



## **NOTICE OF ILLEGIBLE PAGES**

**Companies House regrets that documents in this company's record have pages which are illegible.**

**The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.**

**Companies House would like to apologise for any inconvenience this may cause**



214670

number of  
certificate \

[Form No. 41.

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance



A  
Companies  
Registration  
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

*Yorkshire Tar Distillers*  
**LIMITED.**

(See Page 2 of this Form.)

REGISTERED  
220038  
26 JUN 1926

CL 567

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

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

entered for filing by

MAXWELL & RATLEY  
21, BROAD STREET  
LONDON, E.C. 4.

COMPANIES REGISTRATION OFFICE  
LONDON  
21 JUN 1926  
*[Signature]*

I Francis John Fallowfield Curtis.  
of 41 Park Square, Leeds

NOTE.—This  
gin is reserved for binding, and must not be writ.

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

Do solemnly and sincerely Declare that I am\*

a Solicitor of.

the High Court engaged in the  
formation of Yorkshire Tar  
Distillers

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

Leeds in the  
County of York

the Twenty second day of June  
One thousand nine hundred and twenty five

before me,

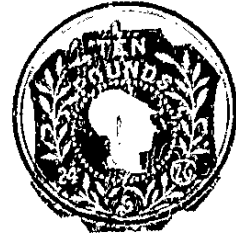
H. W. Hawcutt

A Commissioner for Oaths.

J. Y. Hunter

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

COMPANY LIMITED BY SHARES.



Duty at the  
rate of 2s  
for every  
£100 should  
be impressed  
here.

Statement of the Nominal Capital

OF

*Yorkshire Tar Distillers*  
**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.)

REGISTERED  
220037

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

CL. 618

TELEGRAMS: "CERTIFICATE, FLEET LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers.

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

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

Used for filing by

**MAXWELL SIMPSON & BATLEY**  
28, GREAT ST. HELENS  
LONDON, E.C. 6.

# THE NOMINAL CAPITAL

OF

*Yorkshire Tar Distillers* LIMITED,

is *One thousand* Pounds,

divided into *500 ordinary Shares and 500 Preference* Shares

of *One pound* each.

Signature

*J. J. Hunter*

Description

*A Signatory to the Memorandum  
of Association*

Dated the

*22<sup>nd</sup>*

day

of

*June*

19

*26.*

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

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

214670 / 3



"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.



*Private*

## Memorandum of Association

OF

# Yorkshire Tar Distillers LIMITED.

172942 SW  
not changed  
+ 80157 Yorkshire  
Tar Company Ltd  
Yorkshire  
Distillers  
P.O. Business Office  
of Bill

1. The name of the Company is "YORKSHIRE TAR DISTILLERS, LIMITED."

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

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

(a) To carry on the business of tar and ammonia distillers, alkali makers, manufacturers of chemical products of every description, soap boilers and candle makers, indiarubber manufacturers, and waterproofers, manufacturers of cement, artificial stone, asphalt, artificial fuels, and manures, and of dyes, colours, and varnishes, dyers, drysalers and chemists.

(b) To purchase or otherwise acquire and work collieries and other mines, minerals and mining rights of every description in England and Wales, and to work the same, and to carry on the business of smelters, refiners, ironmasters, forge masters, metallurgists, coke and lime burners, brick, tile, and pipe makers, quarry owners, stone merchants, millwrights, boiler makers, engineers, builders and contractors, and to act as carters, wharfingers, warehousemen and general merchants.

REGISTERED  
220039  
26 JUN 1926

24 JUN 1926

OFFICE  
26 JUN 1926

- (c) To purchase or otherwise acquire any freehold, leasehold or other property for any estate or interest whatever and any right, licences, 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.
- (d) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, carriages, motor vehicles, steam and other boats, walls, fences, banks, dams, sluices, canals or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
- (e) To apply for, 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, trade marks, licences, protections, concessions, and secret or other information 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.
- (f) 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 the business of Tar Distillers and 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 guarantee the same, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions, 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.

- (g) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (h) To search for, get, win, work, raise, make marketable, and use, sell and dispose of coal, oil, iron, clay, precious and other metals, minerals, and other substances or products on, within, or under any property of the Company, and to grant prospecting and mining and other licences, rights or privileges for such purposes.
- (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, firms or companies, and either with or without security, and on such terms as may seem expedient, and in particular to shareholders, 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, and to redeem, purchase or pay off any such securities.



- (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, or to purchase or guarantee the same.
- (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 employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company or to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds, for the benefit of any persons employed by the Company.
- (t) To procure the Company to be registered or recognised and to establish agencies in any colony or dependency and in any foreign country or place.
- (u) To promote any other company for the purpose of acquiring all or any of the property or 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.
- (v) To effect, purchase, or take assurances on the lives of any debtors to the Company, or on the lives of any other persons in whom the Company may have an insurable interest, and to pay the premiums and other moneys required to keep up the policies of assurance out of the moneys of the Company.

- 8
- (w) To appoint any person or company to accept and hold in trust for the Company or for any purpose or object of the Company any real or personal property or any beneficial rights or privileges either in the United Kingdom or abroad.
  - (x) To sell or otherwise dispose of the whole or any part of the undertakings 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 other company.
  - (y) 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.
  - (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them, provided that nothing therein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, or to re-insure any risks under any class of assurance business to which those Acts apply.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000, divided into 1,000 shares of £1 each.

6. The Company shall have power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital, with preferred, deferred, or other special rights, or with such restrictions (whether in regard to dividend, voting, return of capital or otherwise) as the Company may from time to time by Extraordinary Resolution determine: Provided always that if and whenever that capital of the Company is divided into shares of different classes the rights, privileges or conditions of any such class may (unless otherwise provided by the terms of issue thereof) be varied only in accordance with the Articles of Association of the Company for the time being.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>Peter McCandlish Wilson.</i>  <i>20 North Hill Road</i>  <i>Leeds.</i>  <i>Chartered Accountant.</i></p>	<p><i>one</i>  <i>ordinary.</i></p>
<p><i>Francis John Fallisfield Curtis</i>  <i>Garthwood</i>  <i>Rumby</i>  <i>Leeds</i>  <i>Solicitor</i></p>	<p><i>one</i>  <i>ordinary.</i></p>

DATED the 22<sup>nd</sup> day of June 1926.

WITNESS to the above Signatures—

*W. Wood*  
*Manager with Simpson Peckover Curtis & Bailey.*  
*Solicitors. Leeds.*

214670



THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.



## Articles of Association

OF

# Yorkshire Tar Distillers 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" means 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.

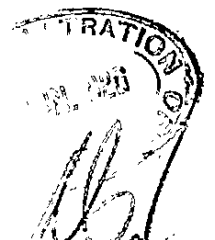
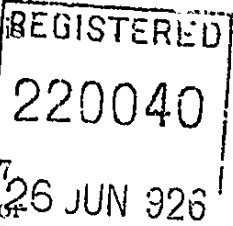
"The Register" means the register of members to be kept as required by section 25 of the Companies (Consolidation) Act, 1908.

"Month" means calendar month.

"Paid up" includes "credited as paid up."

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

"The Directors" means the Directors for the time being.



"In writing" includes printed, lithographed, and type-written.

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

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

Words importing males include females.

Words importing individuals include corporations.

3. 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.

4. 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.

5. The right to transfer shares in the capital of the Company shall be restricted as hereinafter mentioned.

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 a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares of the Company, or procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the Company to any amount not exceeding five shillings per share.

8. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period the Company or the Directors on behalf of the Company may, subject to the conditions and restrictions mentioned in Section 91 of the Companies Act, 1901, pay interest on so much of such

share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works, buildings, or plant.

### SHARE CAPITAL.

9. The original share capital of the Company is £1,000 divided into 500 ordinary shares of £1 each, and 500 preference shares of £1 each. The said preference shares shall confer the right in priority to all other shares to a fixed cumulative preferential dividend at the rate of £7 10s. 0d. per cent. per annum on the capital for the time being paid up or credited as paid up thereon. The said preference shares shall also confer a right to priority over all other shares in the capital for the time being of the Company on a return of capital in the winding up of the Company or otherwise, but shall not confer any other right to participation in profits or assets.

### SHARES.

10. ~~Subject to the provisions of the Agreements referred to in Article 3 hereof and to the later provisions of these Articles~~ the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as they think fit, but only fully paid shares shall be held by an infant. Shares may be issued at par or at a premium.

*Th. C. W.*  
*J. V. D. K.*  
*W.*

11. If by the conditions of allotment of any shares any part of the price thereof shall be payable by instalments, every instalment shall, when due, be paid to the Company by the registered holder of the share and shall be conclusively deemed a call then payable.

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

13. The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and shall not be bound to recognise any equitable or other claim to, or interest in, or right over any such share on the part of any other person whether it shall have express or other notice thereof.

14. The Company may pay interest on its share capital, or any part thereof within the scope of and subject to the conditions prescribed by Section 91 of the Companies (Consolidation) Act, 1908.

### CERTIFICATES.

15. The certificates of title to shares shall be under the seal of the Company and signed by two Directors and countersigned by the Secretary or Acting Secretary or some other person appointed by the Directors.

16. Every Member shall be entitled, free of charge, to one certificate for all the shares of one class registered in his name. Every certificate shall specify the distinctive numbers of the shares in respect of which it is issued and the amounts paid up thereon.

17. If any certificate be worn out or defaced, then, upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof. If any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate. The sum of one shilling or such smaller sum as the Directors may determine shall be paid to the Company for every certificate issued under this article.

### JOINT HOLDERS OF SHARES.

18. 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 the 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, but any one of such joint holders may vote at any General Meeting of the Company either personally or by proxy, and if more than one of such joint holders be present at any meeting personally or by proxy, the one so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

#### CALLS.

19. The Directors may make such calls as they think fit upon the Members in respect of all moneys unpaid on the shares and not by the conditions of allotment made payable at fixed times and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments and every call shall be deemed to have been made at the time when the resolution of the Directors authorising it was passed, or, if specified in a prospectus, then at the time of allotment. A date fixed for payment may be postponed and a call may be wholly or in part revoked.

