

THE COMPANIES ACTS 1908 to 1917.



Companies
Registration
Office
London

DECLARATION of Compliance with the requirements of the Companies
(Consolidation) Act 1908, on behalf of a Company proposed to be
registered as The Association of Button Importers

LIMITED.

19 NOV 1928

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

Presented for filing by

Sikeman & Co.

29, Leadenhall Street;

London. E.C.3. Solicitors



The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28, Abchurch Lane, E.C.4,
49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1, 15 Hanover Street, W.1, 86 St. Vincent Street, Glasgow,
and 19 & 21 North John Street, Liverpool.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies Form 6c.—2811.26-3-28. W197

Mr. Murray Walter Stikeman
of 67, Leadenhall Street in the City of London.

(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 solicitor of*

the High Court engaged in the formation

of the association of Button Importers.

WMS
~~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 *67, Leadenhall*
Street in the City of London

The *13th* day of *November*

One thousand nine hundred and twenty-eight

Before me,

Richard Stikeman
A Commissioner for Oaths.

M W Stikeman

COMPANIES ACTS 1908 to 1917.



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

CONSENT to act as Director of The Association

of Button Importers.

31511

23.424

19 NOV 1928

Impressed

Pursuant to s. 72 (1) (i) of the Companies (Consolidation) Act 1908.

Presented for filing by

Stikeman Co.,

69 Leadenhall Street,

London. E.C.3. Solicitors.

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4;
49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1.
66 St. Vincent Street, Glasgow, and 19 & 21 North John Street, Liverpool.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.
Companies Form 6r.-1902 6 2 28 W 120.

470

To the Registrar of Joint Stock Companies :—

I, *W. E. [illegible]*, the undersigned, hereby testify (b) *our* consent
to act as Directors of *The Association of Butcher*
Suppliers Limited,

and to (b) ~~the~~ named being inserted as Director in the Prospectus
of the said Company which it is proposed to issue (c) ~~or in the Statement~~
in lieu of Prospectus which it is proposed to file, and (d) ~~the~~
authorise Messrs. *Stikeman Jb.* of *69 Leadenhall Street, E.C.3.*

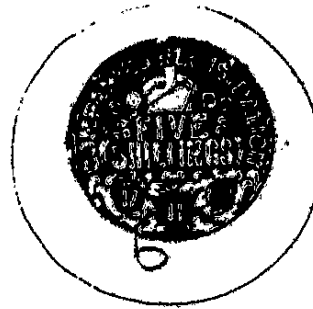
to file this consent with the Registrar of Joint Stock Companies,
pursuant to s. 72 (1) (i) of the Companies (Consolidation) Act 1908.

*Signature.	Address.	Description.
<i>[illegible]</i>	<i>21 Falm. St. E.C.1</i>	<i>agent</i>
<i>E. W. Maddams?</i>	<i>20 Aldermanbury E.C.2</i>	<i>Merchant.</i>
<i>Nugosawin</i>	<i>108/9 Faxe E.C.2</i>	<i>Merchant</i>
<i>[illegible]</i>	<i>29/30 King Street</i>	<i>Merchant</i>
<i>[illegible]</i>	<i>Cheapside E.C.2</i>	<i>Merchant</i>
<i>[illegible]</i>	<i>Temple Row,</i>	<i>Merchant.</i>
<i>[illegible]</i>	<i>Mount. St.</i>	
<i>[illegible]</i>	<i>Nottingham</i>	
<i>[illegible]</i>	<i>25 Thetam St</i>	<i>Merchant</i>
<i>[illegible]</i>	<i>Manchester</i>	
<i>[illegible]</i>	<i>577 Golden Lane.</i>	<i>Merchant.</i>

Dated this *1st* day of *November* 192*8*.

"In witness whereof by a signatory authorised in writing," the authority must be produced and a copy filed.

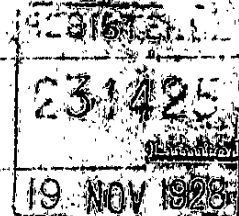
"THE COMPANIES (CONSOLIDATION) ACT, 1908."



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

List of the Persons who have consented to be Directors of the

Association of Buxton Importers.



to be delivered to the Registrar pursuant to s. 72 (2) of the

Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69).

Prepared for filing

Stikeman & Co.,

by Leadenhall Street.

London. E.C.3.

