Certificate 5 Form No. 41.

"THE COMPANIES ACTS, 1908 to 1917."

A 5/- Companies Registration Fee Stamp must be impressed here.

COMPANIES REGISTRATION FIVE SHILLINGS 7 3 28

DECLARATION OF COMPLIANCE with the requirements of The Companies Acts, 1908 made pursuant to S. 17 (2) of the said Act, (8 Edw. VII., c. 69) on behalf of a Company proposed to be registered as the

MIDLAND BANK (WINCHESTER HOUSE) NOMINEES LIMITED.

208364

8 MAR 1928

Presented for Filing

by M. A. Samuels
5 Threadneedle St
E.C.

PUBLISHED AND SOLD BY WITHERBY & CO.,
Law and Companies Stationers, Printers, and Registration Agents,
15, NICHOLAS LANE, LONDON, E.C.4.

Stock No. 12 Telephone Nos.: CITY 8783-4.

I ARTHUR DODD

of 104 Old Broad Street in the City of London

(9)

(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) the Secretary named in the Articles of Association

of the Midland Bank (Winchester House) Nominees

Limited, and That all the requirements of the Companies Acts, 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 35 New Broad Street in the City of London

the 27th day of February

One thousand nine hundred and twenty eight

before me, [signature]

A Dodd

No. of Certificate 228660/2

Form No. 25.

MIDLAND BANK (WINCHESTER HOUSE) NOMINEES ~~COMPANY~~, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.)

208365

8 MAR 1928

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

Presented for registration by

W H Samuels

5 Threadneedle St

PUBLISHED AND SOLD BY WITHERBY & CO., Law and Companies Stationers, Printers, and Registration Agents,

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

The NOMINAL CAPITAL of the MIDLAND BANK (WINCHESTER HOUSE)

NOMINEES ~~Company~~, Limited,

is £ 100 divided into 100 shares of £1

each.

Signature A. Dodd.

Description SECRETARY.

Date 27th February 1928.

14259 Midland Bank Hse

228660/3 6R. 464/1928

P

THE COMPANIES ACTS, 1908 TO 1917.

TEN SHILLINGS

COMPANY LIMITED BY SHARES.

COMPANIES REGISTRATION TWO POUNDS

208366

8 MAR 1928

Memorandum of Association

OF

MIDLAND BANK (Winchester House) NOMINEES, LIMITED.

1. The name of the Company is "MIDLAND BANK (WINCHESTER HOUSE) NOMINEES, LIMITED."

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

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

(1) To act as nominee or agent either solely or jointly for any person or persons, Company, Corporation, Government, State, or Province, or of any municipal or other authority or public body.

(2) To hold in trust as Trustees or as nominees, of any person or persons, Company, Corporation, Government, State, or Province, or of any Municipal or other authority or public body, and deal with, manage and turn to account,

527

COMPANIES REGISTRATION 5 MAR 1928

any real and personal property of all kinds, and in particular shares, stocks, debentures, securities, policies, book debts, claims, and choses in actions, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licenses and any interest in real or personal property, and any claims against such property or against any person or company.

(3) To procure the Company to be registered or recognised in any country or place, and to obtain any Provisional Order or Act of Parliament, or any enactment, decree, or other legislative or executive Act of any empire, kingdom, state, colony, municipality or other authority for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.

(4) To pay all expenses of and incident to the formation and establishment of the Company.

(5) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction or in partnership with others, and either by or through agents, sub-contractors, trustees or otherwise.

(6) 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.

(7) To distribute any of the assets of the Company among the Members in specie.

(8) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided into 100 Shares of One pound each, with power to increase.

Any of the said Shares for the time being unissued, and any new Shares from time to time to be created, may, from time to time, be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any Shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other Shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as shall be determined by or under the regulations for the time being of the Company. But none of the rights or privileges for the time being attached to any class of Shares or Stock for the time being forming part of the Capital of the Company shall be varied, modified, affected or abrogated except with such consent as is provided for by the Articles of Association 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.
George William Haines Rodington, Grove Park, Kent Bank Manager	One
George Edward Baldry Tregony Traps Lane New Malden, Surrey. Bank Manager.	One

Dated this 5th day of March, 1928.

Witness to the above Signatures—

W A Samuels
5 Threadneedle Street
E.C. 2
Bank Clerk

228660

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

208367
8 MAR 1928

Articles of Association

OF

MIDLAND BANK (Winchester House) NOMINEES, LIMITED.