20. Fourteen days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid. No call which is not made payable by the conditions of allotment shall exceed one-fourth of the nominal amount of a share or be made payable within two months after the last preceding call was payable.

21. If the sum payable in respect of any call or instalment be not paid by the day appointed for payment thereof, the holder for the time being of the shares in respect of which the call shall have been made, or the instalment shall be due, shall pay interest for the same at £10 per cent. per annum from the day appointed for the payment thereof to the time of actual payment, but the Directors may reduce or remit such interest in special circumstances.

22. 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 non-payment of calls, shall apply to every such amount or instalment and the shares in respect of which it is payable.

23. The Directors may receive from any Member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for and, upon so much of the moneys so paid in advance as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate (not exceeding without the sanction of the Company in general meeting 6 per cent. per annum) as the Member paying such sum in advance and the Directors agree.

#### FORFEITURE AND LIEN.

24. If any Member fails to pay any call or instalment by the day appointed for payment, the Directors at any time thereafter, while it remains unpaid, may serve a notice on such Member requiring him to pay the same, together with any interest accrued and any expenses incurred by the Company by reason of such non-payment.

25. 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 call 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 non-payment at or before the time and at the place appointed the shares in respect of which such calls or instalment is payable will be liable to forfeiture.

26. If the requisitions of any such notice are not complied with, any shares, in respect of which such notice has been given, at any time thereafter, before payment of all moneys payable in respect thereof, may be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited

shares and not actually paid before the forfeiture. Notice of forfeiture shall be given to the Member forthwith.

27. Any shares so forfeited shall be deemed to be the property of the Company and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit, and until a purchaser thereof is registered as a transferee, all rights in respect thereof shall be in abeyance.

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

29. Any Member, whose shares have been forfeited, shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, forthwith pay to the Company all moneys owing in respect of such shares at the time of forfeiture, together with interest thereon, at such rate not exceeding 10 per cent. per annum as the Directors shall appoint, from the time of forfeiture until payment, but the Directors may, if they think fit, remit the payment of such interest or any part thereof.

30. 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.

31. The Company shall have a first and paramount lien upon all shares (other than fully paid up shares) registered in the name of each Member (whether solely or jointly with others) and upon all moneys payable in respect thereof for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and no prior or other notice of charge or of any other equitable interest in any share shall interfere with such lien. 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.

32. 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.

33. For the purpose of enforcing such lien the Directors may sell the shares as if they had been forfeited, but only by proceeding as directed in Articles 24 to 28, and the net proceeds of any such sale shall be applied in or towards satisfaction of such debts, liabilities or engagements, and the residue (if any) paid to such Member or as he shall direct.

34. An entry in the minute book of the Company of the forfeiture of any shares, or that any shares have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such shares that the said shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such shares, shall constitute a good title to such shares, and the name of the purchaser shall be entered in the register as a Member of the Company, and he shall be entitled to a certificate of title to the shares, and shall not be bound to see to the application of the purchase money. The remedy of the former holder of such shares, and of any person claiming under or through him, shall be against the Company and in damages only.

#### TRANSFER AND TRANSMISSION OF SHARES.

35. The instrument of transfer of any share shall be in writing in any common form or other form approved by the Directors and be signed both by the transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.

36. The Directors may refuse to register any transfer of a Share:-

(a) Where the Company has a lien thereon.

- (b) In the case of Shares not fully paid up where the transferee is an infant or a married woman or where it is not proved to the satisfaction of the Directors that the transferee is a responsible person.
- (c) Where the Directors in their unfettered discretion and without assigning any reason, are of opinion that the transferee is not a desirable person to accept as transferee of the Shares; but the provisions of this Sub-Article shall not apply where the transferee is already a Member.

37. No portion of a share shall be transferable, and no person shall be recognised by the Company as having title to any fractional part of a share otherwise than as sole holder or joint holder of the entirety of such share.

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

39. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer that the Directors may decline to register shall be returned on demand to the person depositing the same, except in cases of suspected fraud.

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

41. A fee not exceeding 2s. 6d. may be charged for the registration of each transfer.

42. No transfer of a share shall be made if the registration thereof will reduce the number of shareholders to less than two or increase the number of shareholders (exclusive of the persons named in Article 4 hereof) to more than fifty.

43. The executors or administrators of a deceased Member (not a joint holder) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such Member.

but in case of the death of any one or more of the joint holders of any registered shares, the survivors or survivor or the legal personal representatives of the last survivor shall alone be recognised by the Company as having any title to such shares.

44. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member, upon producing such evidence of his title as the Directors think sufficient, may elect to be registered, with the consent of the Directors (which they shall not be under any obligation to give), as a Member in respect of such shares or, subject to the regulations as to transfers hereinbefore contained, may transfer such shares.

45. If the person so becoming entitled shall elect to transfer, he shall testify such election by executing to his nominee an instrument of transfer of such shares in any usual common form, but showing the character in which such transfer is made, and such nominee shall also execute the same.

46. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing, signed by himself, stating that he so elects, together with the share certificate. For all purposes of these presents relating to the registration of transfers of shares such notice shall be deemed to be a transfer and the Directors shall have the same powers in reference thereto.

47. 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 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.

48. The guardians of an infant Member, or the *curator bonis* or committee of any lunatic member may upon producing to the Directors such evidence of their position as may be reasonably required, be placed upon the register in respect of the shares held by such infant or lunatic member as the case may be.

## ALTERATION OF CAPITAL.

49. The Company in General Meeting from time to time, by extraordinary resolution, may increase the capital by the creation of new shares of such amount and with such rights or subject to such disabilities as may be deemed expedient. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and, if no direction be given, as the Directors shall, subject to Article 53 determine.

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

51. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall form part of the original ordinary capital and shall be subject to all the provisions with reference thereto herein contained.

52. The Company may by Special Resolution—

- (a) Consolidate and divide its capital into shares of larger amount than its existing shares.
- (b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association: Provided that in the sub-division 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.

## MODIFYING RIGHTS.

53. The holder of any class of shares may at any time and from time to time and whether before or during liquidation by an Extraordinary Resolution passed at a meeting of such holders consent on behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith or having any priority thereto or to the abandonment of any preference or priority or of any accrued dividend or to the reduction for any time or permanently of the dividends payable thereon or to the amalgamation into one class of the shares of any two or more classes or to the division of shares of one or more class or classes into shares of different classes or to any alteration in these Articles varying or taking away any rights or privileges attached to shares of the class or to any scheme for the reduction of the Company's capital affecting the shares of the class in a manner not authorised by these Articles or to any scheme for the distribution (though not in accordance with legal rights) of assets in money or in kind in or before liquidation or to any contract for the sale of the whole or any part of the Company's property or business determining the way (though not in accordance with legal rights) in which as between the several classes of shareholders the purchase consideration shall be distributed and generally consent to any alteration contract abrogation of rights and privileges compromise or arrangement which the persons voting thereon could if *sui juris* and holding all the shares of the class consent to or enter into and such Resolution shall be binding upon all the holders of shares of the class. This Article shall not be read as implying the necessity for such consent in any case in which but for this Article the object of the Resolution could have been effected without it under the provisions contained in these Articles. The consent in writing of the holders of 3/4ths of the issued shares of this class shall have the same effect as an Extraordinary Resolution passed at a meeting of the holders of shares of the class.

54. Any meeting for the purpose of the last preceding Article shall be convened and conducted in all respects as nearly as possible in the same way as an Extraordinary General Meeting of the Company provided that no Member not being a Director shall be entitled to notice thereof or to attend thereat unless he be a holder of shares of the class intended to be affected by the resolution and that no vote shall be given except in respect of a share of that class and that the quorum at any such meeting shall be Members holding or representing by proxy at least one-fifth of the issued shares of that class and that a poll may be demanded in writing by any member present in person or by proxy and entitled to vote at the meeting.



### BORROWING POWERS.

55. 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 (subject to Article 6) issue at a discount, premium or otherwise, 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.

56. 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.

57. 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.

58. 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.

59. The Ordinary General Meeting of the Company shall be held once in each year at such time as the Directors shall appoint. 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.

60. 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.

61. 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 object of the meeting shall be transacted.

62. 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 entitled to vote 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. With the consent in writing of all the members for the time being entitled to receive notice of a General Meeting, such a meeting may be convened on a shorter notice than seven days, and in any manner they may think fit.

63. Where it is proposed to pass a Special Resolution, the two meetings may be convened by one and the same notice, and it shall be no objection to such notice that it only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

64. The business of an Ordinary Meeting shall be to receive and consider the profit and loss account and balance-sheet, the reports of the Directors (if any) and the Auditors, to elect Directors and other officers in place of those retiring by rotation, to fix the Directors' remuneration, to elect auditors and fix their remuneration, to declare dividends and to transact any other business which, under these presents, is required to be transacted at an Ordinary Meeting and any business which is brought under consideration by the report of the Directors issued with the notice convening such meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

65. 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 three members personally present and entitled to vote, and holding or representing by proxy not less than one-fifth of the issued capital of the Company upon which all calls or other sums then due have been paid.

66. At every General Meeting the Chairman (if any) of the Board of Directors, or during his absence the Vice-Chairman (if any) or during his absence a Director elected by the Directors present, or during the absence of all the Directors a Member elected by the Members present, shall take the chair.

67. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition, shall be dissolved, but in any other case shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Members who are personally present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

68. 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.

69. 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 one member entitled to vote, or directed by the Chairman, a declaration by the Chairman made in good faith 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.

70. 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 Company in General Meeting. 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.

71. No poll shall be demanded upon the election of a Chairman or upon a question of adjournment. 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.

72. Subject to any regulation in the Articles and to any special terms as to voting upon which any shares may be issued upon a show of hands, every Member present in person and entitled to vote shall have one vote only and at a poll every Member present in person or by proxy shall have one vote for every share held by him upon which there are no calls in arrear. On a show of hands no Member present by proxy shall have any vote, save that if a corporation that is a Member is present by proxy whether a Member of the Company or not, such proxy shall be entitled to vote for such corporation on a show of hands.

