

173670

Number of
Certificate

[Form No. 41.]

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance



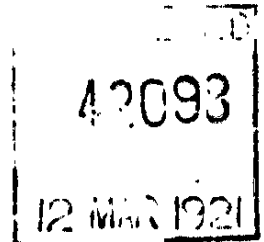
A
Companies
Fee Stamp
of 5s.
should be
impressed
here.

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

Hyman



LIMITED.

See Page 2 of this Form.

TELEGRAMS. "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBERS. HOLBORN 246

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

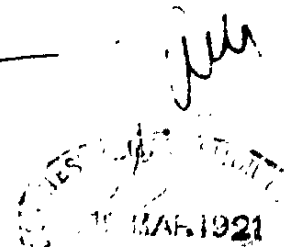
116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 18 BROAD STREET PLACE, E.C. 2.

Presented for filing by



Robert M. M. M. M.

John M. M. M. M.



I *Francis Kwan Ho Wai*
of *Patna in the Prov of Bihar*

written across.

*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 Solicitor of
the High Court engaged in the formation of*

Harman

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 *Patna in the
Prov of Bihar*

the *10th* day of *March*

One thousand nine hundred and
thirteen
before me,

Thos. Edwards

A Commissioner for Oaths.

F. K. Wai

this margin is reserved for binding, and

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

COMPANY LIMITED BY SHARES.



Duty at the
rate of £1
for every
\$100 should
be impressed
here.

Statement of the Nominal Capital

OF

42097

12 MAR 1921

Haymans
LIMITED,

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.

(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.

Sta-230.

TELEGRAMS: "CERTIFICATE. FLEET. LONDON."

TELEPHONE NUMBER: HOLBORN 240.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers

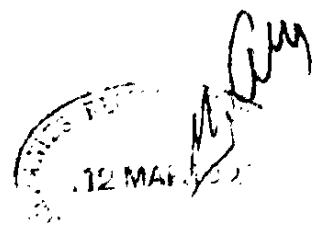
116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



Windeatt & Windeatt

Solicitors, Holborn



THE NOMINAL CAPITAL

OF

Haymans LIMITED,

is *Twelve thousand* Pounds,

divided into *Twelve thousand* Shares

of *One pound* each.

Signature *B. H. Hayman*

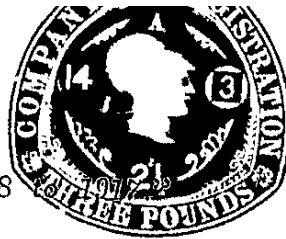
Description *Director*

Dated the *14th* day

of *March* 1921

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

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



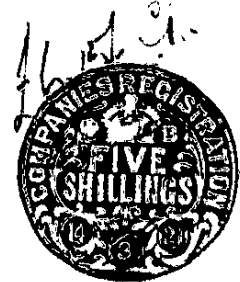
"The Companies Act, 1908"

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

HAYMANS, LIMITED.



adv. 3rd div
(P.D.)

1. The Name of the Company is "HAYMANS, 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 as a going concern and carry on the business of Drapers, Costumiers, Milliners, and House Furnishers now carried on by BENJAMIN WILLIAM HAYMAN and ERNEST WILLIAM HAYMAN (both of 40 and 42 High Street, Totnes) at 40 and 42 High Street, Totnes, in the County of Devon, under the style or firm of "B. W. HAYMAN & SON," together with the whole of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto, and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed, and is expressed to be made between the said BENJAMIN WILLIAM HAYMAN and ERNEST WILLIAM HAYMAN of the first part, LEWIS STANLEY PASCALL of the second part, and the above-named Company of the third part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.

42.00
12 MAR 1921

Presented for filing by:-



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(b) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the business or businesses of Costumiers, Robe, Dress, and Mantle Makers, Tailors, Silk Mercers, Makers and Suppliers of Clothing, Lingerie, and Trimmings of every kind, Corset Makers, Furriers, General Drapers, Haberdashers, Milliners, Hosiers, Glovers, Lace Makers and Dealers, Feather Dressers and Merchants, Hatters, Boot and Shoe Makers, Dealers in Fabrics and Materials of all kinds, Ribbons, Fans, Perfumes, Flowers (artificial and natural), and Dyers and Cleaners, and generally to manufacture, buy, sell, and deal in all goods and articles usually dealt in by Drapers and Out-fitters, Boot and Shoe Dealers, and House Furnishers, and to make up, alter, adapt, fit, repair, and render saleable all materials or articles used by the Company or entrusted to it by customers; Leather and Leather Goods of all kinds, Blacking, Varnish, and other Preparations for Boots or Leather, Lasts, Boot Stretchers, Boot Jacks, Button Hooks, Laces, Fastenings, Buckles, and all other Accessories; Manufacturers of and Dealers in Furniture and Upholstery, Carpets, Curtains, Blinds, Table and other Linen, China, Crockery, Stoneware, Earthenware, Glass, Ironmongery, Copperware, Tinware, Enamelled Ware, Silver and other Plate, Plated Goods, Cutlery, Watches, Clocks, Jewellery, and the like Articles; and generally of House Furnishers, Decorators, Carpenters, Cabinet Makers and Upholsterers, Paperhangers, and Manufacturers of and Dealers in Wall and other Papers, Painters, Glaziers, Plumbers, Tilers, Gas and Electric Light Engineers, Water and Sanitary Engineers, and Builders, and to undertake and carry out the furnishing, fitting, equipping, lighting, heating, drawing, decorating, and preparing for occupation any houses, hotels, offices, shops, warehouses, or other buildings.

(c) 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.

- (d) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To 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, and control the same or join with others in so doing.
- (f) To purchase or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any 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, Debenture 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.

- (h) 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.
- (i) 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.
- (j) 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.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, 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.
- (l) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the

Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (n) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (r) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

- (s) 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 employes, 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 funds for the benefit of any persons employed by the Company.
- (t) 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 or to enhance the value of any property or business of 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.
- (u) 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, debenture stock, or securities of any company purchasing the same.
- (r) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (rr) 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 Twelve Thousand Pounds, divided into Twelve Thousand Shares of One Pound each.

Where 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.
Benjamin William Hayman One Share The Gables Cottages Drapers	
Ernest William Hayman One 5 Devon Terrace, Totnes. Drapers.	
Lewis Stanley Pascoe. 17, Edgcombe Place, Devonport. Drapers	One.

Dated the 9th day of March, 1921.

Witness to the above Signatures—

A. W. W. W.
Solicitor *T. W.*

173870



"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

Articles of Association

OF

HAYMANS, LIMITED.

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies (Consolidation) Act, 1908, shall not apply to this Company.

2. In these Articles, unless the context otherwise requires—

"The Statutes" shall mean The Companies Acts, 1908 to 1917, and every other Act incorporated therewith, or any Act or Acts of Parliament substituted therefor; and in case of any such substitution the references in these presents to the provisions of non-existing Acts of Parliament shall be read as referring to the provisions substituted therefor in the new Act or Acts of Parliament.

"The Register" shall mean the Register of Members to be kept as required by Section 25 of The Companies (Consolidation) Act, 1908.

"Month" shall mean calendar month.

"Paid up" shall include "credited as paid up."

"Secretary" shall include any person appointed to perform the duties of Secretary temporarily.

"In writing" shall include printed, lithographed, and type-written.

Words which have a special meaning assigned to them in the Statutes shall have the same meaning in these presents.



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Words importing the singular number only shall include the plural, and the converse shall also apply.

Words importing males shall include females.

Words importing individuals shall include corporations.

