

**"THE COMPANIES ACT, 1929."**



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

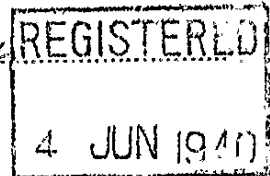
**Declaration of Compliance**

WITH THE

**REQUIREMENTS OF THE COMPANIES ACT, 1929.**

Made pursuant to Section 15, Sub-Section 2, of the Companies Act, 1929,  
on behalf of a Company proposed to be registered as

*Manchester Surgical Dressings Company*



**Limited.**

(See Page 2 of this Form).

**HUTTON, HARTLEY & Co. Ltd.,**

Legal and Commercial Manufacturing Stationers, Printers, Lithographers,  
Relief Stampers and Account Book Makers,

**Palatine House, 62 Victoria Street,**

**MANCHESTER 3.**

TELEPHONE No. 1  
BLACKFRIARS 9801.

*Presented by*

*Hindle, Son & Cooper*

*Solicitors Darwen*





I Frederick Hindle

of 4 Church Street Darwen in the County of Lancaster  
a member of the firm of Hindle Son & Cooper Solicitors  
Darwen

\*Here insert  
"A Solicitor" of  
the Supreme  
Court or in  
Scotland "an  
Enrolled Law  
Agent" en-  
gaged in the  
formation of  
or "A person  
named in the  
Articles of  
Association  
as a  
Director (or  
Secretary) of."

Do solemnly and sincerely Declare that I am\* a Solicitor of the Supreme  
Court engaged in the formation of Manchester Surgical  
Dressings Company Limited

~~LIMITED~~

and that all the requirements of The Companies Act, 1929, 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 Darwen in the  
County of Lancaster

the 30<sup>th</sup> day of May

One thousand nine hundred and forty

before me,

Bryan L. Hobson  
A Commissioner for Oaths (or Notary  
Public or Justice of the Peace).

F. Hindle

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



Number of  
Certificate

361625

12.

[Form No. 25.]

THE STAMP ACT, 1891 AND THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the  
rate of 10/-  
for every  
£100 must  
be impressed  
here.

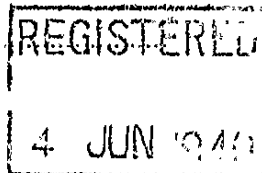
Statement of the Nominal Capital  
OF

Manchester Surgical Dressings Company

Limited,

Pursuant to Section 112 of the Stamp Act, 1891;  
as amended by Section 41 of the Finance Act, 1933.

(See Page 2 of this Form).



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

HUTTON, HARTLEY & Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers,  
Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE No.:  
BLACKFRIARS 0801.

Presented by

Thistle & Son, Cooper



# THE NOMINAL CAPITAL

OF

.....*Manchester Surgical Dressings Company*.....

.....LIMITED,

is .....*Five hundred*.....Pounds

divided into .....*Five hundred*.....Shares

of .....*one pound*.....each.

Signature.....*Thomas Cooper*.....

Description *A. Subscriber to the Memorandum and Articles of Association and a Director by virtue of the provisions of Article 32.*

Dated the .....*30<sup>th</sup>*.....day

of .....*May*.....19*40*.....

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

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





301023/3  
C.1.



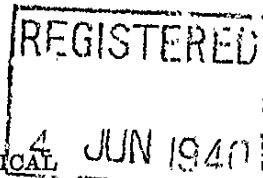
"THE COMPANIES ACT, 1929."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

**MANCHESTER SURGICAL DRESSINGS  
COMPANY LIMITED.**



1. The name of the Company is "MANCHESTER SURGICAL DRESSINGS COMPANY LIMITED."

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

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

76. }  
Xc } (A) To acquire the business of a Manufacturer and Merchant of Surgical Dressings ~~carried on by~~ Mr. James MacDonald at Manchester and elsewhere under the style or firm of "Manchester Surgical Dressings Company," and with a view thereto to adopt the Agreement referred to in Clause 2 of the Company's Articles of Association and to carry the same into effect with or without modification.

