property.
- (ee) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights of and over and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company. Sell or otherwise deal with undertaking.
- (ff) To amalgamate with any other company whose objects are to include objects similar to those of this Company, Amalgamate with other company.

whether by sale or purchase (for shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner,

Distribute property
among Members.

- (gg) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

Trade protection
associations.

- (hh) To join, subscribe to, or otherwise assist any trade protection association, or any association, fund or union, for the furtherance of the temporary or permanent interests of this Company or any companies, associations, firms, individuals, or persons having objects or interest in common with or similar to the objects or interests of this Company or any of them.

Generally do things
conducive to above
objects.

- (ii) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

5. The share capital of the Company is £31,000, divided into 30,000 shares of £1 each and 20,000 shares of One Shilling each (with power to increase or decrease). Any of the said shares for the time being unissued and any new shares from time to time to be created may be issued with or subject to any preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, whether in regard to dividend voting, return of capital or otherwise. The rights of the holders of Preference Shares or any other special class of shares for the time being forming part of the capital of the Company may be modified, affected, varied, extended, or surrendered with the sanction of an Extraordinary Resolution of the Members of the class, as provided by the Articles of Association registered herewith, but not further or otherwise

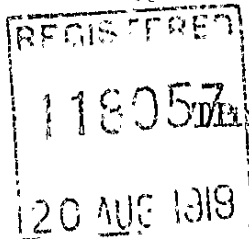
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
W. H. Harfield 30 Lena Gardens Hammersmith W ⁶ Sprinter. Solicitors Clerk	One £1 share
Leslie J. Griffin, 60 Elm Road, Leigh-on-Sea, Essex. Solicitor's Articled clerk.	One. £1 share.

DATED the 19th day of August, 1919,

WITNESS to the above signatures—

Harry Harwell
89 Chancery Lane
Solicitor. W.C.C.



THE COMPANIES ACTS 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

GORDON & SMITH LIMITED.

PRELIMINARY.

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

2. The following Articles of Table "A" shall not apply to this Company, that is to say, Articles 5, 9, 12, 29, 34 to 40, (inclusive) 42, 46, 51, 59, 70, 73, 77, 88 and 95.

3. The Directors shall forthwith, on behalf of the Company, acquire all or any part of the shares of Thomas Gordon (London) Limited or in the alternative the business leases of premises and the undertaking and other assets (or any of them) referred to in Paragraph (a) of Clause 3 of the Memorandum of Association of the Company. No objection shall be taken to the acquisition of the said shares or the business or undertaking or other assets upon the ground that any promotor or Director was a vendor to the Company or otherwise party to or interested in the said acquisition or purchase or that any vendor stood in a fiduciary relation to the Company or that the purchase consideration was fixed without independent valuation or that the Directors did not in the circumstances constitute an independent Board nor shall any promotor or Director be liable to account to the Company for any profit or

benefit derived by him under the said acquisition or purchase by reason of the foregoing; and every Member of the Company, whether present or future shall be deemed to have become such upon the basis of this proviso.

4. The Company is a Private Company and accordingly (a) No invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company (b) The number of the Members of the Company (exclusive of persons 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 50. 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 (c) the Directors may in their discretion refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable in the interests of the Company to admit to membership.

SHARES.

5. The shares except where otherwise provided shall be allotted or otherwise disposed of by and at the discretion of the Directors, on such terms, at such times to such persons, in such manner and at par or premium as they shall think fit.

6. Save as provided by Clause 12 hereof no share shall be transferred to a person who is not a Member as long as any person is willing to purchase the same at a price to be fixed as hereinafter provided.

7. In order to ascertain whether any Member is willing to purchase a share the person whether a Member or not proposing to transfer the same (hereinafter called "the retiring Member") shall give notice in writing to the Company that he desires to transfer the same and such notice shall specify the price he fixes and such notice shall constitute the Company his agent for the sale of the share to any Member of the Company at such price.

8. If the Company shall within the space of twenty-eight days after such notice find a Member desiring to purchase the share (hereinafter called "the purchasing Member") and shall give notice thereof to the retiring Member, he shall be bound at such time within fourteen days afterwards as the Company shall appoint upon payment of the price so fixed, to transfer the share to the purchasing Member.

9. If in any case the retiring Member after having become bound as aforesaid makes default in transferring the share the Company may receive the purchase money and shall thereupon cause the name of the purchasing Member to be entered in the register as the holder of the share and shall hold the purchase money in trust for the retiring Member. The receipt by the Company for the purchase money shall be a good discharge to the purchasing Member, and he shall not be bound to see to the application thereof, and after the name of the purchasing Member has been entered in the register the validity of the proceeding shall not be questioned by any person.