3. The first business of the Company shall be to acquire the business and undertaking of B. W. HAYMAN & SON, and for the purpose of so doing the Directors shall forthwith take into consideration and, if approved of, shall enter into on behalf of the Company (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (a), of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director be liable to account to the Company for any profit or benefit derived by him under the said Agreement by reason of any Promoters or Directors of the Company being Vendors to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendors without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement and to have assented to all the terms thereof.

4. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's Shares.

5. 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 not at any time exceed fifty.

6. The Company shall not offer any of its Shares or Debentures to the public for subscription.

7. It shall be lawful for the Company to pay 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 to any amount not exceeding One Shilling per Share.

8. The Company shall within one month after it has been registered duly comply with such of the provisions of Section 2 of The Companies (Particulars as to Directors) Act, 1917, as may be applicable thereto.

SHARE CAPITAL.

9. The original Share Capital of the Company is Twelve Thousand Pounds, divided into Twelve Thousand Shares of One Pound each, whereof Six Thousand Shares are Cumulative Preference Shares and Six Thousand Shares are Ordinary Shares. The said Preference and Ordinary Shares shall confer on the Holders thereof the rights and privileges hereinafter declared, and such rights and privileges shall be subject to variation or modification in the manner provided by Article 42 hereof, but not otherwise.

SHARES AND CERTIFICATES.

10. Subject to the provisions of the Agreement referred to in Article 3 hereof, the Shares shall be under the control of the Directors, who may allot and dispose of the same to such persons on such terms and in such manner as they think fit. Shares may be issued at par or at a premium.

11. The Directors may make arrangements on the issue of Shares for a difference between the Holders of such Shares in the amount of Calls to be paid and in the time of payment of such Calls.

12. The Company shall be entitled to treat 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 recognise any trust or equity or equitable claim to or interest in such Share, whether or not it shall have express or other notice thereof.

13. Every Member shall be entitled without payment to one Certificate under the Common Seal of the Company, specifying the Share or Shares held by him, with the distinctive numbers thereof and the amount paid up thereon. Such Certificate shall be delivered to the Member within two months after the allotment or registration of the transfer, as the case may be, of such Share or Shares. If any Member shall require additional Certificates he shall pay for each such additional Certificate such sum, not exceeding One Shilling, as the Directors shall determine.

14. If any Certificate be defaced, worn out, lost, or destroyed, it may be renewed on payment of One Shilling or such less sum as the Directors may prescribe, and the person requiring the new Certificate shall surrender the defaced or worn-out Certificate, or give such evidence of its loss or destruction and such indemnity to the Company as the Directors think fit.

JOINT HOLDERS OF SHARES.

15. Where two or more persons are registered as the Holders of any Share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following:—

- (a) The Company shall not be bound to register more than three persons as the Holders of any Share.
- (b) The joint Holders of any Share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such Share.
- (c) On the death of any one of such joint Holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Share; but the Directors may require such evidence of death as they may deem fit.
- (d) Any one of such joint Holders may give effectual receipts for any Dividend, Bonus, or return of Capital payable to such joint Holders.
- (e) Only the person whose name stands first in the Register of Members as one of the joint Holders of any Share shall be entitled to delivery of the Certificate relating to such Share, or to receive

notices from the Company, or to attend or vote at General Meetings of the Company, and any notice given to such person shall be deemed notice to all the joint Holders; but any one of such joint Holders may be appointed the proxy of the person entitled to vote on behalf of the said joint Holders, and as such proxy to attend and vote at General Meetings of the Company.

CALLS ON SHARES.

16. The Directors may from time to time make Calls upon the Members in respect of all moneys unpaid on their Shares, provided that no Call shall exceed one fourth of the nominal amount of the Share, or be payable within two months after the date when the last instalment of the last preceding Call shall have been made payable; and each Member shall, subject to receiving twenty-one days' notice at least, specifying the time and place for payment, pay the amount called on his Shares to the persons and at the times and places appointed by the Directors. A Call may be made payable by instalments.

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

18. If the Call payable in respect of any Share or any instalment of a Call be not paid before or on the day appointed for payment thereof, the Holder for the time being of such Share shall be liable to pay interest for the same at such rate, not exceeding Ten per centum per annum, as the Directors shall determine from the day appointed for the payment of such Call or instalment to the time of actual payment, but the Directors may, if they shall think fit, waive the payment of such interest or any part thereof.

19. If by the terms of the issue of any Shares or otherwise any amount is made payable at any fixed times, or by instalments at any fixed times, whether on account of the amount of the Share or by way of premium, every such amount or instalment shall be payable as if it were a Call duly made by the Directors and of which due notice had been given; and all the provisions hereof with respect to the payment of Calls and interest thereon,

or to the forfeiture of Shares for nonpayment of Calls, shall apply to every such amount or instalment and the Shares in respect of which it is payable.

20. The Directors may if they think fit receive from any Member willing to advance the same all or any part of the moneys uncalled or unpaid upon any Shares held by him; and upon the money so paid in advance the Directors may (until the same would but for such advance become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, Six per centum per annum) as may be agreed upon between the Members paying the sum in advance and the Directors.

TRANSFER AND TRANSMISSION OF SHARES.

21. The instrument of transfer of any Share in the Company shall be in writing, and shall be executed both by the transferor and transferee and duly attested, 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.

22. Shares in the Company shall be transferred in the following form, or in any usual or common form of which the Directors shall approve:—

I, *A. B.*, of _____, in consideration
of the sum of _____ paid to
me by *C. D.*, of _____ (hereinafter
called "the said transferee"), do hereby transfer
to the said transferee the Share [or Shares]
numbered _____ in the undertaking called
"*FLAYMANS, LIMITED*," to hold unto the said trans-
feree, his executors, administrators, and assigns,
subject to the several conditions on which I held
the same at the time of the execution hereof;
and I, the said transferee, do hereby agree to take
the said Share [or Shares] subject to the conditions
aforesaid.

As witness our hands the _____ day of _____, 19 ____

Signed by the above-named _____ in the
presence of _____

23. No Member shall be entitled to transfer any Share otherwise than in accordance with the following provisions:—

- (a) A Member desirous of selling his Shares (hereinafter called "the selling Member") shall give a notice (hereinafter called "the notice of sale") to the Secretary of the Company containing an offer to sell the same, and stating the number of Shares which he desires to sell and the price which he is willing to accept for such Shares.
- (b) The Secretary shall thereupon send to each of the other Members of the Company a circular containing the same particulars, and naming a day (being fourteen days after the receipt by him of the notice of sale) on or before which offers to purchase the same will be received. If on or before the day so named offers to purchase all or any of the Shares referred to in the notice of sale at the price named shall be received from Members of the Company by the Secretary, he shall, as agent for the selling Member and the proposing purchaser or purchasers, declare a contract of sale to be concluded, and shall give notice thereof to the selling Member and the purchaser or purchasers.
- (c) If the offers for purchase shall together constitute offers to purchase a greater number of Shares than those offered for sale, the Shares offered for sale shall be divided among the proposing purchasers in the proportions as nearly as possible in which they already hold Shares in the Company: Provided that no proposing purchaser shall be liable to take more Shares than those he shall have offered to purchase, and any Shares which cannot be so divided as aforesaid without creating fractions shall be apportioned by lot among the proposing purchasers. The selling Member and the Members declared to be the purchasers of Shares shall give effect to the contract or contracts so made as aforesaid by the execution of proper transfers and the payment of the purchase price.
- (d) If within twenty-one days after the service of the notice of sale on the Secretary the selling Member

shall not receive notice that his offer to sell is accepted on behalf of some Member or Members of the Company, he may within six calendar months from the date of serving the notice of sale sell or dispose of the Shares referred to in such notice of sale, or so many of them as shall not have been agreed to be purchased by a Member or Members of the Company, to any other person, provided that such sale or disposal be at a price not less than that named in the notice of sale.