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

74. No member shall be entitled to vote at any General Meeting unless all calls due from him 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.

75. Where there are joint registered holders of any shares, any one may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto and, if more than one of such joint-holders be present at any meeting personally or by proxy that one of the said persons whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.

76. Subject to Article 72 votes may be given either personally or by proxy. The instrument appointing a proxy shall be in any common form in writing, under the hand of the appointor or his attorney, or, if such appointor is a corporation, under its common seal, if any, and, if none, then under the hand of some officer or attorney duly authorised in that behalf.

77. No person shall be appointed a proxy, except for a corporation, who is not a Member of the Company and qualified to vote.

78. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

79. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal or the revocation of the proxy in respect of which the vote is given, unless an intimation in writing of the death or revocation shall have been received at the office of the Company before the meeting.

80. No Member shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another Member at any General Meeting, or be reckoned in a quorum, whilst any call or other sum payable to the Company in respect of any of the shares of such Member shall be in arrear.

## DIRECTORS.

81. The number of Directors shall not be less than three nor more than fifteen, unless the Company in General Meeting otherwise determines.

82. The first Directors shall be appointed in writing under the hands of the subscribers to the Memorandum of Association of the Company.

83. The Directors shall have power at any time to appoint any persons to be additional Directors, or to fill any casual vacancy, but so that the total number of Directors shall not exceed at any time the prescribed maximum. Any Director so appointed shall hold office only until the next Ordinary General Meeting of the Company, but shall then be eligible for re-election.

84. A Director may hold any other office (except the office of Auditor) under the Company in conjunction with the office of Director, or may be employed in the Company's service or on the Company's behalf in any capacity, with or without remuneration.

85. The qualification of a Director shall be the holding of 50 shares of the Company and, if not already qualified, he shall obtain his qualification within two calendar months of his appointment.

86. The remuneration of the Directors shall be such sum or sums as may from time to time be determined by the Company in General Meeting, and such remuneration shall be divided amongst the Directors in such manner as they shall agree, or in default of agreement, equally: 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 apportioning, reducing, or postponing the time for payment of the Directors' remuneration shall bind all the Directors. The Directors shall also be entitled to be paid all travelling and hotel expenses incurred by them in or about the performance of their duties as Directors including their expenses of travelling to or from Board and Committee Meetings.

#### POWERS OF DIRECTORS.

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

#### DISQUALIFICATION OF DIRECTORS.

88. The office of a Director shall be vacated:--

- (a) If he becomes 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 a criminal offence;
- (d) If he cease to hold the necessary share qualification or do not obtain the same within two months 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.

89. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of any company or firm in which any Director shall be in any way interested, be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation between him and the Company thereby established, but the nature of his interest must be disclosed by him to the Board prior to the contract or arrangement being determined on, if his interest then exists, or in any other case at the first meeting of the Board after the acquisition of his interest. A general notice that a Director is to be regarded as interested in any transaction with any specified firm or company shall be sufficient disclosure under this Article.

90. If the Directors or any of them shall be appointed to represent the Company as Directors, or a Director of any subsidiary or other Company in which the Company shall be interested, the Board of this Company may fix the remuneration of such Directors or Director, who shall, unless otherwise agreed, be entitled to retain the remuneration attaching to such Directorship for their or his own use.

91. A Director shall not vote as a Director in respect of any contract or arrangement in which he is interested as aforesaid, and if he do so his vote shall not be counted, but this prohibition shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them security by way of indemnity or security, nor to any contract by a Director to subscribe for or underwrite any shares or debentures of the Company, and shall not be construed so as to prevent a Director of this Company who is also a director or member of any company voting in respect of any contract or arrangement entered into between this Company and any such other company as aforesaid and the said prohibition may at any time be suspended or relaxed to any extent by the Company in General Meeting and either generally or in respect of any particular contract, arrangement or transaction.

92. Each Director shall have the power to nominate in writing any person approved for that purpose by three-fourths of the Directors for the time being to act as alternate Director in his place at or to attend with him at any meeting and at his discretion to remove such alternate Director and substitute if desired another approved person. Each alternate Director shall at such meetings exercise and discharge all the duties of the Director he represents, but only in the latter's absence. The alternate Director need not be a member of the Company and shall not be required to hold any share qualification. An alternate Director shall not count in the formation of a quorum in the case of any business not specified in a previously circulated agenda paper.

#### ROTATION OF DIRECTORS.

93. At every Ordinary Meeting, one-third or the nearest number to but not exceeding, one-third of, the Directors (other than any Managing Director or member of the Executive Committee) shall retire from office. A retiring Director shall be eligible for re-election and shall retain office until the dissolution of the meeting at which his successor is elected.

94. The Directors to retire at any Ordinary Meeting, unless the Directors agree among themselves, shall be the one-third or other nearest number of the Directors (other than any Managing Director or member of the Executive Committee) who have been longest in office. As between two or more who have been in office an equal length of time, the Directors to retire, in default of agreement between them, shall be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office.



95. The Company at the Ordinary General Meeting at which any Director retires in manner aforesaid may 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.

96. If, at any General Meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the retiring Directors shall continue in office until the dissolution of the Ordinary General Meeting in the next year and so on from year to year until the place is filled up.

97. The Company by extraordinary resolution may remove any Director before the expiration of his period of office and may appoint another person in his stead by ordinary resolution, but such person shall hold office only until the next Ordinary General Meeting and shall then be eligible for re-election.

98. 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.

99. No person other than a retiring Director, unless recommended by the Directors for election, shall be eligible for election to the office of Director at any General Meeting, unless he or some other Member intending to propose him has left at the office of the Company, at least seven days before the meeting, a notice in writing signifying his candidature for the office or the intention of such Member to propose him. 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.

#### EXECUTIVE COMMITTEE.

100. The Directors may from time to time appoint an Executive Committee, consisting of not less than three and not more than five of the Directors, and the following provisions shall apply thereto: that is to say:—

- (a) The Directors may appoint any Member of the Executive Committee for a fixed period or without any limitation as to the period for which he is to hold such office at any time and from time to time by resolution passed by a two-thirds majority of the Directors present at any meeting of the Board, or with the consent expressed by extraordinary resolution of the Company remove any Director from the Executive Committee and appoint another in his place.
- (b) The office of member of the Executive Committee shall be vacated:—
- (1) If the member cease for any reason to be a Director of the Company.
  - (2) If by notice in writing to the Company he resign his office.
- (c) The Directors may from time to time fill any vacancy in the Executive Committee, and may appoint additional members, so long as the total number does not exceed the maximum number above specified.
- (d) Subject to any general or other regulations the Directors may from time to time impose, the Executive Committee shall be competent to exercise all or any of the powers, authorities and discretions by these presents or otherwise vested in or exercisable by the Directors.
- (e) The meetings and proceedings of the Executive Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors as aforesaid, provided that three members of the Executive Committee shall form a quorum.
- (f) The Directors may from time to time fix and determine the remuneration to be paid to the Executive Committee and such remuneration may be by way of salary, commission on or participation in profits or otherwise, or by all or any of these modes, and shall be in addition to any remuneration payable to the members of the Committee as Directors or otherwise under the provisions hereof.

- (g) A member of the Executive Committee shall not while he continues to hold such office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to any contract between him and the Company, be subject to vacation of his office under Article 88, and if he cease to hold the office of Director from any cause he shall ipso facto and immediately cease to be a member of the Executive Committee.

#### MANAGING DIRECTORS.

101. The Directors from time to time may appoint one or more of their body to be Manager or Managers or Managing Director or Managing Directors of the Company, either for a fixed term or without any limitation as to the period of office.

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

103. The remuneration of a Managing Director shall be fixed by the Directors from time to time, and may be by way of salary or commission, grant of options, or participation in profits, or by any or all of those modes.

104. The Directors from time to time may entrust to and confer upon a Managing Director or Managing Directors for the time being such of the powers exercisable, under these presents by the Directors as they may think fit and for such time, for such purposes, upon such terms and with such restrictions as they think fit and subject to the provisions of any contract between him and the Company, from time to time may revoke, withdraw, alter or vary all or any of such powers.

#### PROCEEDINGS OF DIRECTORS.

105. The Directors may meet for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined by the Directors, three Directors shall form a quorum.

106. A Director at any time may and the Secretary upon the request of any Director shall, convene 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.

107. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

108. The Directors may elect a Chairman and Vice-Chairman of their meetings and determine the period for which they are to hold office, but if no such Chairman or Vice-Chairman is elected, or if at any meeting neither the Chairman nor the Vice-Chairman (if any) is present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

109. Subject to Article 100 and to the powers thereby given to an Executive Committee, 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, in the exercise of the power so delegated, shall conform to any regulations that may from time to time be imposed on it by the Directors. The meeting and proceedings of any such Committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under this Article.

110. 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.

111. If any Director, being willing, shall be called upon to perform extra services, or to make any special exertions in going or residing abroad or in acting as Director or Manager of any company in which this Company is interested or otherwise for any of the purposes of the Company, the Company may remunerate such Director either by a

fixed sum or a percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for the remuneration hereinbefore provided.

112. A resolution in writing signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors, duly called and constituted.

#### LOCAL MANAGEMENT.

113. (1) The Directors, from time to time, may provide for the management of the affairs of the Company abroad in such manner as they shall think fit and the provisions contained in the six next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.

(2) The Directors from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company abroad and may appoint any persons to be members of such local board, or any managers or agents and may fix their remuneration.

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

(4) The Directors at any time and from time to time, by power of attorney under the seal, may appoint any person or persons to be the attorney or attorneys of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors from time to time may think fit and any such

appointment, if the Directors think fit, may be made in favour of the members or any of the members of any local board established as aforesaid, or in favour of any company, or of the members, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Directors think fit.