10. If within the space of twenty-eight days after being served with any such notice as aforesaid the Company shall not find a Member desiring to purchase the share and give notice in manner aforesaid, the retiring Member shall, at any time within three calendar months afterwards, be at liberty to sell and transfer the share to any person and at any price.

11. The Company in General Meeting may make, and from time to time vary rules as to the mode in which any shares specified in any notice served on the Company pursuant to Clause 7 hereof shall be offered to the Members, and as to their rights in regard to the purchase thereof, and in particular may give any Member or class of Members a preferential right to purchase the same; until otherwise determined every such share shall be offered to the Members in such order as shall be determined by lot, to be drawn in such manner as the Directors think fit.

12. Any share may be transferred by a Member to any son or daughter or son-in-law, and any share of a deceased Member may be transferred by his executors or administrators to any son or daughter, or son-in-law or widow or widower of such deceased Member and Clause 6 hereof shall not apply to any such transfer.

COMMISSION.

13. The Directors may pay or agree to pay a commission on behalf of the Company 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 but the amount or rate of such commission shall not exceed Ten per cent of the nominal amount of the shares so offered and the amount or rate so paid or agreed to be paid shall be disclosed in the manner required by Section 89 of the Act.

14. Where the Company has paid any sums by way of commission in respect of any shares or debentures, or allowed any sums by way of discount in respect of any debentures, such statement thereof shall be made in the balance-sheet as is required by Section 90 of the Act.

INCREASE AND REDUCTION OF CAPITAL.

15. The Company may by Ordinary Resolution increase the capital of the Company by the creation of new shares. Such new shares may be issued with or without any special conditions, preference or priority either as to dividend or capital, or both or with any other special rights or advantages as the Directors may think fit. In the absence of any such special conditions or rights, such new shares shall be held under the same conditions as if they had been part of the original capital. This clause shall not abrogate the powers of the Directors under Article 23 hereof but shall be alternate thereto.

16. The Company may from time to time by Special Resolution reduce the capital of the Company in any manner for the time being authorised by law.

BORROWING POWERS.

17. The Directors may from time to time in their discretion borrow for the purposes of the Company any sum or sums of money on such security and in such manner as they in their discretion think fit in accordance with the powers contained in the Memorandum of Association.

MODIFICATION OF RIGHTS.

18. If and when the capital of the Company is divided into shares of different classes the rights and privileges of any class may be affected, modified, commuted or abrogated with the consent in writing of the holders of at least three-fourths of the shares of that class issued, or alternatively with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of that class issued. The quorum at such meeting shall be persons holding or representing, by proxy the holders of one-fourth at least of the shares of that class issued, but otherwise the provisions of these presents or of Table "A" relating to Extraordinary Resolutions and General Meetings shall *mutatis mutandis* apply. This clause shall not operate to restrict any powers which the Company would have possessed in the absence thereof.

MEETINGS.

19. It shall be sufficient to give 48 hours' notice of any General Meeting, and Clause 49 of Table "A" shall be read accordingly.

20. The General Meeting referred to in Clause 46 of Table "A" shall be held at such time and place as may be prescribed by the Directors.

21. Where a Special or Extraordinary Resolution is proposed to be passed the first and confirmatory meetings may be convened by the same notice, and such notice shall be valid and effectual, notwithstanding that it convenes the confirmatory meeting subject to the resolution being effectively passed at the first meeting.

22. Two Members, personally present, shall be a quorum at any General Meeting, and Clause 51 of Table "A" shall be read accordingly.

POWERS OF DIRECTORS.

23. The capital of the Company may be increased from time to time by resolution of the Directors by such sum, and divided into shares of such amount, and with such preferences or conditions as the Directors may determine, and Clause 41 of Table "A" shall not apply.

24. All or any shares created on an increase of capital may be offered or issued to such persons not being members of the public as the Directors may determine.

25. A resolution in writing which is signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a Board Meeting duly convened and constituted.

26. The words "Extraordinary Resolution" shall be substituted for the words "Special Resolution" in Clause 3 of Table "A" but the exercise of such powers shall not derogate from the powers of the Directors under Article 23 hereof.

27. The first Directors of the Company shall be Bracewell Smith, B.Sc., and Robert Tweedy Smith, and such other Directors as shall be determined in writing by a majority of the subscribers of the Memorandum of Association and Clause 68 of Table "A" shall be varied accordingly.