(e) A notice of sale may be renewed from time to time, but the offer therein contained shall not be withdrawn until the expiration of twenty-one days from the time of the service thereof on the Secretary.

(f) If any person shall become entitled to any Share by reason of the death or bankruptcy of any Member he shall be bound forthwith to offer the same for sale to the Members of the Company at a fair price, such fair price to be determined by agreement between such person and the Directors, or in default of agreement by arbitration; and so soon as the said fair price shall have been determined the said person shall give to the Secretary a notice of sale in the manner hereinbefore mentioned containing as the price which he is willing to accept the said fair price, and the same results shall follow as in the case of a notice of sale voluntarily given. If the said person shall fail to give such notice of sale the Directors may, as his agents, give the same for him.

(g) Any Member may transfer or by Will bequeath any Share held by him to a member or members of his family as hereinafter defined, and in such case the foregoing provisions shall not apply; and in the case of such bequest the executors of the deceased Member may transfer the Shares so bequeathed to the legatee or legatees. For the purposes hereof "a member of the family" of any Member shall include a husband, wife, son, daughter, son-in-law, daughter-in-law, grandchild, or other direct issue of such Member, or a father, mother, brother, sister,

father-in-law, mother-in-law, brother-in-law, sister-in-law, nephew, or niece of the deceased Member, but no other person.

- (h) Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or new appointment of trustees, but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

24. The Directors may at any time in their absolute and uncontrolled discretion, and without assigning any reason, decline to register any proposed transfer of Shares. 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 recognise any instrument of transfer unless (a) a fee not exceeding Two Shillings and Sixpence 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.

25. On the death of any Member (not being one of several joint Holders of a Share) the executors or administrators of such deceased Member shall be the only persons recognised by the Company as having any title to such Share.

26. A person becoming entitled to a Share by reason of the death or bankruptcy of the Holder shall be entitled to the same Dividends and other advantages to which he would be entitled as if he were the Registered Holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by Membership in relation to Meetings of the Company.

FORFEITURE OF SHARES AND LIEN.

27. If any Member fail to pay any Call or instalment of a Call on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of the Call or instalment remains unpaid, serve a notice on him requiring him to pay so much of the Call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such nonpayment.

28. The notice shall name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which such (all or instalment and all interest accrued and expenses incurred by reason of such non-payment are to be paid, and it shall also name the place where payment is to be made, such place being either the Registered Office or some other place at which Calls of the Company are usually made payable. The notice shall also state that in the event of nonpayment at or before the time and at the place appointed the Shares in respect of which such Call or instalment is payable will be liable to forfeiture.

29. If the requisitions of any such notice as aforesaid be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter before payment of all Calls or instalments, interest, and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

30. Any Shares so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of in such manner (either subject to or discharged from all Calls made or instalments due prior to the forfeiture) as the Directors think fit; or the Directors may, at any time before such Shares are sold or otherwise disposed of, annul the forfeiture upon such terms as they may approve.

31. Any Member whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of the forfeiture were presently payable by him to the Company in respect of the Shares, together with interest thereon at such rate, not exceeding Ten per centum per annum, as the Directors shall appoint down to the date of payment; but the Directors may if they shall think fit remit the payment of such interest or any part thereof.

32. When any Shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof, and so soon as the Shares so forfeited have been disposed of an entry shall also be made of the manner and date of the disposal thereof.

33. The Company shall have a first and paramount lien upon all Shares held by any Member of the Company (whether alone or jointly with other persons) and upon all Dividends and Bonuses which may be declared in respect of such Shares, for all debts, obligations, and liabilities of such Member to the Company: Provided always that if the Company shall register a transfer of any Shares upon which it has such a lien as aforesaid without giving to the transferee notice of its claim, the said Shares shall be freed and discharged from the lien of the Company.

34. The Directors may, at any time after the date for the payment or satisfaction of such debts, obligations, or liabilities shall have arrived, serve upon any Member who is indebted or under any obligation to the Company, or upon the person entitled to his Shares by reason of the death or bankruptcy of such Member, a notice requiring him to pay the amount due to the Company or satisfy the said obligation, and stating that if payment is not made or the said obligation is not satisfied within a time (not being less than fourteen days) specified in such notice, the Shares held by such Member will be liable to be sold, and if such Member or the person entitled to his Shares as aforesaid shall not comply with such notice within the time aforesaid the Directors may sell such Shares without further notice.

35. Upon any sale being made by the Directors of any Shares to satisfy the lien of the Company thereon the proceeds shall be applied: First, in the payment of all costs of such sale; next, in satisfaction of the debts or obligations of the Member to the Company; and the residue (if any) shall be paid to the person entitled to the Shares at the date of the sale or as he shall direct.

36. 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,

nor shall his title to the said Shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy 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.

ALTERATION OF SHARE CAPITAL.

37. The Directors may with the sanction of an Extraordinary Resolution of the Company previously given in General Meeting increase the Capital by the issue of new Shares, such aggregate increase to be of such amount and to be divided into Shares of such respective amounts as the resolution shall prescribe.

38. Subject to the provisions of Article 42 hereof the new Shares shall be issued upon such terms and conditions, and with such rights, priorities, or privileges as the resolution sanctioning the increase of Capital shall prescribe.

39. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of Capital, all new Shares shall before issue be offered to such persons as at the date of the offer are entitled to receive from the Company notices of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares to which they are entitled. 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 dispose of the same in such manner as they think most beneficial to the Company. The Directors may also dispose as they think fit of any new Shares which (by reason of the ratio which the new Shares bear to Shares held by persons entitled to an offer of new Shares) cannot in the opinion of the Directors be conveniently offered under this Article.

40. Any Capital raised by the creation of new Shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original Capital, and shall be subject to the same provisions with reference to the payment of Calls and the forfeiture

of Shares on nonpayment of Calls, transfer and transmission of Shares, lien, or otherwise, as if it had been part of the original Capital.

41. The Company may by Special Resolution—

- (a) Consolidate and divide its Capital into Shares of larger amount than its existing Shares;
- (b) Subdivide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association: Provided that in the subdivision of the existing Shares the proportion between the amount paid and the amount (if any) unpaid on each Share of reduced amount shall be the same as it was in the case of the existing Share from which the Share of reduced amount is derived;
- (c) Cancel any Shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (d) Reduce its Capital in any manner allowed by law.

MODIFICATION OF RIGHTS.

42. If at any time the Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied with the consent in writing of the Holders of three fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Holders of the Shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall, *mutatis mutandis*, apply, but so that at every such separate General Meeting the quorum shall be two persons at least holding or representing by proxy one third of the issued Shares of the class.

BORROWING POWERS.

43. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same, together with any interest and premium

thereon, 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 Share Capital of the Company for the time being issued or agreed to be issued.

44. The Register of Mortgages shall be open to inspection by any creditor or Member of the Company without payment, and by any other person on payment of the sum of One Shilling for each inspection.

45. 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 the inspection of the Registered Holder of any such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close the said Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

46. The Statutory General Meeting shall be held at such time (within a period being not less than one month nor more than three months from the date at which the Company is entitled to commence business) and at such place as the Directors may determine.

47. The Ordinary General Meeting of the Company shall be held at such time and place as the Directors shall appoint, provided that such time shall be not later than six calendar months after the closing of the accounts of the Company for the previous year's trading. In default of a General Meeting being so held a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Directors.