LICENCE BY THE BOARD OF TRADE.

in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

WHEREAS it has been proved to the Board of Trade that
"THE ASSOCIATION OF BUTTON IMPORTERS"

which is about to be registered under the Companies Acts, 1908 to 1917, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20th Section of the Companies (Consolidation) Act, 1908, and that it is the intention of the said Association

that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association

and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association

as subscribed by Seven members thereof on the First day of November 1928, do by this their licence direct
"THE ASSOCIATION OF BUTTON IMPORTERS"

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this Ninth day of November 1928.

E. R. Addison

Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.



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The Companies Acts 1908 to 1917.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.



Memorandum of Association

OF

THE ASSOCIATION OF BUTTON IMPORTERS.

1. The name of the Company (hereinafter called "the Association") is "THE ASSOCIATION OF BUTTON IMPORTERS."

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

3. The objects for which the Association is established are—

(A) To encourage, promote, protect and generally to promote the interests as a whole of companies, firms and persons engaged in the trade or business of importing buttons and articles of a similar nature into Great Britain (hereinafter called "the Trade"), but independently of the personal interests of any company, firm or person, and to promote and encourage co-operation, joint endeavour and mutual aid amongst the members of the Association and others engaged in the Trade.

(B) To give to the Legislature, public bodies, companies, the members of the Association and others, facilities for ascertaining the views of companies, firms and persons engaged in the Trade, and to represent the Association in negotiations with government departments, public bodies, corporations or others in relation to matters affecting the Trade.

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- (c) To strive for the removal of trading restrictions and lighten the operation of Customs regulations in the home and export trade, and to endeavour to establish a clearing house for the storage of goods intended for export by persons, firms and companies engaged in the Trade.
- (d) To enter into working arrangements with similar associations and with manufacturers using the goods imported by persons, firms and companies engaged in the Trade as their raw materials.
- (e) To arrange and promote the adoption of equitable forms of contracts and other documents used in the Trade, and to encourage the settlement of disputes by arbitration and to nominate arbitrators and umpires on such terms and in such cases as may seem expedient.
- (f) To advise members of the Association and others engaged in the Trade and to undertake to assist financially or otherwise in litigation in any cases affecting the interests of the Trade so far as may be legally done without infringing the rules of law against maintenance and champerty, and to take such lawful steps as may from time to time appear to the Association to be necessary in the interests of the Trade.
- (g) To adopt such means of making known the objects of the Association as may seem expedient.
- (h) To establish, subsidise, promote and co-operate with, become a member of, act as or appoint agents or delegates for, control, manage, superintend or otherwise assist any associations and institutions incorporated or not incorporated with objects altogether or in part similar to those of the Association, which by their constitution prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon this Association by Clause 4 of this Memorandum of Association.
- (i) To acquire by purchase, exchange, lease, hiring or otherwise, any land, buildings, machinery, plant, or other property desirable to be acquired for any of the purposes of the Association, subject always as to land to the provisions of Section 19 of the Companies (Consolidation) Act 1908.

- (C) To enter into any arrangement with any government, government departments or authorities (local, supreme or otherwise), that may seem to be conducive to the objects of the Association or any of them, and to obtain from them and exercise any rights, privileges, licences and concessions which may seem desirable.
- () To raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of or charges upon all or any of the property and assets of the Association, present or future, or without any such security, and to make, accept, indorse and execute promissory notes, bills of exchange and other negotiable instruments, and to issue and grant receipts and acknowledgments of moneys received or held on deposit or otherwise.
- (L) To apply the money of the Association in or towards the establishment, maintenance, benefit or extension of any association, institution, fund, exhibition or show (not formed for purposes of gain) which may be intended to advance the interests of the Trade, or for the benefit of any persons engaged in or associated with the Trade (not being members of the Association) who may, in the opinion of the Executive Committee, be in need of assistance and deserving thereof, or their families, and to contribute to any fund raised by local, public or private subscription for any purpose connected with the Trade, or to any charitable object.
- (M) To form, establish and bring out, or assist in bringing out any other company formed with the licence of the Board of Trade under Section 20 of the Companies (Consolidation) Act 1908, and having objects similar or partly similar to those of the Association, and to subsidise or assist any such company, and to guarantee the payment of any securities issued by any such company.
- (N) To invest in any manner authorised by the regulations of the Association moneys not immediately required for the purpose of the Association : Provided always that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners, shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(d) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Association.

