

THE COMPANIES ACTS 1908 to 1917.



A Co.
Companies'
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

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

registered as

A. A. Lites

REGISTERED

211308

LIMITED.

30 MAR 1927

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

Presented for filing by

Howard A. Larrance

28, Conduit Street

London

11

I, Norfolk Abraham Woodiniss
of 28, Conduit Street in the County of London
Solicitor

(a) Here Insert:
"A Solicitor of
the High Court
engaged in the
formation."

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

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

of a. a. Sites

Limited, and that all and every 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 37, Conduit Street
in the County of London

the 24th day of March

One thousand nine hundred and twenty-seven

Witness my hand

Norfolk A. Woodiniss

Norfolk A. Woodiniss

Number of
Certificate }

220748

Form No. 25.

THE STAMP ACT 1891.
(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital
OF

A. A. Lites

REGISTERED

211309

LIMITED.

30 MAR 1927

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

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

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

Presented for filing by

Howard A. Lawrence

28, Curzon Street, W.1

The Collectors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4
49 Bedford Row, W.C.1, 46 Tottenham Street, N.W.1, 16 Hancover Street, W.1.
PRINTERS AND PUBLISHERS OF COMPANY FORMS AND FORMS

PRINTED AND PUBLISHED BY THE

THE NOMINAL CAPITAL

OF

A. A. Lites

, Limited,

is £ *1500*, divided into *1500*

Shares of *One pound* each.

Signature

J. M. Beattie

Officer

Director

Dated the

25th

day of

March

1921

This Statute is signed by an Officer of the Company.



220748



THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

A. A. SITES, LIMITED.

1. The name of the Company is "A. A. SITES LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are :

(A) To acquire and take over as a going concern and carry on the business of Billposters and General Advertising Contractors, now carried on by Joseph Mackenzie Beable, at 161A, Strand, in the County of London, under the style or firm of "A. A. Sites," together with all the property and assets of the business, and with a view thereto to adopt and carry into effect (either with or without modification) an Agreement dated the 25th day of March, 1927, and made between the said Joseph Mackenzie Beable of the one part and Norfolk Abraham Woodiwiss of the other part as trustee for and on behalf of the above-named Company, of the other part, a copy of which, has for the purpose of identification, been signed by two of the subscribers hereto.

(B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the business or businesses of General Distributing Agents, Publicity, Specialists, Signwriters, Engravers, Bookbinders, Printers, Publishers, Book sellers, Stationers, Lithographers, General Agent,

211310
30 MAR 1927

19A
to J. A. Sites

Merchants, and Contractors: and to purchase, hire, or by other means acquire billposting and advertising stations and boardings and sites for boardings, and the right or privilege to erect the same, and to display pictorial or other advertisements upon any railway station, house, wall, or other erection, and to sublet, sell, or otherwise dispose of any property, rights, or privileges so acquired, and to manufacture, buy, sell, and deal in enamelled iron and all kinds of materials used or which may be used in connection with displayed advertisements, and to acquire or manufacture or sell any plant, machinery, device, or materials which may be used as aforesaid, and to acquire and use the right to any invention or idea for the purpose of public or private advertising.

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things

aforesaid, and to work, manage, and control the same or join with others in so doing.

- (F) To 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*, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, 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.
- (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 on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (l) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (n) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of 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 desir-

also, 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, either 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 as may be thought expedient.
- (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 promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is One Thousand Five Hundred Pounds, divided into One Thousand Five Hundred Shares of One Pound each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Number of Shares
taken by
each Subscriber.

Joseph Mackenzie Beattie,
56, Teelford Avenue, Pantham, Sw. 2. One.

Advertising Manager.
Ernest Morrison
99 Golder Road,
Woodside Park,
W12
Company Director One

Dated this 25th day of March, 1927.

Witness to the above signatures :-

Norfolk A. Woodiniss,
28, Conduit Street,
London.

Solicitor



257714



10192

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

A. A. SITES, LIMITED.

REGISTERED

211311

30 MAR 1927

PRELIMINARY.

1. The Regulations contained in Table "A" in the First Schedule to the Companies (Consolidation) Act, 1908 (such Table being hereinafter called "Table 'A'"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table "A" numbered 2, 5, 29, 35 to 41, 68, 70, 73, 76, 77, 88, 111 and 114 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table "A," the following shall be the Regulations of the Company.

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

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

(a) The Company shall not offer any of its shares or debentures to the public for subscription.

(b) 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 con-

limited after the determination of such employment to be Members of the Company shall not at any time exceed fifty.

(c) The transfer of shares in the company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL AND SHARES.

5. The original share capital of the Company is £1,500, divided into 1,500 shares of £1 each.

6. The Directors may, with the sanction of an Ordinary Resolution of the Company, increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.

7. The shares shall be under the control of the Directors, who may allot and dispose of the same at such times and in such manner as they think fit. Shares may be issued at par or at a premium.