48. The Directors may whenever they think fit and they shall, upon a requisition made in writing by Members in accordance with Section 66 of The Companies (Consolidation) Act, 1908, convene an Extraordinary General Meeting of the Company. If at any time there shall not be present in England and capable of acting sufficient Directors to form a quorum, the Directors in England capable of acting, or if there shall be no such Directors then any two Members, may convene an Extraordinary General Meeting of the Company in the same manner as nearly as possible as that in which Meetings may be convened by the Directors, and the Company at such Extraordinary General Meeting shall have power to elect Directors.

49. In the case of an Extraordinary Meeting called in pursuance of a requisition, unless such Meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

50. 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 meeting, and in case of special business the general nature of such business, shall be given to the Members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting; but the accidental omission to give notice to any Member, or the non-receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

51. The business of an Ordinary General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Directors and Auditors, to elect Directors in place of those retiring, to elect Auditors and fix their remuneration, and to sanction a Dividend. All other business transacted at an Ordinary Meeting, and all business transacted at an Extraordinary Meeting, shall be deemed special.

52. No business shall be transacted at any General Meeting, except the declaration of a Dividend or the adjournment of the

Meeting, unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of not less than two Members personally present and holding or representing by proxy not less than one tenth of the issued Capital of the Company upon which all Calls or other sums then due have been paid.

53. If within half an hour from the time appointed for the Meeting a quorum be not present the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned Meeting a quorum be not present those Members who are present shall be deemed to be a quorum, and may do all business which a full quorum might have done.

54. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any Meeting he be not present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of the Directors present to be Chairman; or if no Director be present and willing to take the chair the Members present shall choose one of their number to be Chairman.

55. The Chairman may with the consent of any Meeting at which a quorum is present adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for twenty-one days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

56. At any General Meeting every question shall be decided in the first instance by a show of hands; and unless a poll be (on or before the declaration of the result of the show of hands) demanded by at least one Member entitled to vote, or directed by the Chairman, a declaration by the Chairman that a resolution has been carried or not carried, or carried or not carried by a particular majority, and an entry to that effect in the Book of Proceedings of the Company, shall

be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.

57. If a poll be demanded or directed in the manner above mentioned it shall (subject to the provisions of the next succeeding Article hereof) be taken at such time and in such manner as the Chairman may appoint, and the result of such poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.

58. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

59. Upon a show of hands every Member present in person shall have one vote only. Upon a poll every Member present in person or by proxy shall have one vote for every Share held by him.

60. If any Member be a lunatic or idiot he may vote by his committee, *curator bonis*, or other legal curator.

61. No Member shall be entitled to vote at any General Meeting unless all Calls or other sums presently payable by him in respect of the Shares held by him in the Company have been paid, and no Member shall be entitled to vote in respect of any Shares that he has acquired by transfer at any Meeting held after the expiration of three months from the incorporation of the Company unless he has been possessed of the Shares in respect of which he claims to vote for at least one month previous to the time of holding the Meeting at which he proposes to vote.

62. On a poll votes may be given either personally or by proxy.

63. 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 be a corporation either under its common seal or under the hand of an officer or attorney so authorised. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote: Provided always that a corporation being a Member of the Company may appoint any one of its officers to be its proxy, and the person so appointed may attend and vote at any Meeting and exercise the same functions on behalf of the corporation which he represents as if he were an individual Shareholder.

64. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for holding the Meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid.

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

HAYMAKS, LIMITED.

I, _____, of _____, in the County
of _____, being a Member of HAYMAKS, LIMITED,
hereby appoint _____, of _____,
as my proxy to vote for me and on my behalf at
the Ordinary [or Extraordinary, as the case may be]
General Meeting of the Company to be held on
the _____ day of _____, 19____, and at any
adjournment thereof.

As witness my hand this _____ day of _____, 19____.

DIRECTORS.

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

67. The following persons shall be the first Directors of the Company: BENJAMIN WILLIAM HAYMAN, of The Gables, Totnes; ERNEST WILLIAM HAYMAN, of 5 Devon Terrace, Totnes, aforesaid; and LEWIS STANLEY PASCALL, of 17 Edgecumbe Place,

The said **BENJAMIN WILLIAM HAYES** shall be a Director of the Company and Chairman of the Board of Directors, and he shall be entitled to hold such offices so long as he shall be qualified to exercise the same without any further appointment as Director to be made.

As soon as a person of every Director shall be the holding of the office of Director and as the Holder of Shares of the Company to be a Director shall be a less than One Hundred Pounds. A first Director may not before acquiring his qualification, but shall be qualified to acquire his qualification within one month after being elected a Director. A person other than a first Director may be elected before acquiring his qualification, but in such case it shall be a condition of such election that he shall acquire the said qualification within one month after election. Any person assuming the office of Director, whether as a first Director or otherwise, shall be deemed to have agreed with the Company that if he shall not otherwise be qualified he will within one month after election take from the Company and pay for so many Shares as shall be necessary to make a, with the Shares if any which he then holds the amount of his said qualification, and his name shall be entered in the Register accordingly.

The remuneration of the first Directors shall be as follows—

- (1) The said **BENJAMIN WILLIAM HAYES** at the rate of Two Hundred Pounds per annum until such period as the said **LEWIS STANLEY PERCIVAL** shall assume the whole of his time to the business of the Company, upon which event the remuneration of the said **BENJAMIN WILLIAM HAYES** shall be reduced to One Hundred and Fifty Pounds per annum, or such sum as may be mutually agreed upon between the said **BENJAMIN WILLIAM HAYES**, **LEWIS WILLIAM HAYES**, and **LEWIS STANLEY PERCIVAL**.

The said **LEWIS WILLIAM HAYES** and **LEWIS STANLEY PERCIVAL** shall be Managing Directors, and shall be entitled to receive the sum of Four Hundred Pounds per annum, with the interest thereon at Five per cent per annum.

salary of Two Hundred Pounds only until such time as he shall reside in Totnes and devote the whole of his time and services to the Company's business.

- (3) In the event of the said ERNEST WILLIAM HAYMAN and LEWIS STANLEY PASCALL or either of them becoming permanently incapacitated from properly and efficiently performing his duties as such Managing Director in consequence of illness or other circumstances not covered by those set out in Article 78, then and in such case the salary payable to the said ERNEST WILLIAM HAYMAN or LEWIS STANLEY PASCALL shall cease to be payable, and the said ERNEST WILLIAM HAYMAN or LEWIS STANLEY PASCALL, as the case may be, shall on ceasing to perform the duties of Managing Director of the Company, after resignation of that office or after determination of such office by the Company, be entitled to receive only such remuneration as Director as is provided for in Sub-Article (b) of this Article.

- (b) The remuneration of the other Directors (if any) shall be at the rate of Fifty Pounds each per annum, together with such further sum (if any) as the Company in General Meeting shall appoint: Provided that, in default of agreement, a Director who shall not have served during the whole period for which the remuneration is payable shall receive only an amount proportioned to the time served by him. Any resolution of the Board reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors.

POWERS OF DIRECTORS.

70. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in the formation and registration of the Company, and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these

Articles, to the provisions of the Statutes, and to such regulations, not being inconsistent with the aforesaid regulations or provisions, as may be proscribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

MANAGING DIRECTORS.

71. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such time and at such remuneration (whether by way of salary or commission or participation in profits, or partly in one way and partly in another) as they may think fit, and a Director so appointed shall not, while holding such office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be subject to determination *ipso facto* if he shall cease from any cause to be a Director, or if the Company in General Meeting shall resolve that his tenure of such office be determined. The Directors may from time to time confer upon and entrust to the Managing Director or Manager 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 Manager shall be subject to such regulations and restrictions as the Directors may from time to time impose, and the said powers may at any time be withdrawn, revoked, or varied.