(e) To do all such lawful things as the Association may deem incidental or conducive to the attainment of any of the aforesaid objects, either in this country or abroad:

Provided that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Association, would make it a trade union:

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association:

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for

premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association: Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Council of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 20 of the Companies (Consolidation) Act 1908.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £5.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof,

such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed, in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Murray Albert Westholme 21 Baker St E.C.1 Agent
 Ernest Henry Murginier 30 Aldermanbury E.C.4 Merchant.
 Joseph Aaron Davis 108/9 Fane St E.C.4 Merchant
 Carl Erik Hennrich 29/30 King Street Merchant
 Cheshire E.C.2
 Robert Owen Jones Tenbury, Mary } Merchant
 Mount St }
 Nottingham }
 Leonard Tolson }
 25 Fleet St } Merchant
 London }
 Edmund Arthur Schmitt 57 Golden Lane Merchant
 London

Dated this 1st day of November 1925.

Witness to the above Signatures—

James E. Hunt.

Carl Hennrich, E.C.4.

Edmund Arthur Schmitt.

London E.C.4.

Witness.



234924/K

The Companies Acts 1908 to 1917.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

Articles of Association

OF

THE ASSOCIATION OF BUTTON IMPORTERS.

REGISTERED
23/11/28
19 NOV 1928

1. For the purposes of registration, the number of members of THE ASSOCIATION OF BUTTON IMPORTERS (hereinafter called "the Association") is declared not to exceed 200, but the Executive Committee, hereafter mentioned, may from time to time register an increase of members.

2. These Articles shall be construed with reference to the provisions of the Companies (Consolidation) Act 1908, and terms used in these Articles shall, where the context admits, be taken as having the same respective meanings as they have when used in that Act. In these Articles the expression "the Trade" shall have the same meaning as it has in the Memorandum of Association of the Association, and the expression "the Executive Committee" shall mean the members for the time being of the Executive Committee hereinafter constituted.

3. The Association is established for the purposes expressed in the Memorandum of Association.

4. The subscribers to the Memorandum of Association of the Association, and such of the following persons as shall either sign the register of members or a written consent to be members, and

shall pay the amount payable for the first year's subscription, namely: A. Lanfranchi, of 31 Monkwell Street, E.C.2, Merchant; Max Weil, of 18 Jewin Street, E.C., Merchant; George Grumbar, of 27-28 Noble Street, E.C.2, Merchant; C. A. Bartholomew, of 21 Paper Street, E.C.1, Agent; and such other persons as shall be admitted to membership in accordance with these regulations and none others shall be members of the Association and shall be entered in the register of members accordingly.

5. The qualification of members shall be the being engaged in the Trade. Members may be individuals or corporations (including limited companies), and any firm or corporation engaged in the Trade and approved by the Executive Committee may from time to time nominate in writing one of its members, Directors or officers to represent it as a representative member of the Association, and any such nominee, if duly elected by the Executive Committee, shall, as between himself and the Association, have all the rights and privileges and be subject to all the duties and obligations of a member as long as he continues to be such representative member as aforesaid.

6. No person shall be admitted a member of the Association unless he is first elected by the Executive Committee, and the Executive Committee shall have full discretion as to the election of any person to membership.

7. Where any person desires to be admitted to membership of the Association he must sign and deliver to the Association an application for admission, framed in such terms as the Executive Committee shall require, and such application must be accompanied (in the case of a representative member) by the written nomination of the firm or corporation of which it is proposed that he shall be the representative, and in every case by the amount payable for the first year's subscription. (In the case of non-election this payment will be refunded).

8. The privileges of a member shall not be transferable, but a firm or corporation approved by the Executive Committee may withdraw its nomination of a representative member and nominate another representative in his place, subject to the approval of the Executive Committee, and such transfer of membership shall have effect. The privileges of a member shall cease on his death or bankruptcy, or his entering into any arrangement with his creditors or his being found lunatic or becoming of unsound mind, and the privileges of a representative member shall cease on dissolution or liquidation, as the case may be, of the firm or corporation by which he was nominated.

9. Any member of the Association wishing to resign his membership shall give notice in writing thereof to the Honorary Secretary on or before the first day of July in any year, failing which such member shall be liable to pay a subscription for the following year.

10. Every member shall be bound to further to the best of his ability the objects, interests and influence of the Association, and shall observe all the regulations for the time being in force.

11. On the 1st July 1928, and the 1st July in every subsequent year, every member shall pay to the Honorary Treasurer an annual subscription—

in the case of importers of	...	...	...	£3	3	0,
and in the case of agents of	...	...	...	£1	1	0.

12. A subscription once paid cannot be refunded.

13. If any member shall fail to pay any subscription in advance he shall not be entitled to any of the privileges of membership until all arrears of subscriptions are paid.