- (5) Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
- (6) The Company may exercise the powers conferred by section 79 of the Companies (Consolidation) Act, 1908, and such powers shall accordingly be vested in the Directors. The Company may also cause to be kept in any colony in which it transacts business a branch register of Members resident in such colony, and the word "colony" in this clause shall have the meaning assigned thereto by the Companies (Consolidation) Act, 1908, s. 31 (3) and the Directors may from time to time make such provisions as they may think fit respecting the keeping of any such branch register.
- (7) The Directors may comply with the requirements of any local law, with which in their opinion, it shall in the interests of the Company be necessary or expedient to comply.

#### THE SEAL.

114. The Directors shall provide for the safe custody of the Seal, which shall never be used except by the authority of the Directors or a Committee of the Directors previously given and in the presence of two Directors at the least, who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or Acting Secretary, or some other person appointed by the Directors.

## ACCOUNTS.

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

116. 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 statute or by such resolution as aforesaid.

117. At the Ordinary Meeting in every year the Directors shall lay before the Company a profit and loss account and a balance-sheet containing a summary of the properties and liabilities of the Company and made up to a date not more than six months before the meeting, from the time when the last preceding account and balance-sheet were made up. Every such balance-sheet shall be accompanied by a report of the Directors as to the state and condition of the Company and as to the amount (if any) which they recommend to be paid out of the profits by way of dividend or bonus to the Members and the amount (if any) that they propose to carry to the reserve fund, according to the provisions in that behalf hereinafter contained.

## RESERVE FUND.

118. Before recommending any 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.

## CAPITALISATION OF PROFITS.

119. The Company in General Meeting may at any time and from time to time upon the recommendation of the Directors pass a resolution to the effect that it is desirable to capitalise any sum forming part of the undivided profits of the Company for the time being not required for payment of dividend upon any preference shares of the Company or other shares issued upon such special conditions, whether standing to the credit of the Company's reserve fund or otherwise, and including profits arising from the realised appreciation in value of capital assets, and accordingly that the Directors be authorised and directed to appropriate and apply such sum of profits in paying up in full unissued shares of the Company of a nominal amount equal thereto, and to allot and distribute such shares credited as fully paid up and by way of capitalisation of profits to and amongst the holders of all the issued ordinary shares in the capital of the Company for the time being in proportion to the number of such shares held by them respectively.

120. When and so often as such a resolution shall have been passed the Directors may and shall appropriate and apply the sum of undivided profit resolved to be capitalised thereby in paying up in full unissued shares of the Company of a nominal amount equal thereto, and shall allot and issue such shares credited as fully paid up and by way of capitalisation of profits amongst the holders of the issued ordinary shares in proportion as nearly as may be to the number of such issued shares held by them respectively, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares becoming distributable in fractions, and prior to such allotment the Directors may authorise any person on behalf of or the holders of the issued Ordinary shares to enter into an agreement with the Company providing for the allotment to them respectively of such further shares credited as fully paid up and by way of capitalisation of profits as aforesaid, and any agreement made under any such authority shall be effective and binding on all the holders of the issued Ordinary shares for the time being.

121. It shall be no objection to any resolution passed under Article 119 that it was passed at the meeting at which a resolution for increasing the capital of the Company was passed as an Extraordinary Resolution or confirmed as a Special Resolution, provided that due notice to propose such first-mentioned resolution shall have been given prior to such Extraordinary or confirmatory Meeting.



## DIVIDENDS.

122. Subject to the rights of the holders of shares issued on special conditions, the profits of the Company shall be divisible among the Members in proportion to the capital paid up on their shares respectively, but where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.

123. The Company in General Meeting may declare a dividend to be paid to the Members and fix the time for payment. The declaration of the Directors as to the amount of the profits of the Company shall be conclusive. No larger dividend shall be declared than is recommended by the Directors, but the Company may declare a smaller dividend.

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

125. The Directors may pay such interim dividend as in their judgment the position of the Company justifies.

126. 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.

127. Notice of any dividend that may have been declared shall be given to each member in the manner in which notices are given to members.

128. 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.

129. Where a share (not being a share carrying a fixed dividend calculated upon the amount for the time being paid up thereon) is issued after the commencement of any financial period, it shall, unless otherwise provided by the terms of issue, rank *pari passu* with the previously issued shares of the same class as regards any dividend subsequently declared in respect of such period. But, where any such share is issued upon the terms that it shall rank for dividend as from a particular date falling within such period, the dividend on such share for the period in question shall be an apportioned dividend only.

130. Where any business is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms that the Company shall as from that date take profits of the business and pay interest on the purchase money, any excess of such profits over the interest shall be credited to revenue account; and, if the profits in question shall be insufficient to pay the interest, the deficiency shall be debited to revenue account; and the excess or deficiency, as the case may be, shall for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business or operations of the Company.

131. Any General Meeting declaring a dividend may direct payment of such dividend, wholly or in part, by the distribution of specific assets, and in particular of paid-up shares or debentures of the Company or paid-up shares or debentures of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with Section 88 of the *Companies Consolidation Act 1907* and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend, and such appointment shall be effective. A dividend with the sanction of a General Meeting may be paid in the currency of any country where the Company for the time being carries on business at such rate as may be determined by the General Meeting, or in default by the Board.

#### NOTICES.

132. 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.

133. 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 regis-

tered 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.

134. 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 notice was properly addressed and put into the post-office or into any post-box subject to the control of the Postmaster-General.

#### WINDING UP.

135. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company, and the cost of the liquidation, shall be applied first in repaying the amount paid up on the preference shares with all interest and arrears of interest due and accrued in respect thereof; secondly, the amount paid up on the ordinary shares; and if such assets shall be more than sufficient to repay to the members the whole amount paid up on their shares, the balance shall be distributed among the holders of the ordinary shares in proportion to the amount which at the time of going into liquidation had been actually paid up or credited as paid up on such shares respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

136. 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.

137. 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 statute.

### ARBITRATION.

138. 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 relations 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, or any statutory modification or enactment in lieu thereof for the time being in force.

### INDEMNITY.

139. The Directors, Auditors, Secretary and other officers for the time being of the Company, and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and every of them, and every of their heirs, executors, and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all costs, charges, losses, damages, and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage, which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through their own wilful neglect or default respectively.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Peter McCallister Wilson.*

*20 North Hill Road*

*Leds.*

*Chartered Accountant.*

*Francis John Fallowfield Carter*

*Ganthwood*

*Rumney*

*Leds*

*Solicitor*

---

DATED the *22<sup>nd</sup>* day of *June*, 1926.

WITNESS to the above Signatures.

*John Wood*  
*Manager in the Lampsam Pickersfort & Batley*  
*Solicitors, Leeds*

DUPLICATE FOR THE FILE.

No. 214670



# Certificate of Incorporation

I Hereby Certify, That the

YORKSHIRE TAR DISTILLERS 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 twenty-sixth day of June One

Thousand Nine Hundred and twenty-six

Fees and Deed Stamps £3. 10. 0

Stamp Duty on Capital £ 10.

*H. White*  
Registrar of Joint Stock Companies.

Certificate  
received by

*J. Laid for Maxwell New 27 St Helen. 88. 3*

Date

*28 June 1926*

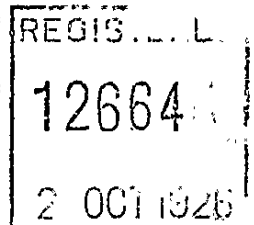
*Handwritten: 1/1/27*

# Yorkshire Tar Distillers LIMITED.

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company, held at the Registered Office, 17, East Parade, Leeds, on Friday, the 24th day of September, 1926, the following EXTRAORDINARY RESOLUTION was duly passed:



"That the Capital of the Company be increased to £650,000 by the creation of 249,500 Preference Shares and 399,500 Ordinary Shares all of £1 each to respectively rank for dividend and in all other respects *pari passu* with the existing Preference and Ordinary Shares in the Capital of the Company."

Chairman

---

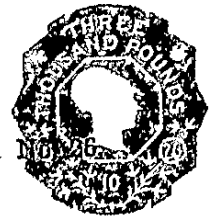
MAXWELL SIMPSON & BATLEY  
29, GREAT ST. HELENS,  
LONDON, E.C.3.

---

Number of  
Certificate

2111 & 112

[Form No. 26]



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

COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal Capital

OF

Yorkshire Gas Distillers



LIMITED,

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

(See Page 2 of this Form.)

127866

6 OCT 1926

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

5m.—8.20.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 248.

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

AYWELL & BATLEY  
SOLICITORS  
116 & 117 CHANCERY LANE, LONDON, W.C. 2.



# THE NOMINAL CAPITAL

OF

*Yorkshire Tar Distillers* LIMITED,

has been increased by the addition thereto of the sum of

*Six hundred and forty nine thousand* Pounds,

divided into *249,500* Preference Shares  
and *299,500* Ordinary shares all  
of *One* pound each,

beyond the Registered Capital of *One thousand*  
*pounds.*

Signature

*W. Handwick Wilson*

Description

*Secretary*

Dated the

*28<sup>th</sup>*

day

of

*September*

*1926*

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

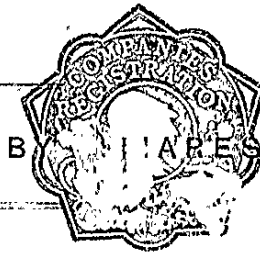
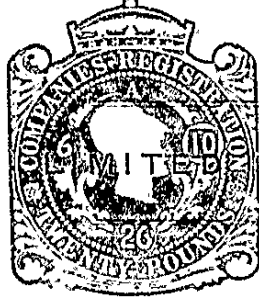
NOTE.—This margin is reserved for binding, and must not be written across.

Number of  
Certificate

214670

[Form No. 10,

"THE COMPANIES ACTS, 1908 to 1917."



Notice of Increase in the Nominal Capital

OF

*Yorkshire Saw Distillers*

LIMITED.

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

(See Page 2 of this Form).

REGISTRATION  
127865  
6 OCT 1926

58451-5.20

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 248.

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

MAXWELL & CO. & BATLEY  
20, GREAT ST. HELENS,  
LONDON, E.C. 4.

# Notice of Increase in the Nominal Capital

OF

Yorkshire Tar Distillers Limited.