72. The Company shall keep a Register of Directors and shall duly comply with such of the provisions of Section 73 of The Companies (Consolidation) Act, 1908, and of Section 1 of The Companies (Particulars as to Directors) Act, 1917, as may be applicable thereto.

DISQUALIFICATION OF DIRECTORS.

73. The office of a Director shall be vacated—

- (a) If he become bankrupt or insolvent or compound with his creditors;
- (b) If he become 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 has been served upon the Directors or an entry has been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

74. A Director shall not be disqualified by his office from entering into contracts, arrangements, or dealings with the Company, nor shall any contract, arrangement, or dealing with the Company be voided, nor shall a Director be liable to account to the Company for any profit arising out of any contract, arrangement, or dealing with the Company by reason of such Director being a party to or interested in or deriving profit from any such contract, arrangement, or dealing, and 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 his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. But, except in respect of the Agreement referred to in Article 8 hereof, 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, and if he shall so vote his vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of Directors.

75. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose

of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

ROTATION OF DIRECTORS.

76. At the Ordinary General Meeting in the year 1922, and at the Ordinary General Meeting in every subsequent year, one third of the Directors (other than the said BENJAMIN WILLIAM HAYMAN) for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office, the Directors to retire in each year being those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

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

78. The Company at the Ordinary General Meeting at which any Director retires in manner aforesaid shall fill up the vacated office, and may fill up any other offices which may then be vacant, by electing the necessary number of persons, unless the Company shall determine to reduce the number of Directors. The Company may also at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Director or appoint additional Directors, provided that the maximum hereinbefore mentioned be not exceeded.

79. If at any Meeting at which an election of Directors ought to take place the places of the vacating Directors be not filled up the vacating Directors, or such of them as have not had their places filled up, shall continue in office until the Ordinary General Meeting in the next year, and so on from time to time until their places have been filled up.

80. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

81. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen

shall only retain his office until the next Ordinary General Meeting of the Company, when he shall retire, but he shall be eligible for re-election.

82. The Company in General Meeting may by an Extraordinary Resolution remove any Director (other than the said BENJAMIN WILLIAM HAYMAN) before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

83. Seven days' previous notice in writing shall be given to the Company of the intention of any Member to propose any person other than a retiring Director for election to the office of Director: Provided always that, if the Members present at a General Meeting unanimously consent, the Chairman of such Meeting may waive the said notice, and may submit to the Meeting the name of any person duly qualified.

PROCEEDINGS OF DIRECTORS.

84. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. It shall not be necessary to give any notice of a Meeting of Directors to any Director who is absent from the United Kingdom.

85. Subject to Article 67 hereof the Directors may elect a Chairman of their Meetings and determine the period for which he is to hold office; but if no such Chairman 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.

86. 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 him or them by the Directors. The regulations herein contained for the Meetings and proceedings of Directors shall, so far as not altered by any regulations made by the Directors, apply also to the Meetings and proceedings of any Committee.

87. All acts done by any Meeting of the Directors or of a Committee of Directors, or by any persons acting as Directors, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons 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.

88. The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company, or undertaking any work additional to that usually required of directors of a company similar to this.

MINUTES.

89. The Directors shall cause Minutes to be made in books provided for the purpose—

- (a) Of all appointments of officers made by the Directors;
- (b) Of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;
- (c) Of all resolutions and proceedings at all Meetings of the Company and of Directors and of Committees of Directors.

And every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.

THE SEAL.

90. The Directors shall forthwith procure a Common Seal to be made for the Company, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Board of Directors, and in the presence of at least two Directors and of the Secretary, or such other person as the Directors may appoint for the purpose, and those two Directors and Secretary, or other person as aforesaid, shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DIVIDENDS.

91. The net profits of the Company shall be applied as follows: First, in paying to the Holders of Preference Shares a Cumulative Preferential Dividend at the rate of Seven and a Half per centum per annum on the amount paid up on the said Shares respectively; Secondly, in paying to the Holders of Ordinary Shares a Dividend at the rate of Five per centum per annum on the amount paid up on the said Ordinary Shares; and the balance (if any) shall be distributed by way of additional Dividend among all the Holders of Ordinary Shares in the Company in proportion to the amount paid up on their Shares respectively. No amount paid on a Share in advance of Calls shall while carrying interest be treated for the purpose of this Article as paid on the Share.

92. The Directors shall lay before the Company in General Meeting a recommendation as to the amount which they consider ought to be paid by way of Dividend, and the Company shall declare the Dividend to be paid, but such Dividend shall not exceed the amount recommended by the Directors.

93. No Dividend shall be paid otherwise than out of the profits arising from the business of the Company.

94. 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.

95. The Directors may deduct from the Dividends payable to any Member all such sums of money as may be due from him to the Company on account of Calls or otherwise.

96. Notice of any Dividend that may have been declared shall be given to each Member in the manner in which notices are given to the Members.

97. The Company may transmit any Dividend or Bonus payable in respect of any Share by ordinary post to the registered address of the Holder of such Share (unless he shall have given written instructions to the contrary), and shall not be responsible for any loss arising therefrom.

98. No Dividend shall bear interest as against the Company.

99. The Directors may, with the sanction of the Company in General Meeting, distribute in kind among the Members by way of Dividend any of the assets of the Company, and in particular any shares or securities of other companies to which this Company is entitled. Whenever there are sufficient profits, instead of dividing the same in cash the Directors, with the like sanction, may issue to the Members Shares in the Company, and apply the said profits in paying up the same, or may issue to the said Members securities of the Company to an amount not exceeding the profits available for distribution: Provided always that no distribution shall be made which would amount to a reduction of Capital except in the manner appointed by law.

RESERVE FUND.

100. Before recommending a Dividend the Directors may set aside any part of the net profits of the Company to create a Reserve Fund, and may apply the same either by employing it in the business of the Company or by investing it in such manner (not being the purchase of or by way of loan upon the Shares of the Company) as they shall think fit, and the income arising from such Reserve Fund shall be treated as part of the gross profits of the Company. Such Reserve Fund may be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meeting contingencies, forming an Insurance Fund, or equalising Dividends, or for any

other purpose for which the net profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward to the accounts of the succeeding year or years any profit or balance of profit which they shall not think fit to divide or to place to reserve.

ACCOUNTS.

101. The Directors shall cause true accounts to be kept—

- (a) Of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
- (b) Of the assets and liabilities of the Company.

102. The Books of Account shall be kept at the Registered Office of the Company, or at such other place or places as the Directors may determine, and shall always be open to the inspection of the Directors. The Directors may from time to time by resolution determine whether and to what extent, and at what times and places, and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the Members not being Directors, and the Members shall have only such rights of inspection as are given to them by the Statutes or by such resolution as aforesaid.

103. At the Ordinary General Meeting in every year the Directors shall lay before the Company 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.

104. A balance sheet shall be made out and laid before the Company at the Ordinary General Meeting in every year, made up to a date not more than six months before such Meeting. The balance sheet shall be accompanied by a report of the Directors upon the general state of the Company's affairs, and a recommendation as to the amount (if any) which the Directors consider ought to be paid by way of Dividend, and as to the amount (if any) which they propose to set aside as a Reserve Fund.

105. A copy of the balance sheet and report shall, for seven clear days previously to such Meeting, be available for inspection at the Registered Office of the Company by every Member entitled to receive notices of General Meetings.

AUDIT.

106. Auditors shall be appointed and their duties regulated in the manner provided by Sections 112 and 113 of The Companies (Consolidation) Act, 1908.

NOTICES.

107. A notice may be served by the Company upon any Member either personally or by sending it through the post addressed to such Member at his registered address.