14. Any member may be excluded from the Association by resolution of a General Meeting at which not less than two-thirds of the members present shall vote in favour of the resolution. Such member shall have seven days' clear notice sent to him of the meeting and he may attend and be heard at the meeting.

15. There shall be an Executive Committee consisting of ten members of the Association, with power to increase their number to a maximum of fifteen. The first members of the Executive Committee and the first Chairman and Vice-Chairman of the Executive Committee and the first Secretary and Treasurer of the Association shall be C. F. G. R. Schwerdt (Chairman), E. H. Muddimer (Vice-Chairman), Courtney Albert Bartholomew (Secretary), C. E. Hammet (Treasurer), who shall be entitled to hold office until the close of the Annual General Meeting to be held in 1929.

16. The Chairman and Vice-Chairman of the Executive Committee shall be the Chairman and Vice-Chairman respectively of the Association.

17. The Executive Committee shall have the general control of the affairs of the Association and shall be entitled to exercise all the powers of the Association, subject to the provisions of the statutes and of the Memorandum and Articles of Association and to

any regulations made by the Association in General Meeting. No person shall be eligible for membership of the Executive Committee who is not a member of the Association, and if any member of the Committee ceases for any cause to be a member of the Association or to be entitled to any of the privileges of membership, he shall *ipso facto* cease to be a member of the Committee.

18. The Executive Committee may delegate all or any of their powers to a sub-committee or sub-committees consisting of one or more of the members of the Association (whether a member or members of the Executive Committee or not), and may determine the constitution and duties of every sub-committee so created.

19. The first General Meeting is to be held at such time (not less than one month nor more than three months after the incorporation of the Association) and at such place as the Executive Committee shall determine. An Annual General Meeting shall be held in July, 1929, and in July in each subsequent year, at such time and place as the Executive Committee shall fix, when there shall be elected Chairman, Vice-Chairman, Secretary, Treasurer, each to act for one year. Also there shall be elected the Executive Committee, to serve for the same period. A retiring member of the Executive Committee shall be eligible for re-election.

20. The Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer (being respectively members of the Association) shall become members of the Executive Committee by virtue of their office.

21. Casual vacancies in the Executive Committee may be filled by election by the Committee. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body.

22. A meeting of the Executive Committee can be summoned in the ordinary way by the Chairman or by three members thereof giving notice in writing to the Secretary, and the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Until otherwise determined, three members of the Executive Committee shall be a quorum. Questions arising at any meeting of the Executive Committee 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.

23. All acts done at any meeting of the Executive Committee, or of a sub-committee appointed by the Executive Committee, or by any person acting as a member of the Executive Committee,

shall, notwithstanding lack of notice or otherwise, afterwards that there was some defect in the appointment of such members or person acting as such and, in that case, or any of them, were disqualified, be as valid as if every such person had been duly appointed.

24. A resolution in writing agreed by all the members of the Executive Committee shall be as effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted.

25. The General Meetings mentioned in Clause 19 hereof shall be called "Ordinary" meetings, all other General Meetings shall be called "Extraordinary."

26. An Extraordinary General Meeting may be summoned in the ordinary way by the Executive Committee or by any five members giving seven days' clear notice to the members, and the provisions of Section 66 of the Companies (Consolidation) Act 1908 shall *mutatis mutandis* apply and be observed.

27. Except as otherwise hereinafter expressly provided, seven days' notice in writing at the least specifying the place, day and time of the meeting, and in case of special business the general nature of such business, shall be given to the members of the Association in manner hereinafter prescribed or in such other manner (if any) as may be prescribed by the Association in General Meeting, but the accidental omission to send such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

28. All business that is transacted at an Extraordinary General Meeting and all that is transacted at an Ordinary General Meeting (with the exception of the consideration of the accounts and balance sheets and the ordinary report of the Executive Committee, and the appointment of the Auditors and the fixing of their remuneration which shall be deemed ordinary) shall be deemed special.

29. No business shall be transacted at any meeting unless a quorum of not less than three members is present at the commencement of such business.

30. If within half an hour from the time appointed for the meeting a quorum of members is not present the meeting, if convened upon the requisition of members, shall be dissolved, and is

any other case shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present, shall be adjourned *sine die*.

31. The Chairman, or if he is absent at any meeting, the Vice-Chairman shall preside at meetings of the Association, and if both the Chairman and Vice-Chairman are absent at any meeting then the meeting shall elect some member of the Executive Committee, or if no such member be present then one of their own number to act as Chairman for that meeting.