28. The remuneration of each of the Directors shall be at the rate of £100 per annum, with such addition thereto (if any) as may

be determined by the Company in General Meeting. Clause 69 of Table "A" shall be varied accordingly.

29. The Directors may hold any office or place of profit under the Company in addition to the office of Directors and a Director may contract with the Company and retain any profit derived under such contract and vote in respect thereof and in particular Directors may be remunerated for giving guarantees for any sums borrowed or payable by the Company.

30. The quorum necessary for the transaction of business by the Directors shall be two, subject to Article 25 hereof.

31. Dividends may be declared by the Directors, and Clause 95 of Table "A" shall not apply.

RIGI TS OF SHARES.

32. Of the £1 shares mentioned in the Memorandum of Association of the Company 5,000 thereof shall be called Preference Shares and 25,000 Ordinary Shares and the remainder of the shares shall be called Deferred Shares. The holders of Preference Shares shall be entitled to receive out of the profits of each year available for dividends a preferential dividend for such year at the rate of 8 per cent. per annum on the capital for the time being paid up on the Preference Shares held by them respectively and a right in a winding-up to payment off of the capital and arrears of dividend in priority to other shares. The Ordinary Shares shall subject to the right of the Preference Shares be entitled up to 15 per cent. dividend on the capital paid up for the time being plus half the remaining divisible profit. The Deferred Shares shall in any year be entitled to the other half of the divisible profits after the Ordinary Shares shall have received 15 per cent. and the Preference Shares 8 per cent.

33. The Company may in General Meeting from time to time issue any further portion of the shares for the time being unissued with such preferences, privileges annexed thereto or to rank equally with the said Cumulative Preference Shares as a General Meeting shall direct and if no direction be given, as the Directors shall determine. This power shall not abrogate the powers granted to Directors by Article 23 but shall be alternate thereto.

34. Whenever the capital by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may be modified, commuted, effected, abrogated or dealt with by agreement

between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by the holders of at least three-quarters in nominal value of the issued shares of the class or is confirmed by an Extraordinary Resolution passed at a separate General Meeting of the holders of shares of that class, and all the provisions in Table "A" subject to the provisions contained in these Articles as to General Meetings shall *mutatis mutandis* apply to every such meeting, but so that the quorum thereof shall be Members holding or representing by proxy one-fifth of the nominal amount of the issued shares of the class; this Article is not to abrogate from any power the Company would have had if this class were omitted.

ALTERNATE DIRECTORS.

35. If any Director shall through illness or absence from London be unable to attend the Directors' Meetings he may, by writing under his hand, appoint any qualified Member of the Company to be his substitute during such absence or illness, provided always that if the Board decide that no such appointment shall be operative or continue to be operative such appointment shall be of no effect.

36. A Director may at any time revoke the appointment of a substitute appointed by him and appoint any person in his place. If a Director die the appointment of a substitute shall thereupon cease and determine.

37. Every person acting as a substitute shall be an officer of the Company and alone responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him.

38. The remuneration of any such substitutes shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the substitute and the Director appointing him.

ARBITRATION.

39. If any dispute or difference shall at any time arise between the Company and any of its Members relative to the consideration or anything arising out of these Articles as to the rights or liabilities of any Members or any of the officers of the Company whatsoever the said dispute or difference shall be referred to the decision of a single arbitrator under and in accordance with the provisions of the Arbitration Act, 1889.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ly Harfield
 30 Leno, Gardens
 Hammersmith W.B.
 Spinster Solicitors Clerk.

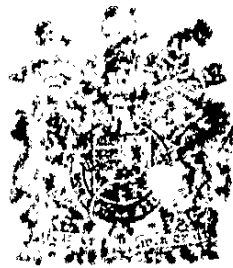
Leslie J. Griffin,
 60 Elm Road,
 Leigh-on-Sea, Essex.
 Solicitor's articled clerk.

DATED the 19th day of August, 1919.

WITNESS to the above signatures—

Harry Harrold
 89, Chancery Lane W.C.2
 Solicitor.

N 155092



Certificate of Incorporation

I Hereby Certify, That the
Gordon & Smith Limited

is this day incorporated under the Companies Acts, 1908 to 1917, and that the Company
is Limited.

Given under my hand at London this *Twentieth* day of *August*
One Thousand Nine Hundred and *Nineteen*.

Provisional Paid Stamps $\pounds 1/3 =$

Stamp Duty on Capital $\pounds 77-10/-$

A. B. L.

Assistant Registrar of Joint Stock Companies

Certificate received by

Leslie J. Griffin.

P.P. Turner & Co.

89 Chancery Lane ec?

25. 8. 19.