108. No Member shall be entitled to have a notice served on him at any address not within the United Kingdom; and any Member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom which, for the purpose of the service of notices, shall be deemed to be his registered address. Any Member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the Company's Office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such Member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

109. Any notice if served by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post-office or into any post-box subject to the control of the Postmaster-General.

WINDING UP.

110. In the event of a winding up the assets available for distribution among the Members shall be applied: First, in repaying the amount paid up on the Preference Shares;

Secondly, in repaying the amount paid up on the Ordinary Shares; and the balance (if any) shall be distributed among the Holders of Ordinary Shares in the Company in proportion to the number of Ordinary Shares held by them respectively.

111. With the sanction of an Extraordinary Resolution of the Members 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.

DISCOVERY OF SECRETS.

112. No Member shall be entitled to require or receive any information concerning the business, trading, or customers of the Company, or any trade secret or secret process of or used by the Company, beyond such information as to the accounts and business of the Company as is by these presents or by the Statutes directed to be laid before the Company in General Meeting, and no Member shall be entitled to inspection of any of the books, papers, correspondence, or documents of the Company except so far as such inspection is authorised by these presents or by the Statutes.

ARBITRATION.

113. If and whenever any difference shall arise between the Company and any of the Members or their respective representatives touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done, or to be made or done, or omitted, or in regard to the rights and liabilities arising hereunder, or arising out of the relation existing between the parties by reason of these presents or of the Statutes or any of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference—or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of The Arbitration Act, 1889.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Benjamin William Hayman
The Gables, Totnes
Draper

Ernest William Hayman
5 Devon Terrace,
Totnes

Draper.

Lewis Stanley Pascoe
17, Edgumbe Place.
Draper. Devonport.

Dated the 4th day of March, 1921.

Witness to the above Signatures—

FK Widdett
Solicitor

Totnes

"THE TRADING WITH THE ENEMY AMENDMENT ACT, 1914."

[No Registration Fee payable.]

Declaration

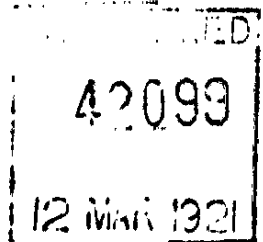
Made pursuant to Section 9, Sub-Section (1) (a), of the said Act.

NAME OF COMPANY

Haymans

LIMITED.

(See Page 2 of this Form.)



1000-1.21.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 484 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,

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

Presented for filing by



Windeatt & Windeatt,

Solicitors, Ipswich.

101

ju

101

I *Francis Knowles Windeatt*,
of *19, High Street, Tolver in the County of Devon.*

Do solemnly and sincerely Declare that I am a Solicitor of the Supreme
Court engaged in the formation of _____

Harpmans

LIMITED,

and that the Company is not formed for the purpose or with the intention
of acquiring the whole or any part of the undertaking of a person, firm,
or company, the books and documents of which are liable to inspection
under Sub-Section (2) of Section 2 of The Trading with the Enemy Act,
1914. 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 *Tolver in the*
County of Devon

the *10th* day of *March*,

One thousand nine hundred and
twentieth year.

before me,

W. H. Edwards

A Commissioner for Oaths.)

F. K. Windeatt

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

DUPLICATE FOR THE FILE.

No. 13273



Certificate of Incorporation

I Hereby Certify, That the

Haymans, 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 Twelfth day of March

One Thousand Nine Hundred and Twentyone

Fees and Deed Stamps £8.5/-

Stamp Duty on Capital £12.0/-

A.E. Taylor
Registrar of Joint Stock Companies.

Certificate received by

F. Platt

J. Jordan & Sons Ltd
117, Piccadilly

Date

15/3/21

76.
"The Companies Acts, 1908 to 1917."



COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

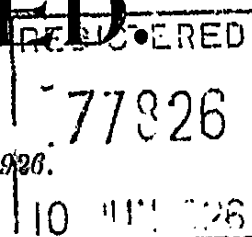
(Pursuant to The Companies (Consolidation) Act, 1908, Sections 13 and 69)

OF

HAYMANS, LIMITED.

Passed 11th May, 1926.

Confirmed 31st May, 1926.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 40 High Street, Totnes, in the County of Devon, on the 11th day of May, 1926, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place on the 31st day of May, 1926, the following SPECIAL RESOLUTION was duly confirmed:—

"That as from the 21th day of February, 1924, the Holder or Holders of Preference Shares shall be entitled to a Cumulative Preferential Dividend at the rate of Five per centum per annum in lieu of Seven and a Half per centum per annum, and accordingly that Clause 91 of the Articles of Association of the Company be altered by substituting the word 'Five' for the words 'Seven and a Half.'"

B. H. Chapman Chairman.

Filed in the Register of Companies
on the 10th day of June, 1926.

JORDAN & SONS, LIMITED,

EXPERTS IN PREPARING AND PUBLISHING
COMPANY ARTICLES OF ASSOCIATION AND MEMORANDUMS.



43
The Companies Acts 1908 to 1917
and The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Special Resolution
OF
HAYMANS LIMITED.

Passed the 29th day of May 1945.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 91 Wimpole Street, London, W.1, on Tuesday the 29th day of May 1945, the following Resolution was duly passed as a Special Resolution:-

RESOLUTION.

"That the regulations contained in the bound document laid before this meeting and signed for identification by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in lieu of and to the exclusion of all the existing Articles and regulations thereof."

[Signature]
Chairman.

The Companies Acts 1908 to 1917

AND

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

NEW
Articles of Association
OF
HAYMANS, LIMITED.

(Adopted by Special Resolution passed on the 29th May 1945)

Incorporated the 12th day of March 1921.

BOYCE, EVANS & SHEPPARD,

Solicitors,

14 HENRIETTA PLACE,

LONDON, W.1.



Certificate of Incorporation.

I hereby Certify that HAYMANS, 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 twelfth day of March One thousand nine hundred and twenty-one.

A. E. TAYLOR,
Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamps, £8 : 5 : 0.

Stamp Duty on Capital, £120 : 0 : 0.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

OF

HAYMANS, LIMITED.

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 19, 45, 47, 48, 50, 59, 61, 66, 72 and 82 of Table A shall not apply to the Company, but the Articles 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 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.

SHARES.

4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" where those words first occur.

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 Article 3, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

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. of the price at which such shares are issued, 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 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise 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 Article 3. 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 recognise 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 any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

PROCEEDINGS AT GENERAL MEETINGS.

9. 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. Two members personally present shall be a quorum.

10. 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.

11. 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 the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present 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.

12. 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 the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for or representative of a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

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

" HAYMANS, LIMITED.

" I, _____, of _____, being a member of HAYMANS, LIMITED, hereby appoint _____, of _____, or failing him, _____, 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 _____, "

POWERS AND DUTIES OF DIRECTORS.

14. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words " from any cause to be a Director."

15. Clause 69 of Table A shall be modified by substituting therein " the sum of £1,000,000 " for " the issued share capital of the Company."

16. 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.

17. 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 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.

DISQUALIFICATION OF DIRECTORS.

18. 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 Act 1929, Section 141.
- (3) If he absents himself from the meetings of the Directors during a continuous period of six 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 prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.
- (6) If he is found lunatic or becomes of unsound mind.

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

20. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provision, namely: He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929.

PROCEEDINGS OF DIRECTORS.

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

22. 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.

23. The Directors 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.

WINDING UP.

24. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution; provided always that if any such distribution is determined 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 pursuant to Section 234 of the Companies Act 1929.

INDEMNITY.

25. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability) as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

I HEREBY CERTIFY that the Articles of Association contained in the above print are the Articles which were laid before the meeting of the Company on the 24th May 1945 and are the Articles adopted by the Company by the Special Resolution passed on that day.