32. The Chairman of any meeting may with the consent of the meeting adjourn any 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.

33. At any General Meeting unless a poll be (on or before the declaration of the result of the show of hands) demanded by at least three members entitled to vote on the resolution before the meeting, all resolutions shall be decided on a show of hands and a declaration by the Chairman that a resolution has been carried or not carried or carried or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Association 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. In case of any equality of votes the Chairman shall have a second or casting vote.

34. If a poll be demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

35. Every member shall have one vote and no more whether on a show of hands or on a poll, and all votes shall be given personally.

36. The seal of the Association shall not be affixed to any instrument except with the authority of a resolution of the Executive Committee and in the presence of at least two members thereof and of the Honorary Secretary, and such two members of the Executive Committee and the Honorary Secretary shall sign every instrument to which the seal of the Association is so affixed in their presence.

37. Minutes and proper account books of income and expenditure shall be kept by the Treasurer and Secretary in the ordinary way, and the accounts of the Association shall be audited annually by a chartered accountant or chartered accountants, who shall be each year appointed at the Annual Meeting, and shall be the Auditor or Auditors of the Association. The books and accounts of the Association shall be open to the inspection of the members at all reasonable times during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be imposed by the Association in General Meeting.

38. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act 1908 as to audit and auditors shall apply and be observed, the first General Meeting being treated as the Statutory Meeting, the Executive Committee as the Directors, and the members as the shareholders, mentioned in those sections.

39. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address.

40. Any notice required to be or which may be given by advertisement shall be advertised once in one London daily newspaper.

41. Any notice served by post shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and put into the post office.

42. Winding up.—The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Charles Robert Macdonald 21. Fisher St. E.C.1 Agent

Ernest Henry Muddiman 30 Aldermanbury E.C.2 Merchant

Nephtalene Vane 108/9 Finsbury St. E.C.2 Merchant

Carl Wick Hamner 29/30 King Street, Ch. Merchant
Chesham E.C.2

Robert Owen Jones } Ten Lodge Lane,
Mount St. } Merchant
Nottingham

Leonard Clayton } 25 Thorton St } Merchant
Christie H. Volman Son & Co } Manchester

Edmund Arthur Linnell 57, Golden Lane Merchant
London
Schmidt

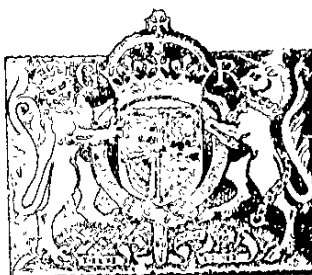
Dated this 1st day of November 1928.

Witness to the above Signatures—

James E. Hunt.
Clark & Munn. Solicitors,
64. Leadenhall Street.
London. E.C.3.
Solicitors.

DUPLICATE FOR THE FILE.

No. 151762



Certificate of Incorporation

I Hereby Certify,

That

THE ASSOCIATION OF BUTTON IMPONERS (the word "Limited" being omitted by

licence of the Board of Trade)

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

Given under my hand at London this nineteenth day of November One Thousand Nine Hundred and twenty-eight.

Registrar of Joint Stock Companies.

Certificate
received by

W. H. C. G. J. T. S. M. A. S. O.
W. H. C. G. J. T. S. M. A. S. O.

Date

20/11/28.

ESTABLISHED 1928

The Association of Button Importers.

A COMPANY LIMITED BY GUARANTEE.

Chairman—E. H. MUDDIMER.
Vice-Chairman—J. STERN.

Telephone. LONDON WALL 1331/2.

Hon. Treas.—C. HAMMER.

Secretary—R. J. GULLY, F.C.A.



Registered Office—

1, BROAD STREET PLACE,

LONDON, E.C.2. 19



Special Resolution.

At an Extraordinary General Meeting of the Company held at its Registered Offices, on Thursday the 24th day of September, 1942, at 2.30 o'clock p.m., duly called for the purpose, the following Resolution was unanimously passed as a SPECIAL RESOLUTION, viz. :—

That the name of the Company be changed to :—

“THE ASSOCIATION OF BUTTON MERCHANTS.”

Harry J. Gully
Secretary



A430

DUPLICATE FOR THE FILE.

No. 10,1924



Certificate of Change of Name.

I hereby Certify

THE ASSOCIATION OF BUTTON IMPORTERS

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

THE ASSOCIATION OF BUTTON MERCHANTS

and I have entered such new name on the Register accordingly.