8. When any shares shall have been forfeited an entry shall forthwith be made in the Register of Members of the Company stating the forfeiture and the date thereof, and so soon as the shares so forfeited shall have been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal thereof.

9. The lien conferred by Clause 9 of Table "A" shall attach to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

10. An entry in the Minute Book of the Company of the forfeiture of any shares, or that any shares have been sold to satisfaction of the Company, shall be sufficient evidence as against all persons entitled to such shares that the said shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such shares, shall constitute a good title to such shares, and the name of the purchaser shall be entered in the register as a Member of the Company, and he shall be entitled to a Certificate of Title to the shares, and shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former holder of such shares, and of any person claiming under or through him shall be against the Company and in damages only.

TRANSFER OF SHARES.

11. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares, and Clause 20 of Table "A" shall be modified accordingly.

BORROWING POWERS.

12. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so borrowed or raised and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the share capital of the Company for the time being issued or agreed to be issued. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present or future, including its uncalled or unissued capital, or by the issue, at such price as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

13. 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 holders of 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 such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

14. A meeting may, with the written consent of all the Members, be convened by less than seven days' notice and in such manner as the Members may think fit; and Clause 40 of Table "A" shall be modified accordingly.

15. The accidental omission to give notice of a General Meeting to any Member shall not invalidate the proceedings at such meeting.

16. The quorum for the transaction of business at any General Meeting shall be two Members personally present, and holding or representing by proxy not less than one-tenth of the capital of the Company for the time being issued; and Clause 51 of Table "A" shall be modified accordingly.

VOTES OF MEMBERS.

17. A poll shall be taken whenever directed by the Chairman or demanded by two or more Members entitled to vote and together holding or representing by proxy not less than one-tenth of the capital of the Company for the time being issued; and Clause 56 of Table "A" shall be modified accordingly.

DIRECTORS.

18. The number of Directors shall not be more than five, but need not exceed one. If and so long as there is a sole Director of the Company, he shall have authority to exercise all the powers by Table "A" or these presents or otherwise vested in the Directors generally.

19. The relieving persons shall be the first Directors of the Company: Joseph Mackenzie Beattie, Edward John Lushy and Ernie I. Morrison. The said Joseph Mackenzie Beattie shall be the Permanent ~~Managing~~ Director of the Company, and he shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 24 hereof; and accordingly Clauses 78 to 83 and Clause 86 of Table "A" shall not apply to any Permanent Director.

20. The qualification of every Director shall be the holding in his own right and as sole holder of shares of the Company to the nominal value of not less than One hundred pounds. A Director may act before acquiring his qualification, but shall in any case acquire his qualification within one calendar month of being appointed a Director.

21. It shall be sufficient evidence of the presence of Directors at meetings of the Board that their names are duly recorded in the Minute Book, and it shall not be necessary for the Directors to sign their names in a book kept for that purpose; and Clause 75 of Table "A" shall be modified accordingly.

22. A memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted.

23. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be one.

DISQUALIFICATION OF DIRECTORS.

24. The office of a Director shall be vacated—

- (a) If he becomes bankrupt or insolvent or compounds with his creditors;
- (b) If he become of unsound mind or be found a lunatic;
- (c) If he be convicted of an indictable offence;

- (d) If he cease to hold the necessary share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (e) If he absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
- (f) If he give the Directors one calendar month's notice in writing that he resigns his office.

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

25. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein, or, if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. Any Director may vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout.

MANAGING DIRECTOR.

26. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money, or issue debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regu-

lations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

SEAL.

27. The Seal of the Company shall not be affixed to any instrument except by a resolution of the Board of Directors and in the presence of one Director and the Secretary, and such Director and Secretary shall sign every instrument to which the Seal of the Company is so affixed in their presence.

NOTICES.

28. Where a notice is sent by post it shall be deemed to have been served at the expiration of twenty-four hours after it was posted, and Clause 110 of Table "A" shall be modified accordingly.

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

WINDING UP.

30. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amount paid up or credited as paid up on the shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

31. With the sanction of an Extraordinary Resolution of the shareholders any part of the assets of the Company, including any shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Joseph Mackenzie Beattie.

56, Telford Avenue, Stentham, S.W. 2.

Advertising Manager.

Ernest Morison.

99 Holden Road,

Woodside Park, N.P.

Company Director

Dated this 25th day of March, 1927.

Witness to the above signatures:—

Norfolk A. Woodiwiss,

28, Conduit Street,

London.

Solicitor

DUPLICATE FOR THE FILE.

No. 222618



Certificate of Incorporation

I Hereby Certify, That

A. A. SITES, LIMITED

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

Given under my hand at London this twentieth day of March One

Paid Nine Hundred and twenty-seven.

Amount of Paid Shares £3. 10. 0

Stamp Duty on Capital £ 15.

Registered of Joint Stock Companies.

Blanche J. Baker, sp. H. J. Baker
28 Conduit Street, W. 1

Mar 30th 1927