At the 29th May of May 1945.

H. J. Bocky CHAIRMAN.

The Companies Act, 1948



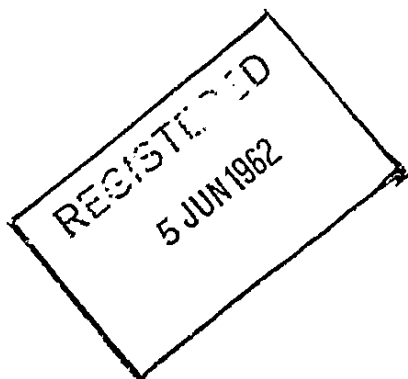
Special Resolution
OF
HAYMANS, LIMITED

AT the ANNUAL GENERAL MEETING of the Company held on the
25th May, 1962, the following RESOLUTION was duly passed as a
SPECIAL RESOLUTION :—

RESOLUTION

That as on and from 1st August, 1962, the share capital of
the Company be re-organised so as to consist of 12,000 Ordinary
Shares of £1 each and so that such re-organisation shall be
effected by converting into one Ordinary Share of £1 :—

each 5 per cent. Cumulative Preference Share of £1.



Handwritten signature and initials
55
Director



HAYMANS, LIMITED

Pursuant to the provisions of the Company's Articles of Association the following Consent effectively binding all the members of each of the classes of members of the Company was duly given in writing prior to the passing of the SPECIAL RESOLUTION referred to therein :—

“ WE, the undersigned, being registered as the holders of shares in the capital of HAYMANS, LIMITED of the classes specified below under which we have signed our names and being registered as the holders of more than three-fourths of the issued shares of each of such respective classes HEREBY CONSENT to all variations of the rights attached to the Shares of the said respective classes to be effected by or involved in the carrying into effect of the special resolution reorganising the share capital of the said Company proposed to be passed at the Annual General Meeting of the said Company convened to be held on the 25th May, 1962.

5 per cent. Cumulative
Preference Shares
For and on behalf of
BOBBY & Co. LIMITED

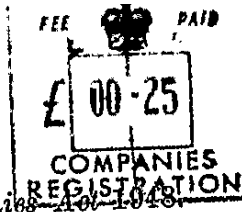
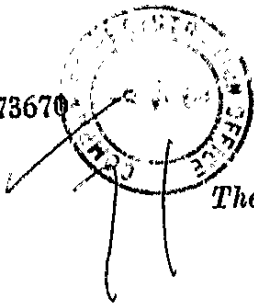
J. BEDFORD,
Director.

Ordinary Shares
For and on behalf of
BOBBY & Co. LIMITED

J. BEDFORD,
Director.”

55A

No. 173670



The Companies Act 1948

COMPANY LIMITED BY SHARES.

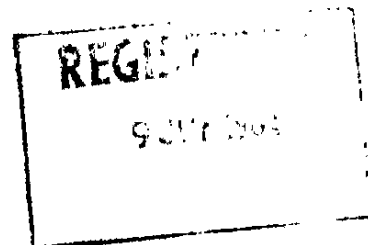
Special Resolution

(Pursuant to s. 141 (2))

OF

HAYMANS LIMITED

Passed 26th May, 1964



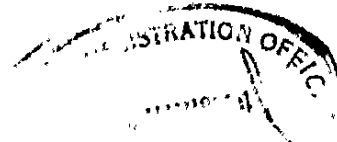
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 91 Wimpole Street, London, W.1, on Tuesday, the 26th day of May 1964, the following Resolution was duly passed as a Special Resolution:—

RESOLUTION.

That the Articles contained in the printed document laid before this meeting and signed for identification by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in lieu and to the exclusion of all the existing Articles thereof.

Chairman.

8 26th May
91 Wimpole Street
London W.1



COMPANY LIMITED BY SHARES

NEW
Articles of Association
OF
HAYMANS LIMITED

(Adopted by Special Resolution passed on the 26th day of May, 1964)

PRELIMINARY.

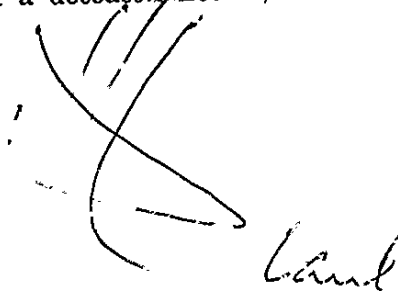
1. The Company is a Private Company within the meaning of Section 28 of the Companies Act 1948 and the regulations contained in Parts I and II of Table A in the First Schedule to that Act (hereinafter referred to as "Table A"), shall apply to the Company except in so far as they are hereby excluded or modified.

2. Clauses 22, 24, 53, 75, 77, 84(2), 88(a), and 89 to 97 inclusive of Part I of Table A and Clauses 1 and 6 of Part II of Table A shall not apply to the Company, and Clauses 79 and 131 of the said Part I and Clause 3 of the said Part II shall be modified as hereinafter mentioned.

POWERS OF HOLDING COMPANY

3. So long as the Company is a Subsidiary, the following provisions shall have effect that is to say :-

- (A) If the Company's holding company shall deliver to the Directors a notice in writing stating that any share in the Company is held by the holder thereof (or in the case of shares registered in the name of a deceased holder, was



A handwritten signature, possibly 'L. and', is written over the end of the text in block (A).

at the time of his death held by such holder) as a nominee of such holding company, then the Directors shall be bound to recognise and give effect to any instrument of transfer of such share signed as transferor by any person authorised in that behalf by such holding company in all respects as if the same were signed as transferor by the registered holder of such share. Clause 3 of Part II of Table A shall be modified accordingly.

- (B) Subject to the provisions of the Act a resolution in writing signed by some person authorised in that behalf by such holding company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

TRANSFER OF SHARES.

4. Without prejudice to Article 3 hereof

- (A) All transfer of shares shall be effected by transfer in writing in the usual common form but need not be under seal. Provided that every transfer by a Corporation shall be under seal unless the Directors in their absolute discretion decide to recognise a transfer under hand by a person duly authorised to sign on behalf of the Corporation.
- (B) The instrument of transfer of a share shall be executed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

DIRECTORS

5. Unless and until the Company in General Meeting shall otherwise determine the Directors shall be not less than two nor more than eight in number.

6. There shall not be any age limit for Directors and sub-sections (1) to (6) of section 185 of the Companies Act 1948 shall not apply to the Company.

7. A Director shall not be required to hold any shares in the Company by way of qualification.

8. A Director may vote as a Director on any question relating to any contract or arrangement or proposed contract or arrangement in which he is interested and may be counted in the quorum present at the meeting at which the question is considered.

9. Without prejudice to Clause 88 of Part I of Table A the office of Director shall be vacated if the Director be requested in writing by all his co-Directors to resign. Such vacation will be without prejudice to any claim such Director so ceasing to be a Director may have for damages for breach of any contract of service between him and the Company.

10. The Directors shall hold office at the pleasure of the Company and accordingly any Director may at any time be removed from office by Ordinary Resolution of the Company in General Meeting. Such removal shall be without prejudice to any claim such Director so being removed may have for damages for breach of any contract of service between him and the Company.

11. The Company in General Meeting may by Ordinary Resolution at any time and from time to time appoint any persons to be Directors of the Company.

12. 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 Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles.

BORROWING POWERS.

13. The Directors' powers to borrow money and to mortgage or charge the undertaking, property and uncalled capital of the Company shall not be subject to any limitation and the proviso to Clause 79 of Part I of Table A shall accordingly not be applicable.

NOTICES.