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the Twenty fourth day of September 1920, the Nominal Capital of the Company has been increased by the addition thereto of the sum of Five Hundred and forty nine thousand Pounds, divided into 249,500 Preference Shares and 393,500 Ordinary Shares all of One pound each, beyond the Registered Capital of One thousand Pounds.

Signature

W. Handlist Wilson

Description

Secretary

Dated the

28<sup>th</sup>

day

of

September 1920.

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

# YORKSHIRE TAR DISTILLERS

LIMITED.



At an EXTRAORDINARY GENERAL MEETING of  
the above-named Company held at the GREAT NORTHERN  
HOTEL, LEEDS, in the County of York, on *Thursday, the 27th*  
*day of October, 1927*, the following EXTRAORDINARY  
RESOLUTION was duly passed :—

“That the Capital of the Company be increased  
“to £700,000 by the creation of 50,000 additional  
“Preference Shares of £1 each to rank for dividend  
“and in all other respects *pari passu* with the  
“existing Preference Shares in the Capital of the  
“Company.”

REGISTERED  
143545  
3 NOV 1927

*Robinson*  
Chairman.

*367*  
*Filed by Maxwell Batty Esq.*  
*44/46, Cederhall Street*  
*8/11*



DAMAGED DOCUMENT

Number of  
Certificate } 214670. 18

[Form No. 26,

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

COMPANY LIMITED BY SHARES.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

Statement of Increase of the Nominal Capital

OF

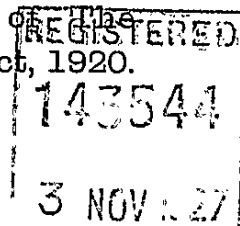


YORKSHIRE T. & DISTILLERS.

LIMITED,

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

(See Page 2 of this Form.)



3 NOV 27

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

5m.-9.20.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 246.

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

~~Simpson, Curtis Dixon & Burrill~~

~~41, Park Square, LEEDS.~~

Maxwell Batty & Co

44/46 Coadwell St. E



# THE NOMINAL CAPITAL

OF

YORKSHIRE TAR DISTILLERS LIMITED,

has been increased by the addition thereto of the sum of

Fifty Thousand Pounds,

divided into Fifty Thousand Preference Shares

of One Pound each,

beyond the Registered Capital of Six hundred and Fifty Thousand

pounds divided into 250,000 Preference Shares and 400,000 Ordinary

Shares all of One Pound each.

Signature.

*Will Wood*

Description

*Secretary*

Dated the *Twenty seventh* day

of *October* 19 *27*

NO. 11.—This margin is reserved for binding, and must not be written across.

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

Number of } 214670  
Certificate }

[Form No. 10.]

**"THE COMPANIES ACTS, 1908 to 1917."**

COMPANY LIMITED BY SHARES.



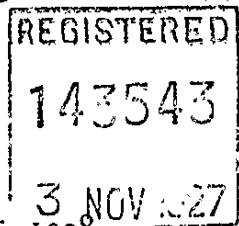
Ad valorem  
Companies  
Fee Stamp  
to be  
impressed  
here.

**Notice of Increase in the Nominal Capital**

OF

**YORKSHIRE TAR DISTILLERS**

**LIMITED.**



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

(See Page 2 of this Form).

CI. 1080

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

**JORDAN & SONS, LIMITED,**

**Company Registration Agents, Printers, and Publishers,**

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

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

*Presented for filing by*

**Simpson, Cartis, Dixon & Burrill**

**41, Park Square, LEEDS.**

*Maxwell Batty Esq  
44/46 Leeds Rd*



# Notice of Increase in the Nominal Capital

OF

YORKSHIRE TAR DISTILLERS *Limited.*

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the Twenty-seventh day of October 19 27 the Nominal Capital of the Company has been increased by the addition thereto of the sum of Fifty Thousand Pounds, divided into Fifty Thousand Preference Shares of One Pound each, beyond the Registered Capital of Six hundred and fifty thousand Pounds.

Signature Will Wood

Description Secretary. b5  
51

Dated the Twenty-seventh day  
of October 1927.

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



53

THE COMPANIES ACT 1929

SPECIAL RESOLUTION

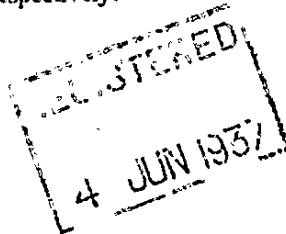
of

Yorkshire Tar Distillers Limited

Passed 25th March, 1937.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Quebec House, Quebec Street, Leeds, on Thursday, the 25th day of March, 1937, the following resolution was duly passed as a Special Resolution:—

" That it is desirable to capitalise the sum of £35,873 forming part of the undivided profits of the Company standing to the credit of the Company's Profit and Loss Account and accordingly that the Directors be authorised and directed to appropriate and apply such sum of profits in paying up in full 32,690 unissued Ordinary Shares and 3183 unissued 7½% Cumulative Preference Shares of the Company all of £1 each and to allot and distribute such shares credited as fully paid up and by way of capitalisation of profits to and amongst the holders on the 25th day of March 1937 of all the issued Ordinary Shares in the capital of the Company in the proportion of 267 of such unissued Ordinary Shares and 26 of such unissued Preference Shares for every 3,000 Ordinary Shares (or in like proportion in the case of holdings of a lesser number) then held by such persons respectively."



*Allyon*

Chairman.



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

## SPECIAL RESOLUTION

OF

Yorkshire Tar Distillers Limited.

REGISTERED  
10 AUG 1940

At an EXTRAORDINARY GENERAL MEETING of the above named Company held at the Great Northern Hotel, Leeds, in the County of York, on Thursday, the 25th day of July, 1940, the following SPECIAL RESOLUTION was duly passed:—

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

"That the word "seven" be substituted for the word "five" in line three of Article 100."

Hellson

Chairman.

No. of Company.....214670 16

Price.—Twopence  
Form No. 10.



## THE COMPANIES ACT, 1929.

### NOTICE OF INCREASE IN NOMINAL CAPITAL.

*Pursuant to Section 52.*

REGISTERED

8 OCT 1943

Name of Company { YORKSHIRE TAR DISTILLERS  
..... Limited.

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

Presented by

The Company



TO THE REGISTRAR OF COMPANIES.

YORKSHIRE TAR DISTILLERS LTD.

hereby gives you notice pursuant to Sect. 52 of the Companies Act, 1929, that by  
(<sup>a</sup>).....Extraordinary.....Resolution of the Company dated the thirtieth  
day of.....September.....1943., the nominal Capital of the Company has  
been increased by the addition thereto of the sum of £ 50,000---.....beyond  
the registered Capital of £ 700,000---..... The additional  
Capital is divided as follows :—

<u>Number of Shares.</u>	<u>Class of Share.</u>	<u>Nominal Amount of each Share.</u>
50,000	Ordinary	One Pound

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

Pari Passu with existing Ordinary Shares

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

(Signature).....

(State whether Director,  
or Manager or Secretary).....Secretary.....

Dated the Seventh day of October, 1943.

Margin reserved for Binding.

Number of  
Company

514621

67

[Form No. 26,

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

COMPANY HAVING A SHARE CAPITAL.



Statement of Increase of the Nominal Capital

OF

YORKSHIRE TAR DISTILLERS

REGISTERED

8 OCT 1943

LIMITED,

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

(See Page 2 of this Form.)

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

100292-39.

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,  
116 CHANCERY LANE, LONDON, W.C. 2,  
and 13 BROAD STREET PLACE, E.C. 2.

Presented by

The Company



# THE NOMINAL CAPITAL

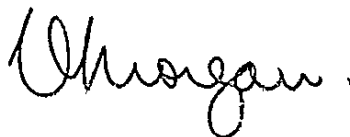
OF

YORKSHIRE TAR DISTILLERS

LIMITED,

has, by a Resolution of the Company dated the thirtieth day  
of September, . . . , 1943, been increased by the addition thereto of the  
sum of Fifty thousand Pounds,  
divided into Fifty thousand Ordinary Shares  
of One Pound each,  
beyond the Registered Capital of Seven hundred thousand Pounds.

Signature



Description

Secretary.

Dated the Seventh day  
of October, 1943.

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

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

Number of  
pages } 75

[Form No. 103,

# THE COMPANIES ACT, 1948

## Notice of



Companies  
Registration Fee  
Stamp of 5s.  
must be impressed  
here

Place where the Register of Members is  
kept, and of any change thereof

*Pursuant to Section 110 of The Companies Act, 1948*

NAME OF COMPANY

*Yorksire Tar Distillers*

LIMITED.



116-96886

grams: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 Lines).

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers,  
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2.

esented by

*The Secretary*



# Notice

of

Place where the Register of Members is kept,  
and of any change thereof,  
of

Yorksire Tar Distillers:

LIMITED.

To the Registrar of Companies

Yorksire Tar Distillers

LIMITED

hereby gives you Notice, in accordance with Section 110 of The Companies Act, 1948, that the place where the Register of Members is kept is

"Braemar"

Inchins Lane

Cleckheaton

**NOTE.**

The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

Signature

Chirgwin

Officer

Secretary

(State whether Director or Secretary.)

Dated the 25th day

of August 1978.

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



214 670 / 81

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

Yorkshire Tar Distillers Limited

Passed the 29th March, 1951.



3-APR 1951

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at The Metropole Hotel, Leeds on Thursday, the 29th March, 1951 the following SPECIAL RESOLUTION was duly passed:—

RESOLUTION.

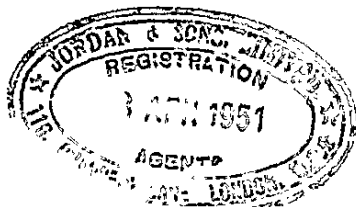
That the Articles of Association be amended in manner following, that is to say:—

- (a) In Article 2 the words " 'The Directors' means the Directors for the time being " shall be deleted and the following words added in lieu thereof:—  
" 'The Directors' means the Directors for the time being but unless expressly stated does not include Assistant Directors."
- (b) Article 113 shall be deleted and the following new Article inserted in lieu thereof:—

" 113. (a) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company or of any subsidiary company of the Company for the time being to be an Assistant Director of the Company.