Given under my hand at ^{Lisbon}~~London~~, this ~~twenty-fourth~~ day of ~~October~~

One Thousand Nine Hundred and ~~forty-two~~

A. R. Austin
Registrar of Companies.

Certificate received by

Regd. Post.

Date

28-10-42.

COMPANY LIMITED BY GUARANTEE, AND NOT HAVING A SHARE CAPITAL

[COPY]

Special Resolution

(Pursuant to Section 118 of the Companies Act, 1929).

OF

The Association of Button Merchants

Passed 10th day of June, 1943.

At an EXTRAORDINARY GENERAL MEETING of Members duly convened and held at 69, Cannon Street, London, E.C. 4, at 2 p.m., on Thursday the 10th day of June, 1943, the following Special Resolution was duly passed, namely :—

Memorandum of Association.

Clause 3 (a). Delete the clause entirely and substitute the following :—

"To encourage, promote, protect and generally to assist the interests as a whole of persons, firms and companies engaged as principals in the trade or business of merchandising or dealing in any manner with buttons and articles of a similar nature (hereinafter called "the Trade"), but independently of the personal interests of any individual, firm or company, and to promote and encourage co-operation, joint endeavour and mutual aid amongst the members of the Association and others engaged in the Trade."

Articles of Association.

Clause 11. Delete all the clause after the word "subscription" and substitute the following :—

"at such rate as shall be determined by the Executive Committee."

Clause 15. Delete the word "ten" from the first line and substitute the following :—
"not less than five."

Clause 28. Delete the whole of the words in brackets and substitute the following :—

"(with the exception of the election of Officers and Executive Committee as provided for in Clause 19, the consideration of the balance sheet and accounts and the reports of the Auditors and Executive Committee thereon, the appointment of Auditors and the fixing of their remuneration which shall be deemed ordinary)."

Clause 35. Delete the whole of the clause after the word "poll" and substitute the following :—

"Votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the Appointer or his Attorney. No person shall be appointed a proxy who is not a Member of the Association and qualified to vote. An instrument of proxy may be in the following form, or in any other form approved by the Executive Committee."

The Association of Button Merchants.

"I _____ of _____ being a member of the Association
in the county of _____
of Button Merchants, hereby appoint _____
of _____ as my proxy to vote for me and on
my behalf at the extraordinary general meeting of the company to be held on the _____
day of _____ and at any adjournment thereof."

"The instrument appointing a proxy shall be deposited at the registered office not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument proposed to vote."

Clause 37. Delete the word "chartered" where such occurs in the fourth line and substitute therefor the words "duly qualified."

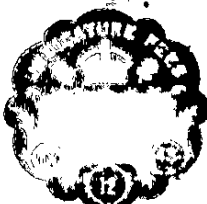
Presented for filing by :—
Christopher Waller
27, Fitzroy Square,
London, W.1.

A-951

Chairman.



REGISTERED
28 OCT 1943



Monday the 14th. day of DECEMBER 1943.

MEMBERS OF THE ASSOCIATION OF BUTTON MERCHANTS

and

MEMBERS OF THE COMPANY 107 1939.

REGISTERED
22 DEC 1943

UPON THE PETITION of the above named the Association of

Button Merchants whose registered office is situate at 27
Aldersbury Square in the County of London on the 21st. October 1943

preferred unto this Court And UPON HEARING Counsel for the
Petitioner And UPON READING the said Petition the Order dated
the 19th. November 1943 the three Affidavits of Ernest Henry
Muddiner filed respectively the 1st. and 17th. November 1943 and
this day the Affidavit of Albert John Johnson and Christopher
Galler filed the 18th. November 1943 the Exhibits in the said
Affidavits or some of them respectively referred to and the
"Times" newspaper of the 26th. November 1943 containing a Notice
of the presentation of the said Petition

THIS COURT DOTH ORDER that the alteration in the Memorandum
of Association of the above named Company with respect to its
objects proposed by the Special Resolution passed in accordance
with Section 117 of the above mentioned Act at an Extraordinary
General Meeting of the said Company held on the 10th. June 1943
(which Special Resolution is set forth in the Schedule hereto)
be and the same is hereby confirmed in accordance with the pro-
visions of the above mentioned Act

AND IT IS ORDERED that the above named Company do within 28
days from the date of this Order deliver to the Registrar of
Companies an office copy of this Order together with a printed
copy of the Memorandum of Association altered in accordance with
the said Resolution.

Arthur Thibet

A. Thibet

Arthur Thibet
Arthur Thibet
Arthur Thibet



...the following proposed Memorandum of Association.