14. A notice sent by post shall be deemed to be served at the time of posting and clause 131 of Part I of Table A shall be modified accordingly

Number of
Company

14 1.00-25
COMPANIES
REGISTRATION
THE COMPANIES ACT, 1948

**Notice of Place where Register of Members is kept
or of any Change in that Place**

(Pursuant to section 110 (3))

Insert the
Name of
the Company

Haymons

RECEIVED

23 MAY 1966

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Document Filer's Reference.....

W. A. Oakley,

Redwell House,

Perth Street, Taunton, Somerset.

Form No. 103
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 53-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

Haymans

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Rodwell House, Park Street, Taunton,
Somerset.

Signature M. E. Owen

(State whether
Director or Secretary)

Acting Secretary

Dated the 12th day of May 1966 .

THE COMPANIES ACT, 1948

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
the Company

Haymans

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

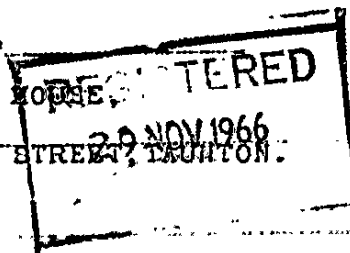
Presented by

Document Filer's Reference

N. E. OAKLEY,

BEDFORD HOUSE,

PARK STREET, TAUNTON.



Form No. 103

(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

Companies 4D

F14337.15-0-00

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

_____ Haymans _____ LIMITED
hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at BEDFORD HOUSE,
PARK STREET,
TAUNTON.

Signature A. E. Oarley
(State whether ACTING SECRETARY
Director or Secretary)

Dated the 24th day of November 190⁶.

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

Debenhams Limited

Registered in England No. 7979
Share No. 1042

Bedford House,

178. Park Street

Taunton, Somerset

NEO/JAH

Registered Office

11 October, 1967.

Registrar of Companies,
Companies Registration Office,
Companies House,
55-71 City Road,
London, E.C.1.

Dear Sir,

Company No. 178070

As required by Section 29 (8) of the Companies Act 1967 I have to advise you that the Register of Directors Holdings of the above Company is kept with the Share Register at :-

Bedford House,
Park Street,
Taunton,
Somerset.

Yours faithfully,

M. E. Oakley
M. E. Oakley
Registrar.

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

HAYMANS, LIMITED

Passed 18th February, 1969

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at One Welbeck Street, London, W.1, on Tuesday, the 18th day of February, 1969, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

RESOLUTION

That the approval of the Board of Trade having been obtained in accordance with Section 18 of the Companies Act, 1948, the name of the Company be changed from "HAYMANS LIMITED" to "NOTTINGHAM SHOPFITTING COMPANY LIMITED."

J. Bedford
J. BEDFORD.

Chairman.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

173670

182

HAYHANS, LIMITED

is a limited company under the
COMPANIES ACTS, 1908 TO 1917,

12TH MARCH, 1921

and on the special resolution of the Company and with the approval
of the Court it has changed its name

and I hereby certify that the Company is a limited company
and that the name of

NOTTINGHAM SHOPFITTING COMPANY LIMITED

W

is signed at London the

27TH MARCH, 1921.

[Handwritten signature]
Registrar of Companies

/ 119

The Companies Act 1948 to 1981

A COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

NOTTINGHAM SHOPFITTING COMPANY LIMITED

Passed: 7th July 1983

At an Extraordinary General Meeting duly convened and held at 1 Wellbeck Street, London, W1A 1DF on 7th July 1983 the following resolution was duly passed as a Special Resolution.

RESOLUTION

That pursuant to the provisions of Section 12 of the Companies Act 1981, the company hereby elects not to be bound by the provisions of Section 14(1) of the Companies Act 1976 and is hereby exempted from the obligation to appoint auditors.

llg

Chairman



THE COMPANIES ACTS 1948 TO 1976

Form No. 3

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

22

3

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

124

173670

Name of company

NOTTINGHAM SHOPFITTING COMPANY Limited

*delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 7

*delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 7 1 9 8 6

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] ~~holding company~~† of

DEBENHAMS PLC

company number

83395

the accounting reference date of which is now 31 July

Signed

ASSISTANT
[Director] [Secretary] (Date 28 JAN 1986

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

P.C. Smith,
Assistant Secretary,
The Burton Group PLC,
214 Oxford Street,
London. W1N 9DF

For official use
General section

Post room
31 JAN 1986
37
OFFICE



KALMAN (COMPANY SERVICES) LIMITED
3RD FLOOR, CARLISLE HOUSE, 8 SOUTHAMPTON ROW, LONDON WC1B 4AE
TEL. 01-405 0426/7

COMPANIES FORM No.225(1)

Notice of new accounting reference
date given during the course
of an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies	For official use	Company Number
	+---+---+---+	+-----+
		173670
	+---+---+---+	+-----+

Name of Company

+-----+
! Nottingham Shopfitting Company Limited
+-----+

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

+-----+

| 31/08 |

+-----+

The current accounting reference period of the company is to be treated as ~~[shortened]~~ [extended] and ~~[is to be treated as having come to an end]~~ [will come to an end] on

Day Month Year

+-----+

| 31/08/1987 |

+-----+

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~[holding company]~~ of
Debenhams PLC
company number 83395
the accounting reference date of which is 31/08

Signed



~~[Director]~~ [Secretary] Date 30 JUN 1987

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

P C SMITH

ASSISTANT SECRETARY
THE BURTON GROUP PLC
214 OXFORD STREET
LONDON W1N 9DF

For official Use
General Section

COMPANIES REGISTRATION

4 JUL 1987

M OFFICE 10

Company No. 1733670

Gate Properties Limited

Resolution passed as Elective Resolution
pursuant to Section 379A of the Companies Act 1985

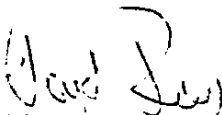
We, British & Commonwealth Merchant Bank Plc and BCMB Nominees Limited, being all of the members of Gate Properties Limited ("the Company") being entitled to attend and vote at a general meeting of the Company, hereby:

1. Resolve, pursuant to Section 366A of the Companies Act 1985, to elect to dispense with the holding of annual general meetings.
2. Resolve, pursuant to Section 252 of the Companies Act 1985, to elect to dispense forthwith with the laying of accounts and reports before the Company in general meeting.
3. Resolve, pursuant to Section 386 of the Companies Act 1985, to elect to dispense with the obligation to appoint auditors annually.



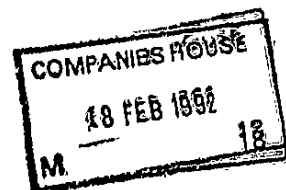
.....
For and on behalf of:
British & Commonwealth Merchant Bank Plc

Date: 31 DEC 1991



.....
For and on behalf of:
BCMB Nominees Limited

31 DEC 1991



COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
NOTTINGHAM SHOPFITTING COMPANY LIMITED
214 OXFORD STREET
LONDON
W1N 9DF

DEF6/ 00173670

Date: 27 NOVEMBER 1990

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

NOTTINGHAM SHOPFITTING COMPANY LIMITED

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380019

1670

FILE COPY

dti

HD602

DISSOLVED

00173670 NOTTINGHAM SHOPFITTING COMPANY LIMITED

This Company was struck off the Register under Section
652(5) of the Companies Act 1985 on 12 MARCH 1991
and dissolved by notice in the London Gazette dated 19 MARCH 1991



E L BEAL (Mrs)
for Registrar

DEF 1 SENT	00/00/00
DEF 2 SENT	00/00/00
DEF 3 SENT	00/00/00
FIRST GAZ	27/11/90

1499

HC001