(b) An Assistant Director shall not be required to hold any share qualification.

(c) The appointment of a person to be an Assistant Director shall not (save as otherwise agreed between him and the Company and the subsidiary company—if any—in whose service he may be) affect the terms and conditions of his employment by the Company or by any such subsidiary company, whether as regards duties, remuneration, pension or otherwise, and his office as an Assistant Director shall be vacated if he becomes of unsound mind or bankrupt or suspends payment or compounds with his creditors, or becomes prohibited from being a Director by reason of any order made under Section 188 or 332 of the Companies Act, 1948, or if he resigns his office or in the event of his ceasing to be in the employment of the Company (in some capacity other than that of an Assistant Director) or of any such subsidiary company, or if employed by more than one of such companies then on ceasing to be in the employment of all of them, or in the event of his being removed from office by a resolution of a majority of the Directors.



4090



- (d) An Assistant Director shall not, while he continues to hold office, be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors pursuant to Article 94 hereof.
- (e) The appointment, removal and remuneration of the Assistant Directors shall be determined by the Directors, with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the Assistant Directors, excepting that no act shall be done that would impose any personal liability or any or all of the Assistant Directors except with his or their knowledge and consent.
- (f) In calculating the number to form a quorum at any meeting of the Directors the Assistant Directors present shall not be counted. An Assistant Director shall not be entitled to receive notice of or attend or vote at a Board Meeting, except when expressly invited by the Directors so to do."

*William S. ...*

Chairman.

214670/96



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTIONS

OF

Yorkshire Tar Distillers Limited

Passed the 27th day of October, 1955.

REGISTERED  
7- NOV 1955

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Cleckheaton in the County of York on Thursday the 27th day of October, 1955, the following resolutions were duly passed as SPECIAL RESOLUTIONS of the Company :—

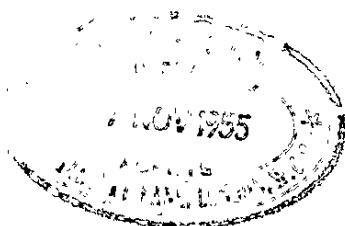
RESOLUTIONS

- “ 1. (a) That the preferential rights and privileges attached to the 300,000 7½% Cumulative Preference Shares of £1 each of the Company be cancelled.
- (b) That the said Preference Shares shall henceforth be known as Ordinary Shares and rank in all respects *pari passu* with the existing Ordinary Shares of the Company.
2. That the Regulations contained in the printed document submitted to the Meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.”

*Alfred H. ...*

Chairman.

63



This is the printed document referred to in a Special Resolution duly passed at an Extraordinary General Meeting of the Company duly convened and held on the twentyseventh day of October, 1955.

*William Longman*, Chairman.  
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

Articles of Association

OF

Yorkshire Tar Distillers Limited

1. Subject as hereinafter provided the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (such part being hereinafter referred to as "Table A") shall apply to the Company. The regulations contained in Part II of such First Schedule shall not apply to the Company.

2. The Company is a Private Company and accordingly:—

- (a) the right to transfer Shares is restricted in manner hereinafter prescribed;
- (b) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty Provided that where two or more persons hold one or more Shares in the Company jointly they shall for the purpose of this Article be treated as a single Member;
- (c) any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited;
- (d) the Company shall not have power to issue Share Warrants to Bearer.

3. The Share Capital of the Company is £750,000 divided into 750,000 Ordinary Shares of £1 each. The whole of the shares of the Company for the time being unissued shall be under the control of the Directors who may, subject to the provisions of the Act, allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as the Directors may determine.

4. Regulation 24 of Table A shall not apply. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share.

5. Two persons being Members or proxies for Members shall be a quorum at a General Meeting and Regulation 53 of Table A shall be modified accordingly.

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

REGISTRAR  
27 NOV 1955

7. Regulation 75 of Table A shall not apply. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than fifteen.

8. Section 185, sub-sections (1) to (6) of the Act, relating to an age limit for Directors shall not apply to the Company.

9. Any Director may at any time appoint any person approved by the Board (such approval not to be unreasonably withheld) to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company.

10. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting, at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

11. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

12. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

13. The proviso to Regulation 79 of Table A shall be omitted.

14. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

15. A person becoming entitled to a Share by reason of the death or bankruptcy of a Member shall not, before being registered as a Member in respect of the Share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and Clauses 32 and 134 of Part I of Table A shall be amended accordingly in their application to this Company.

214670/94

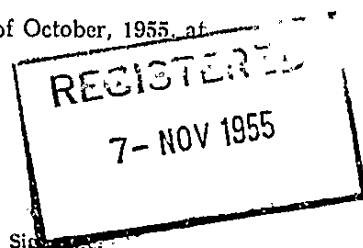
o/-

## Yorkshire Tar Distillers Limited



In pursuance of the provisions of Article 53 of the above-named Company's Articles of Association (relating to the modification of the rights of any class of share) we, the undersigned, being the registered holders of the whole of the issued share capital of the Company comprising 300,000 7½% Cumulative Preference Shares of £1 each and 450,000 Ordinary Shares of £1 each in the proportions set opposite our respective names in the second column of the table below hereby consent to the cancellation of the rights and privileges attached to the said 300,000 7½% Cumulative Preference Shares which is proposed to be effected by the Special Resolution numbered 1 set out in a Notice dated the 26th day of October, 1955, convening an Extraordinary General Meeting of the Company to be held at Cleckheaton in the County of York on Thursday, the 27th day of October, 1955, at 2 o'clock in the afternoon.

Dated the 26th day of October, 1955.



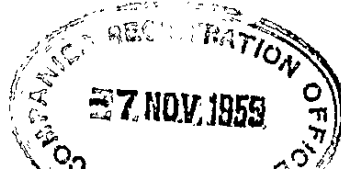
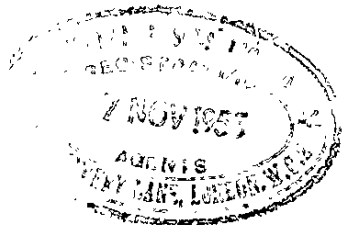
Name of Shareholder.	Number of Shares held. Preference Shares.	Ordinary Shares.	Signature.
Yorkshire Tar Corporation Limited ... ..	300,000	449,998	THE COMMON SEAL of Yorkshire Tar Corporation was hereunto affixed in the presence of :— H. ELLISON SUGDEN, Director. V. MORGAN, Secretary.
Henry Ellison Sugden and Yorkshire Tar Corpora- tion Limited jointly ...		1	
Johnson Bertram Vickers and Yorkshire Tar Cor- poration Limited jointly		1	H. ELLISON SUGDEN.  J. B. VICKERS.
	300,000	450,000	

L.S.

We certify that the above is a true copy of a form of consent dated the 26th October 1955 executed by the registered holders of the whole of the issued share capital of Yorkshire Tar Distillers Limited.

63

Solicitors to the Company.



214670/99

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

Yorkshire Tar Distillers Limited

Passed the 6th day of January, 1956.

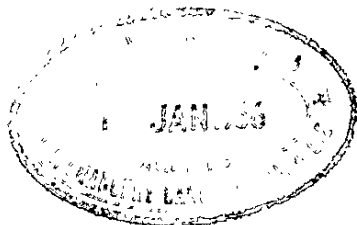
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at The Great Northern Hotel, Leeds, on Friday, the 6th day of January, 1956, the following resolution was duly passed as a SPECIAL RESOLUTION of the Company :—

RESOLUTION

That the Articles of Association be amended by the addition thereto of the following Article :—

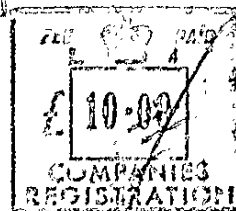
- " 16. (a) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company or of any subsidiary company of the Company for the time being to be an Assistant Director of the Company.
- (b) An Assistant Director shall not be or be deemed to be a Director of the Company and the powers and duties of the Assistant Directors of the Company shall, from time to time, be determined by the Directors, with full powers to make such arrangements as the Directors may think fit. An Assistant Director may be removed from office at any time by a resolution of a majority of the Directors.
- (c) Neither the appointment of a person to be an Assistant Director nor his removal from such office shall (save as otherwise agreed between him and the Company and the subsidiary company, if any, in whose service he may be) affect the terms and conditions of his employment by the Company or by any such subsidiary company, whether as regards duties, remuneration, pension or otherwise."

Chairman.



71  
19 JAN 1956

No. 214670



THE COMPANIES ACTS 1948—1967

## Resolution

OF

## YORKSHIRE TAR DISTILLERS LIMITED

Passed 22nd December, 1967

At a GENERAL MEETING of the above Company held at 106, Edmund Street, Birmingham, 3, on Friday the 22nd December, 1967, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

### RESOLUTION

THAT the name of the Company be changed to TAR DISTILLERS LIMITED.

Chairman.

22 DEC 1967





## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 214670

Whereas

**YORKSHIRE TAR DISTILLERS LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACTS, 1908 TO 1917,**  
on the **26TH JUNE, 1926**

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

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

**TAR DISTILLERS LIMITED**

Given under my hand at London the **1ST JANUARY, 1958.**

*Assistant Registrar of Companies*

C.172

128

COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TAR DISTILLERS LIMITED

Passed the 22nd day of October, 1969

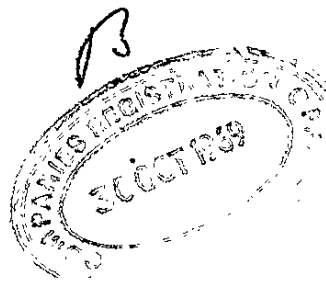
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the offices of Midland-Yorkshire Tar Distillers Limited, Oldbury, Warley, Worcestershire on Wednesday, the 22nd October, 1969 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company :-.

RESOLUTION

That the Regulations contained in the printed document submitted to the Meeting and, for purposes of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

*E. Walsgrave*

Chairman



13

LEE

This is the printed document referred to in a Special Resolution passed at an Extraordinary General Meeting of the Company duly convened and held on the 22nd day of October, 1969.