That the Memorandum of Association be amended by deleting Clause 3 (A) of the Memorandum entirely and substituting the following:

To encourage, promote, protect and generally to assist the interests as a whole of persons, firms and companies engaged as principals in the trade or business of merchandising or dealing in any manner with buttons and articles of a similar nature (hereinafter called "the Trade") but independently of the personal interests of any individual firm or company, and to promote and encourage co-operation, joint endeavour and mutual aid amongst the members of the Association and others engaged in the trade.

AS

PH



11. December 1946
IN THE HIGH COURT OF JUSTICE.
CHANCERY DIVISION.
MR. JUSTICE BENNETT.

OF THE ASSOCIATION OF BUTTON
MERCHANTS

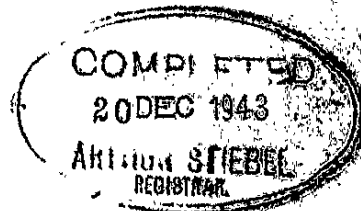
and

RE THE COMPANIES ACT 1929.

Office copy

O R D E R

CONFIRMING ALTERATION IN
MEMORANDUM OF ASSOCIATION.



BRIGGS & JOHNSON.

6 Fitzroy Square, W. 1.
Solicitors for the Company.

DUPLICATE FOR THE FILE

Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

Pursuant to Section 5 (6) of the Companies Act, 1929.



No. 8,4914

THE ASSOCIATION OF BUTTER MERCHANTS

.....having by Special
Resolution altered the provisions of its Memorandum of Association with respect to its objects, as
confirmed by an Order of the High Court of Justice Chancery Division

.....bearing date the 13th December 1945.

I Hereby Certify the Registration

of an Office Copy of the said Order and of a Printed Copy of the Memorandum of Association
as altered.

Memorandum

Given under my hand at ~~London~~ this ~~twenty~~ ^{twenty-second} day of December

One Thousand Nine Hundred and ~~forty~~ ^{forty-three}.


~~Assistant~~ Registrar of Companies.

Certificate received by

Post

Date

5 DEC 1945

178
146
ASSOCIATION OF BUTTON MERCHANTS.

I ~~certify~~ that the document annexed hereto is a print of the Memorandum of Association of the above named Company showing the alteration to Clause 3 (A) thereof proposed by the Special Resolution passed at an Extraordinary General Meeting of the said Company held on the 10th. June 1943 and confirmed by Order of The Hon. Mr. Justice Bennett dated the 13th. December 1943.

DATED this 21st day of December 1943.

Christopher Waller

Secretary.

Special Resolution

At an Extraordinary General Meeting of the Company held at its Registered Offices, on Thursday the 24th day of September, 1942, at 2.30 o'clock p.m., duly called for the purpose, the following Resolution was unanimously passed as a SPECIAL RESOLUTION, viz. :—

That the name of the Company be changed to :—

“THE ASSOCIATION OF BUTTON MERCHANTS”

The Companies Acts 1908 to 1917.



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

REGISTERED

22 DEC 1943

Memorandum of Association

OF

THE ASSOCIATION OF BUTTON IMPORTERS.

1. The name of the Company (hereinafter called "the Association") is "THE ASSOCIATION OF BUTTON IMPORTERS."

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

3. The objects for which the Association is established are—

(A) To encourage, promote, protect and generally to assist the interests as a whole of persons, firms and companies engaged as principals in the trade or business of merchandising or dealing in any manner with buttons and articles of a similar nature (hereinafter called "the Trade"), but independently of the personal interests of any individual, firm or company, and to promote and encourage co-operation, joint endeavour and mutual aid amongst the members of the Association and others engaged in the Trade.

~~independently of the personal interests of any company, firm or person, and to promote and encourage co-operation, joint endeavour and mutual aid amongst the members of the Association and others engaged in the Trade.~~

(B) To give to the Legislature, public bodies, companies, the members of the Association and others, facilities for ascertaining the views of companies, firms and persons engaged in the Trade, and to represent the Association in negotiations with government departments, public bodies, corporations or others in relation to matters affecting the Trade.