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

2. The following Clauses of Table "A" shall not apply to this Company, viz.: 3, 4, 9, 35 to 40 (inclusive), 42, 60, 68, 70, 73, 76, 77, 78 to 82 (inclusive), 84 (from "but the person" to the end), 85 (from "who shall retire" to the end), 88 and 108. In Clause 41 of Table "A" the words "an Extraordinary Resolution of the Company" shall be struck out and the words

"the Company in General Meeting" shall be inserted in their place.

3. The Shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such times as the Directors may think fit, subject nevertheless to the provisions hereinafter contained. 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 50, provided that where two or more persons hold one or more Shares in the Company jointly they shall for the purpose of this Article in so far as it limits the number of Members be treated as a single Member. The Company shall not offer any of its Shares, Debentures or Debenture Stock to the public for subscription.

4. Clause 20 of Table "A" shall be read as if the words "The Directors may decline" down to "approve" were struck out and the following words inserted in their place, viz., "The Directors may refuse to register any transfer of Shares, whether fully paid up or not, without being bound to give any reason for such refusal."

5. The Company shall have a first and paramount lien upon all the Shares registered in the name of each Member (whether solely or jointly with others) 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 such lien shall extend to all dividends from time to time declared in respect of such Shares. Unless otherwise agreed, the registration of a transfer of Shares shall operate as a waiver of the Company's lien, if any, on such Shares.

6. A General Meeting may be called at any time on two clear days' notice, and Clause 49 of Table "A" shall be modified accordingly.

7. Proxies may be deposited at the Registered Office of the Company 24 hours before the time of meeting in respect of which meeting only two clear days' notice has been given, and Clause 66 of Table "A" shall be modified accordingly.

8. A poll may be demanded by one or more Shareholders and Clause 56 of Table "A" shall be modified accordingly.

9. The first Secretary shall be ARTHUR DODD, of 104, Old Broad Street, London, E.C. 2.

10. The quorum of a General Meeting shall be two Members present in person or by proxy. Subject to the rights of any Shares issued upon special conditions in regard to voting, every Share shall confer one vote at a poll, and on a show of hands every member present in person shall, subject as aforesaid, have one vote.

11. The number of Directors shall not be more than ten, unless the Company in General Meeting otherwise determine, but may be any less number. The first Director or Directors shall be appointed in writing by the subscribers of the Memorandum of Association. A Director may be appointed at any time by the Company in General Meeting.

12. A Meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of

the Company for the time being vested in or exercisable by the Directors generally. The quorum of Directors (when there is more than one Director) shall be two Directors. A Director may act without holding any Shares.

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

14. 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 the Company, with any company or partnership of or in which any Director shall be a Member or otherwise interested, be avoided; nor shall any Director so contracting, or being such Member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established. A Director may occupy any other place or office of profit in the Company, and may receive remuneration as such, which may be voted by the Directors.

15. The office of a Director may be vacated by voluntary retirement.

16. If and so long as there shall be only one Director, all the powers, authorities and discretions vested in or exercisable by the Directors generally, shall be vested in and exercisable by such one Director, and the provisions herein and in Table "A" contained with regard to Directors generally, shall be construed and controlled accordingly, but so that any provisions as to the

holding of meetings of Directors shall not apply to such single Director, who may act as and when he pleases.

17. The Directors may accept the surrender of any Share on such terms as they think fit. Any Share so surrendered may be re-issued or disposed of in the same manner as a forfeited Share.

18. The Directors shall provide for the safe custody of the Seal, and every instrument to which the Seal of the Company is affixed shall be signed either by two Directors or by one Director and the Secretary, or such other person as the Directors may appoint for the purpose.

19. 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 actions, 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 own 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 receipt 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 the insufficiency of or any deficiency in 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, except the same shall happen by or through their own wilful neglect or default respectively.

20. In the interpretation of these presents and Table "A" the following words and expressions have the following meaning, unless excluded by the subject or context, viz. :—

"In writing" means written, printed, typed or produced by any other substitute for writing, or partly one and partly another.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

George William Haines
Rodington, Grove Park
Kent.
Bank Manager.

George Edward Baldry
Tregony
Traps Lane
New Malden, Surrey
Bank Manager.

Dated this 5th day of March, 1928.

Witness to the above Signatures—

W. A. Samuels
5 Threadneedle Street
E.C. 2
Bank Clerk

DUPLICATE FOR THE FILE.

No. 228660

Certificate of Incorporation

I Hereby Certify, That ~~the~~

MIDLAND BANK (WINCHESTER HOUSE) NOMINEES, 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 eighth day of March One

Thousand Nine Hundred and twenty-eight.

Fees and Deed Stamps £3. 10. 0

Stamp Duty on Capital £1.

Registrar of Joint Stock Companies.

Certificate received by W A Samuels 5 Threadneedle Street E.C. 2

Date 8th March 1928