*E. W. Allsop*

Director

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

## Articles of Association

OF

TAR DISTILLERS LIMITED.

### PRELIMINARY.

1. The Regulations contained in Parts I and II of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A"), except Clauses 24, 53, 75, 76 and 89 to 93 inclusive in Part I thereof, and Clause 1 in Part II thereof, shall apply to the Company save in so far as they are hereby modified.

### SHARE CAPITAL AND SHARES.

2. At the date of the adoption of these Articles as the Articles of Association of the Company the share capital of the Company is £750,000 divided into 750,000 Ordinary Shares of £1 each.

3. All the shares of the Company for the time being unissued shall be at the disposal of the Directors, who may allot and otherwise dispose of the same to such persons, at such times and generally on such terms and conditions as they think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### TRANSMISSION OF SHARES.

5. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and Clauses 32 and 134 in Part I of Table A shall be amended accordingly in their application to the Company.

## GENERAL MEETINGS.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

## DIRECTORS.

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than seven.

8. The remuneration (if any) of the Directors shall from time to time be determined by the Company in General Meeting and such determination shall be deemed ordinary business of such Meeting, Clause 52 in Part I of Table A being modified accordingly. Such remuneration shall be deemed to accrue from day to day. Any resolution of the Board of Directors reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

9. Any person may be appointed a Director notwithstanding that he has attained the age of 70 years, and no person shall be required to vacate his office of Director by reason only of his having attained the age of 70 years or any other age.

10. Any Director may at any time appoint another Director, or with the approval of the Board of Directors, any other person, to be an alternate Director in his place at any meeting of the Directors at which he is unable to be present, and at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor shall he be required to hold any share qualification but shall otherwise (except as to the power to appoint an alternate) be subject to the provisions of these Articles with regard to Directors and each alternate Director whilst acting in the place of his appointor, shall exercise and discharge all the duties of his appointor as an ordinary Director. Any Director who is appointed to be an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of his appointor as distinct from the vote to which he is entitled in his own capacity as a Director, but shall not be considered as two Directors for the purpose of forming a quorum of Directors. All appointments and removals of alternate Directors shall be effected in writing by the Director making or revoking such appointment and delivered to the registered office of the Company.

11. (a) The following words shall be omitted from Clause 94 in Part I of Table A:  
"and may also determine in what rotation the increased or reduced number is to go out of office".

- (b) The second sentence of Clause 95 in Part I of Table A shall be omitted.
- (c) The second sentence of Clause 97 in Part I of Table A shall be omitted.

#### BORROWING POWERS.

12. The proviso to Clause 79 in Part I of Table A shall be omitted.

#### POWERS AND DUTIES OF DIRECTORS.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in ascertaining a quorum when any such contract or arrangement is under consideration, and Clause 84 in Part I of Table A shall be modified accordingly.

14. The provisions contained in Clause 86 in Part I of Table A relating to the keeping and signing of an attendance book at meetings of Directors and of committees thereof shall not apply to the Company.

## THE COMPANIES ACTS 1948 to 1967

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

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the  
Name of  
the Company

TAR DISTILLERS

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

Presentor's Reference

The Secretary,

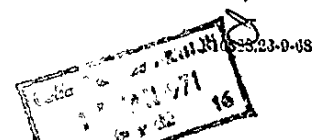
Tar Distillers Limited,

41 Park Square, Leeds 1.

Form No. 103  
(No filing fee payable)

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 CF1 4EA;  
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court,  
Glasgow, C.2.

Companies 40



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

*To the REGISTRAR OF COMPANIES.*

TAR DISTILLERS 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 Oldbury, Warley, Worcestershire.

Signature

(State whether  
Director or Secretary).

Dated the 19th day of August 19 70.

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



£10.

No. 214670

1136

THE COMPANIES ACTS 1948 - 1967

RESOLUTION  
OF  
TAR DISTILLERS LIMITED

Passed 27th July, 1973

At the ANNUAL GENERAL MEETING of the above Company,  
held at Oldbury, Warley, Worcestershire, on  
Friday the 27th July, 1973, the following Resolution  
was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the name of the Company be changed to  
"Midland-Yorkshire Tar Distillers Limited".

L. C. MACMAHON,  
Chairman.







**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 214670

1137

I hereby certify that

**TAR DISTILLERS LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**MIDLAND-YORKSHIRE TAR DISTILLERS LIMITED**

Given under my hand at London the 20th September 1973

*M Taylor*

(M. TAYLOR)  
Assistant Registrar of Companies

*CP*

214670

138

No. ~~33527~~

THE COMPANIES ACTS 1948 — 1967

## Resolution

OF

### MIDLAND-YORKSHIRE TAR DISTILLERS LIMITED

Passed 5th August, 1970

At a GENERAL MEETING of the above Company, held at the Company's Registered Office, Springfield Chemical Works, Oldbury, on Wednesday the 5th August, 1970, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

#### RESOLUTION

THAT the Articles of Association of the Company be altered by adding the following Article:

71(a) A Managing or Serving Director shall not while he is in receipt of a salary for his services as such be entitled to remuneration as an ordinary director.

S. DIXON,  
Chairman.



7. 11. 11 Act 1972

Number of Company: 214670

139

THE COMPANIES ACTS, 1908 to 1967

COMPANY LIMITED BY SHARES

**Memorandum**  
**and**  
**Articles of Association**  
**of**  
**TAR-DISTILLERS LIMITED.**

Incorporated on the 26th June, 1926

New Articles of Association adopted on the  
22nd October, 1969.

Solicitors:  
Simpson, Curtis & Co.,  
Leeds, 1.

JORDAN & SONS LIMITED  
Company Registered in England. Sole Engravers, Printers & Publishers  
100 Fleet Street, London, E.C. 4  
and  
War House, City Road, London, E.C. 1

100 FLEET STREET  
LONDON E.C. 4



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 214670

I hereby certify that

**TAR DISTILLERS LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**MIDLAND-YORKSHIRE TAR DISTILLERS LIMITED**

Given under my hand at London the 20th September 1973

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

(N. TAYLOR)  
Assistant Registrar of Companies

No. 214670

THE COMPANIES ACTS 1948 - 1967

RESOLUTION  
OF  
TAR DISTILLERS LIMITED

---

Passed 27th July, 1973

---

At the ANNUAL GENERAL MEETING of the above Company,  
held at Oldbury, Warley, Worcestershire, on  
Friday the 27th July, 1973, the following Resolution  
was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the name of the Company be changed to  
"Midland-Yorkshire Tar Distillers Limited".

L. C. MACMAHON,  
Chairman.



(COPY)

## Certificate of Incorporation.

---

I HEREBY CERTIFY, that YORKSHIRE TAR DISTILLERS 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 Twenty-sixth day of June, One thousand nine hundred and twenty-six.

F. N. WHITTLE,

Assistant Registrar of Joint Stock Companies.

CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

WHEREAS YORKSHIRE TAR DISTILLERS LIMITED was incorporated as a limited company under the Companies Acts, 1908 to 1917, on the Twenty-sixth June, One thousand nine hundred and twenty-six.

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

NOW therefore I hereby certify that the Company is a limited company incorporated under the name of TAR DISTILLERS LIMITED.

GIVEN under my hand at London the First day of January, One thousand nine hundred and sixty-eight.

B. J. D. STYLES,

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

~~MIDLAND-YORKSHIRE TAR DISTILLERS LTD~~  
~~TAR DISTILLERS LIMITED.~~

1. \*The name of the Company is "~~MIDLAND-YORKSHIRE TAR DISTILLERS LIMITED~~" <sup>MIDLAND-YORKSHIRE TAR DISTILLERS LIMITED</sup>.
2. The registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on the business of tar and ammonia distillers, alkali makers, manufacturers of chemical products of every description, soap boilers and candle makers, indiarubber manufacturers, and waterproofers, manufacturers of cement, artificial stone, asphalt, artificial fuels, and manures, and of dyes, colours, and varnishes, dyers, drysalts and chemists.
  - (b) To purchase or otherwise acquire and work collieries and other mines, minerals and mining rights of every description in England and Wales, and to work the same, and to carry on the business of smelters, refiners, iron-masters, forge masters, metallurgists, coke and lime burners, brick, tile, and pipe makers, quarry owners, stone merchants, millwrights, boiler makers, engineers, builders and contractors, and to act as carriers, wharfingers, warehousemen and general merchants
  - (c) To purchase or otherwise acquire any freehold, leasehold or other property for any estate or interest whatever and any right, licences, 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.
  - (d) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, carriages, motor vehicles, steam

\*The name of the Company was changed to "TAR DISTILLERS LIMITED" on the 1st January, 1968.



and other Loats, walls, fences, banks, dams, sluices, canals or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.

- (e) To apply for, 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, trade marks, licences, protections, concessions, and secret or other information 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.
- (f) 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 the business of Tar Distillers and 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 guarantee the same, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions, 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.
- (g) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (h) To search for, get, win, work, raise, make marketable, and use, sell and dispose of coal, oil, iron, clay, precious and other metals, minerals, and other substances or products on, within, or under any property of the Company, and to grant prospecting and mining and other licences, rights or privileges for such purposes.
- (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.

- 4
- (j) To lend and advance money or give credit to such persons, firms or companies, and either with or without security, and on such terms as may seem expedient, and in particular to shareholders, 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, and to redeem, purchase or pay off any such securities.
  - (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, or to purchase or guarantee the same.
  - (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 employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company or to the wives, children or other relatives of such person; 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 procure the Company to be registered or recognised and to establish agencies in any colony or dependency and in any foreign country or place.
- (u) To promote any other company for the purpose of acquiring all or any of the property or 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.
- (v) To effect, purchase, or take assurances on the lives of any debtors to the Company, or on the lives of any other persons in whom the Company may have an insurable interest, and to pay the premiums and other moneys required to keep up the policies of assurance out of the moneys of the Company.
- (w) To appoint any person or company to accept and hold in trust for the Company or for any purpose or object of the Company any real or personal property or any beneficial rights or privileges either in the United Kingdom or abroad.