L19545



- (c) To strive for the removal of trading restrictions and lighten the operation of Customs regulations in the home and export trade, and to endeavour to establish a clearing house for the storage of goods intended for export by persons, firms and companies engaged in the Trade.
- (d) To enter into working arrangements with similar associations and with manufacturers using the goods imported by persons, firms and companies engaged in the Trade as their raw materials.
- (e) To arrange and promote the adoption of equitable forms of contracts and other documents used in the Trade, and to encourage the settlement of disputes by arbitration and to nominate arbitrators and umpires on such terms and in such cases as may seem expedient.
- (f) To advise members of the Association and others engaged in the Trade and to undertake to assist financially or otherwise in litigation in any cases affecting the interests of the Trade so far as may be legally done without infringing the rules of law against maintenance and champerty, and to take such lawful steps as may from time to time appear to the Association to be necessary in the interests of the Trade.
- (g) To adopt such means of making known the objects of the Association as may seem expedient.
- (h) To establish, subsidise, promote and co-operate with, become a member of, act as or appoint agents or delegates for, control, manage, superintend or otherwise assist any associations and institutions incorporated or not incorporated with objects altogether or in part similar to those of the Association, which by their constitution prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon this Association by Clause 4 of this Memorandum of Association.
- (i) To acquire by purchase, exchange, lease, hiring or otherwise, any land, buildings, machinery, plant, or other property desirable to be acquired for any of the purposes of the Association, subject always as to land to the provisions of Section 19 of the Companies (Consolidation) Act 1908.

- (j) To enter into any arrangement with any government, government departments or authorities (local, supreme or otherwise), that may seem to be conducive to the objects of the Association or any of them, and to obtain from them and exercise any rights, privileges, licences and concessions which may seem desirable.
- (k) To raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of or charges upon all or any of the property and assets of the Association, present or future, or without any such security, and to make, accept, indorse and execute promissory notes, bills of exchange and other negotiable instruments, and to issue and grant receipts and acknowledgments of moneys received or held on deposit or otherwise.
- (l) To apply the money of the Association in or towards the establishment, maintenance, benefit or extension of any association, institution, fund, exhibition or show (not formed for purposes of gain) which may be intended to advance the interests of the Trade, or for the benefit of any persons engaged in or associated with the Trade (not being members of the Association) who may, in the opinion of the Executive Committee, be in need of assistance and deserving thereof, or their families, and to contribute to any fund raised by local, public or private subscription for any purpose connected with the Trade, or to any charitable object.
- (m) To form, establish and bring out, or assist in bringing out any other company formed with the licence of the Board of Trade under Section 20 of the Companies (Consolidation) Act 1908, and having objects similar or partly similar to those of the Association, and to subsidise or assist any such company, and to guarantee the payment of any securities issued by any such company.
- (n) To invest in any manner authorised by the regulations of the Association moneys not immediately required for the purpose of the Association: Provided always that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners, shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

- (u) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Association.
- (v) To do all such lawful things as the Association may deem incidental or conducive to the attainment of any of the aforesaid objects, either in this country or abroad :

Provided that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Association, would make it a trade union :

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association :

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for

premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association: Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Council of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 20 of the Companies (Consolidation) Act 1908.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £5.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof,

such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed, in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

COURTNEY ALBERT BARTHOLOMEW, 21 Paper
St., E.C.1, Agent.

ERNEST HENRY MUDDIMER, 30 Aldermanbury,
E.C.2, Merchant.

HUGO AARON PAM, 108/9 Fore St., E.C.2,
Merchant.

CARL ERICH HAMMER, 29/30 King Street,
Cheapside, E.C.2, Merchant.

ALBERT EWEN JONES, Pembridge Place, Mount St.,
Nottingham, Merchant.

LEONARD CLAYTON, Director H. VOLLMER & Son,
Ltd., 25 Hilton St., Manchester, Merchant.

EDMUND ARTHUR LIONEL SCHWERDT, 5/7
Golden Lane, London, Merchant.

Dated this 1st day of November 1928.

Witness to the above Signatures—

JAMES E. HUNT,
Clerk to Messrs. STIKEMAN & Co.,
69 Leadenhall Street,
London, E.C.3,
Solicitors.



Companies Registration Office

Companies House 55-71 City Road London EC1Y 1BB

Telephone 01 253 9293 ext 257 2051

Please reply to The Registrar	
Your reference	
ASSOCIATION OF BUTTON MERCHANTS	Gaz List 5960
THE	DEF 6 234924
109 COLLINWOOD GDNS,	Date 14 DEC 1976
ILFORD,	
ESSEX	

The Companies Act 1948

COMPANIES REGISTRATION OFFICE
COMPANIES HOUSE
CROWN WAY

ASSOCIATION OF BUTTON MERCHANTS LTD, CARDIFF, CF1 3UZ

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

Dated this day of 14 DEC 1976


for Registrar

DEF 6

V1723