- (x) To sell or otherwise dispose of the whole or any part of the undertakings 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 other company.
- (y) 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.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them, provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, or to reinsure any risks under any class of assurance business to which those Acts apply.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000, divided into 1,000 shares of £1 each. *see p. 9.*

See

footnotes

6. The Company shall have power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital, with preferred, deferred, or other special rights, or with such restrictions (whether in regard to dividend, voting, return of capital or otherwise) as the Company may from time to time by Extraordinary Resolution determine: Provided always that if and whenever the capital of the Company is divided into shares of different classes the rights, privileges or conditions of any such class may (unless otherwise provided by the terms of issue thereof) be varied only in accordance with the Articles of Association of the Company for the time being.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Peter McCandlish Wilson, 20, North Hill Road, Leeds. Chartered Accountant.	One Ordinary
Francis John Fallowfield Curtis, Garthwold, Roundhay, Leeds. Solicitor.	One Ordinary

Dated the 22nd day of June, 1926.

Witness to the above Signatures:-

Thos. Wood,  
Manager with Simpson, Peckover,  
Curtis & Batley,  
Solicitors,  
Leeds.

- Notes: (1) By virtue of the Articles of Association in force when the Company was incorporated on the 26th June, 1926, the original share capital of £1,000 was divided into 500 Ordinary Shares of £1 each and 500 7½% Cumulative Preference Shares of £1 each.
- (2) By Extraordinary Resolution dated 24th September, 1926, the capital of the Company was increased to £650,000 by the creation of 249,500 new Preference Shares and 399,500 new Ordinary Shares all of £1 each.
- (3) By Extraordinary Resolution dated 27th October, 1927, the capital of the Company was increased to £700,000 by the creation of 50,000 new Preference Shares of £1 each.
- (4) By Extraordinary Resolution dated 30th September, 1943, the capital of the Company was increased to £750,000 by the creation of 50,000 new Ordinary Shares of £1 each. ✓
- (5) By Special Resolution dated 27th October, 1955, the preferential rights and privileges attached to the 300,000 7½% Cumulative Preference Shares of the Company were cancelled, such shares thenceforth to be known as Ordinary Shares ranking in all respects pari passu with the existing Ordinary Shares of the Company.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF  
MIDLAND-YORKSHIRE TAR DISTILLERS LTD  
~~TAR DISTILLERS LIMITED.~~

(New Articles of Association adopted on the 22nd October, 1969)

PRELIMINARY.

1. The Regulations contained in Parts I and II of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A"), except Clauses 24, 53, 75, 76 and 89 to 93 inclusive in Part I thereof, and Clause 1 in Part II thereof, shall apply to the Company save in so far as they are hereby modified.

SHARE CAPITAL AND SHARES.

2. At the date of the adoption of these Articles as the Articles of Association of the Company the share capital of the Company is £750,000 divided into 750,000 Ordinary Shares of £1 each. ✓

3. All the shares of the Company for the time being unissued shall be at the disposal of the Directors, who may allot and otherwise dispose of the same to such persons, at such times and generally on such terms and conditions as they think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSMISSION OF SHARES.

5. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and Clauses 32 and 134 in Part I of Table A shall be amended accordingly in their application to the Company.

GENERAL MEETINGS.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

DIRECTORS.

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than seven.

8. The remuneration (if any) of the Directors shall from time to time be determined by the Company in General Meeting and such determination shall be deemed ordinary business of such Meeting, Clause 52 in Part I of Table A being modified accordingly. Such remuneration shall be deemed to accrue from day to day. Any resolution of the Board of Directors reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

9. Any person may be appointed a Director notwithstanding that he has attained the age of 70 years, and no person shall be required to vacate his office of Director by reason only of his having attained the age of 70 years or any other age.

10. Any Director may at any time appoint another Director, or with the approval of the Board of Directors, any other person, to be an alternate Director in his place at any meeting of the Directors at which he is unable to be present, and at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor shall he be required to hold any share qualification but shall otherwise (except as to the power to appoint an alternate) be subject to the provisions of these Articles with regard to Directors and each alternate Director whilst acting in the place of his appointor, shall exercise and discharge all the duties of his appointor as an ordinary Director. Any Director who is appointed to be an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of his appointor as distinct from the vote to which he is entitled in his own capacity as a Director, but shall not be considered as two Directors for the purpose of forming a quorum of Directors. All appointments and removals of alternate Directors shall be effected in writing by the Director making or revoking such appointment and delivered to the registered office of the Company.

11. (a) The following words shall be omitted from Clause 94 in Part I of Table A:  
"and may also determine in what rotation the increased or reduced number is to go out of office".



- (b) The second sentence of Clause 95 in Part I of Table A shall be omitted.
- (c) The second sentence of Clause 97 in Part I of Table A shall be omitted.

BORROWING POWERS.

12. The proviso to Clause 79 in Part I of Table A shall be omitted.

POWERS AND DUTIES OF DIRECTORS.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in ascertaining a quorum when any such contract or arrangement is under consideration, and Clause 84 in Part I of Table A shall be modified accordingly.

14. The provisions contained in Clause 86 in Part I of Table A relating to the keeping and signing of an attendance book at meetings of Directors and of committees thereof shall not apply to the Company.

No. of Company: 214670 / 145

THE COMPANIES ACTS SEP 15 1975 9 453 UN. 040.00

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

MIDLAND-YORKSHIRE TAR DISTILLERS LIMITED

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(Passed 9th September, 1975)

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At an EXTRAORDINARY GENERAL MEETING of the Company held on the 9th September, 1975, the following Resolutions were duly passed as Special Resolutions:

- 1 THAT the name of the Company be changed to Croda Hydrocarbons Limited.
- 2 THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.



SECRETARY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 214670 1146

I hereby certify that

**MIDLAND-YORKSHIRE TAR DISTILLERS LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**CRODA HYDROCARBONS LIMITED**

(Incorporated in England and Wales)

22ND SEPTEMBER 1975.

N. TAYLOR

Director of Registrar of Companies

214670/147

*C. Bates*

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CRODA HYDROCARBONS LIMITED

(New Articles of Association adopted by Special  
Resolution passed on 9 September 1975)

214670

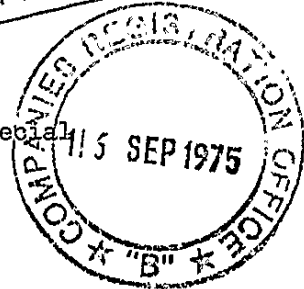


TABLE A

1. The Company is a private company and, subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), together with the regulations hereinafter contained, shall be the regulations of the Company.

2. Paragraphs 75, 79, 84 and 89 to 97 (inclusive) of Part I of Table A shall not apply to the Company.

#### BUSINESS

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

4. The registered office of the Company shall be at such place in England as the Directors shall from time to time appoint.

#### SHARE CAPITAL

5. All shares, whether in the original or any increased capital, shall be under the control of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons, at such times and for such consideration, and upon such terms and conditions as they may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

#### LIEN

6. In paragraph 11 of Part 1 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

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## GENERAL MEETINGS

7. In paragraph 54 of Part I of Table A the words "meeting shall be dissolved" shall be substituted for "Members present shall be a quorum".

8. In paragraph 58 (b) of Part I of Table A the words "one Member" shall be substituted for "three Members".

## DIRECTORS

9. Unless and until otherwise determined by Ordinary Resolution of the Company in General Meeting the number of Directors shall not be less than two.

10. Subject to paragraph 88 of Part I of Table A, each Director shall remain in office until removed by memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent by post to or left at the Registered Office for the time being of the Company or by an Ordinary Resolution of the Company in General Meeting.

11. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company may at any time and from time to time by memorandum in writing signed by him or them and sent by post to or left at the Registered Office for the time being of the Company, or the Company may at any time and from time to time by Ordinary Resolution in General Meeting, appoint any person to be a Director either to fill a vacancy or as an addition to the existing Board. Any Director so appointed shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

12. Without prejudice to Article 11 any casual vacancy in the Board of Directors may be filled up by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

13. A Director may be appointed by the Directors to any executive or other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such a period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. (1) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor purchaser or in any other manner whatsoever, nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason of such Director holding that office or of the fiduciary relationship thereby established.

(2) A Director who is in any way interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with section 199 of the Act.

(3) A Director shall be counted in the Quorum present at a meeting and may vote in respect of any contract or arrangement in which he is interested, including his own appointment to any other office or place of profit under the Company.

15. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall be entitled to receive such extra remuneration, whether by way of salary, commission, percentage of profits, lump sum payment or otherwise, as the Directors may determine.

16. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any nomination under this Article may be given by letter, cable, telegram or telex, and may be delivered at or sent to the Registered Office for the time being of the Company or at or to such other place as the Directors may agree.

17. In paragraph 86 of Part I of Table A the words from "and every director" to the end of the paragraph shall be deleted.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

No. 214670

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THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CRODA HYDROCARBONS LIMITED

(Passed 10 February 1983)

AT the ANNUAL GENERAL MEETING of the Company held on  
Thursday the tenth day of February 1983 the following  
Resolution was duly passed as a Special Resolution

RESOLUTION

THAT in accordance with the provisions  
of S. 12 of the Companies Act 1981 no  
auditors be appointed by the Company in  
that it is a dormant company and meets  
the other requirements of the aforesaid  
section in this regard



*C. Baker*

CHAIRMAN

No. 214670

THE COMPANIES ACT

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COMPANY LIMITED BY SHARES

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ELECTIVE RESOLUTION

of

CRODA HYDROCARBONS LIMITED

(Passed 28 March 1991)

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AT the ANNUAL GENERAL MEETING of the Company held on  
Thursday the twenty eighth day of March 1991 the  
following Resolution was duly passed as an Elective  
Resolution

RESOLUTION

THAT the Company hereby elects pursuant to  
Section 366A of the Companies Act 1985 to  
dispense with the holding of Annual General  
Meetings

  
CHAIRMAN