(B) To carry on all or any of the businesses following namely, manufacturers, merchants and dealers in surgical dressings of any material whether fibrous, rubber, textile or otherwise; anatomical, orthopaedic and surgical appliances of all kinds; chemists sundries of all kinds; cotton manufacturers, cotton spinners and doublers, finishers, mercerisers, yarn merchants, worsted stuff manufacturers, weavers, bleachers or dyers and makers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare, spin, dye and deal in cotton, wool, hemp, flax, silk and other fibrous substances, and to weave or otherwise manufacture, buy and sell and deal in linen, cloth, and other goods and fabrics, whether textile, frebled, netted or looped, and to supply power.



- ~
- (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 options, rights, privileges, or easements over or in respect of any land or 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, shops, 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 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.



- 43
- (G) 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, and the like conferring any exclusive or non-exclusive right to use any secret or information which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
  - (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, transfer, grant or otherwise deal with, all or any part of the property, rights, or options of the Company.
  - (I) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
  - (J) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
  - (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
  - (L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests 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.



- (M) 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.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (R) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To 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



5  
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.

- (r) 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.
- (u) 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.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (w) The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

4. The liability of the Members is Limited.

5. The Share Capital of the Company is £500 divided into 500 Shares of £1 each. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Special Resolution determine.



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.
Thomas Cooper Gorsefield. Lonsdale Avenue Dunwich. Solicitor.	One.
Arthur Cronshaw 65 Richmond Terrace Dunwich Solicitors Clerk	One

Dated the 30<sup>th</sup> day of May, 1940.

Witness to the above Signatures—

Frederic Smith  
Solicitor  
Dunwich





14.  
THE COMPANIES ACT, 1929."



COMPANY LIMITED BY SHARES.

Articles of Association

OF

MANCHESTER SURGICAL DRESSINGS  
COMPANY LIMITED.

PRELIMINARY.



1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 (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 11, 13, 28, 39, 40, 54, 64, 66, 72, 82, 101 and 104 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.

AB 76.  
AB 76.  
2. The first business of the Company shall be to adopt an Agreement made the 29<sup>th</sup> day of May, 1940, between James MacDonald of the one part and ~~James MacDonald~~ J.H. on behalf of the Company of the other part and the Directors may carry the same into full effect with full powers nevertheless at any time and from time to time either before or after the adoption thereof to agree to any modification thereof.

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

4. The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty.

5. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares 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 ten per cent. of the price at which the Shares are issued.

6. 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.

#### CALLS ON SHARES.

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

8. A Call may be made payable by instalments.

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

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

11. If by the terms of the issue of any Shares or otherwise any amount is made payable at any fixed time or by instalments at any fixed times, every such amount or instalment shall be payable as if it were a Call duly made by the Directors, and of which due notice had been given; and all the provisions hereof with respect to the payment of Calls and interest thereon, or to the forfeiture of Shares for non-payment of Calls, shall apply to such amount or instalments and the Shares in respect of which they are payable.



12. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled or unpaid upon any Shares held by him.

#### FORFEITURE OF SHARES.

13. 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 disposed of an entry shall also be made of the manner and date of the disposal thereof.

14. The lien conferred by Clause 7 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.

#### TRANSFER OF SHARES.

15. The Directors may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

16. A Share may be transferred by a Member or other person entitled to transfer, to any Member selected by the transferor, but no Share shall be transferred to a person who is not a Member as long as any Member (or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership) is willing to purchase the same at the fair value.

17. In order to ascertain whether any Member or person selected as aforesaid is willing to purchase a Share the proposing transferor shall give notice in writing (hereinafter called the transfer notice) to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the Share to any Member of the Company or person selected as aforesaid at the price so fixed or at the option of the purchaser at the fair value to be fixed by the Auditor in accordance with these Articles. The transfer notice may include several Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

18. If the Company shall within the space of 28 days after being served with such notice find a Member or person willing to purchase the Share (hereinafter called the purchasing Member),



and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the Share to the purchasing Member. 4

19. In case any difference arises between the proposing transferor and the purchasing Member as to the fair value of a share, the Auditor shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act, 1889, shall not apply.

20. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share, the Company may receive the purchase money, and shall thereupon cause the name of the purchasing Member to be entered in the Register as the holder of the Share, and shall hold the purchase-money in trust for the proposing transferor. The receipt of the Company for the purchase-money shall be a good discharge to the purchasing Member, and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

21. If the Company shall not within the space of 28 days after being served with a transfer notice, find a Member willing to purchase the Shares, and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty to transfer the Shares or those not placed to any person and at any price.

#### BORROWING POWERS.

22. The Directors may at their discretion raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage lien or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

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



24. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the registered holder of any such Debentures and of any holder of Shares in the Company at any time subject to such restrictions as the Company may in General Meeting impose. The Directors may close the said Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

25. Any Debentures, Bonds, or other securities may be issued at a discount or otherwise.

#### GENERAL MEETINGS.

26. The Annual General Meeting of the Company shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Directors.

27. Two Members personally present at a General Meeting of the Company shall be a quorum, and Clause 45 of Table A shall be modified accordingly.

#### PROXIES.

28. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as a proxy or he has been appointed to act pursuant to Clause 63 of Table A, or is a Solicitor or professional Accountant; and Clause 59 of Table A shall be modified accordingly.

#### VOTES OF MEMBERS.

29. A poll shall be taken whenever demanded by two Members together holding or representing by proxy not less than one-tenth of the Capital of the Company for the time being issued; and Clause 50 of Table A shall be read as if this power to demand a poll were substituted for the powers therein contained.

30. Upon a show of hands every Member present in person shall have one vote only. Upon a poll every Member present in person or by proxy shall have one vote for every Share held by him, upon which there are no Calls in arrear.



## DIRECTORS.

31. The number of Directors shall not be less than two or more than four.

32. The first Directors of the Company shall be determined in writing by a majority of the Subscribers of the Memorandum of Association and until the first Directors shall have been appointed the Subscribers to the Memorandum of Association shall be deemed for all purposes to be the Directors.

33. The quorum necessary for the transaction of business at a Directors' meeting may be fixed by the Directors, and unless so fixed shall be two.

34. 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 £1. A first Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month of being appointed a Director; and if such qualification shall not have been otherwise acquired within the time aforesaid he shall be deemed to have agreed with the Company to take from the Company so many Shares as shall be necessary to make up with the Shares (if any) which he then holds the amount of his said qualification and his name shall be entered in the Register of Members accordingly.

## DISQUALIFICATION OF DIRECTORS.

35. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors.
- (B) If he become of unsound mind or be found a lunatic.
- (C) If he be convicted of an indictable offence.
- (D) If he cease to hold the necessary qualification in Shares or do not obtain the same within one month from the date of his appointment.
- (E) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.
- (F) If he give the Directors one 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.

36. A Director 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. Nevertheless 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, and he shall be reckoned in estimating a quorum when any such contract, arrangement or dealing is under consideration.

#### MANAGING DIRECTORS.

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

38. The Directors may from time to time confer upon and entrust to the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time impose, and the said powers may at any time be withdrawn, revoked, or varied.

#### NOTICES.

39. 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.

40. 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.

41. The assets of the Company available for distribution among the Members shall be applied—First, in repaying to the holders of Preference Shares (if any) the amounts paid up or credited as paid up on such Preference Shares respectively; Secondly, in repaying to the holders of Ordinary Shares the amounts paid up or credited as paid up on such Ordinary Shares respectively; and the balance (if any) shall be distributed among all the holders of shares in the Company in proportion to the number of shares held by them respectively.



NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

9  
Thomas Cooper  
"Gorsefield"  
Painsdale Avenue,  
Darwin.  
Solicitor.

Arthur Croushaw  
65 Richmond Terrace  
Darwin.  
Solicitors Clerk.

Dated the 30<sup>th</sup> day of May, 1940.

Witness to the above Signatures—

Wm. H. H. H.  
Solicitor  
Darwin



DUPLICATE FOR THE FILE.

No.  
361625



# Certificate of Incorporation

I Hereby Certify,

That

MANCHESTER SURGICAL DRESSINGS COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this fourth day of June One

Thousand Nine Hundred and forty.

Registrar of Companies.

Certificate |  
received by |

Recd Post:  
10/6/40.

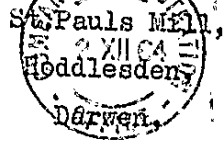
Date



61625

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MANCHESTER SURGICAL DRESSINGS LTD.



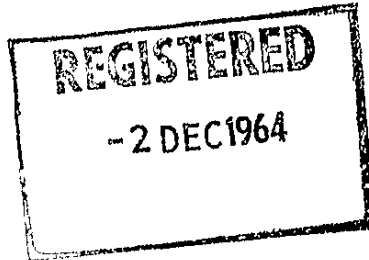
FEE PAID

FIVE SHILLINGS  
COMPANIES  
REGISTRATION

JH/BF

Date: 17th November, 1964.

The Registrar of Companies,  
John House,  
Aldwych,  
London.W.C.2.



Sir,

As required by S.143(1) of the Company Act 1948, I give below copy of a Special Resolution passed at an Extraordinary General Meeting of the Company, held on Wednesday the 28th day of October, 1964 at St. Paul's Mill, Darwen.

It was resolved that the Articles of Association of the Company be amended by deleting Article 34 and substituting therefor the following Article:-

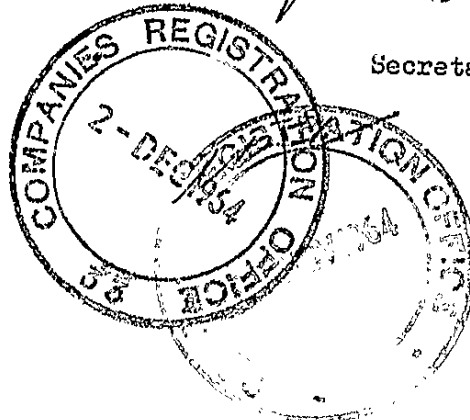
(34) No Shareholding qualification for Directors shall be required.

The Registration Fee of 5/-d is enclosed.

By Order of the Board.

Registration No. 361625.

Secretary.





THE COMPANIES ACT, 1948

Company Limited by Shares

SPECIAL RESOLUTION

of

MANCHESTER SURGICAL DRESSINGS COMPANY LIMITED

Passed 9th February 1965.

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at St. Paul's Mill, Hoddlesden, on Tuesday the ninth day of February 1965 the following Special Resolution was duly passed:

"THAT the name of the Company be changed to Babytown Limited."

DATED this *eleventh* day of February 1965.

*R. G. G. Cant*

Director

WITNESSES to the  
Signature of Alexander  
Francis Hubert Carus:

*A. Charles*

*Whitaker*

*Blackburn*

Filed with the Registrar of Companies on the *12th*  
day of February 1965.



C.172

DUPLICATE FOR THE FILE

No. 351625



# Certificate of Incorporation on Change of Name

## Whereas

MANCHESTER SURGICAL DRESSINGS COMPANY LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the FOURTH DAY OF JUNE, 1940

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

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

BABYTOWN LIMITED

Given under my hand at London, this FIRST DAY OF MARCH

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Certificate received by

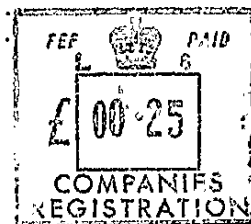
*Post*

*L. S. Whitfield*  
Assistant Registrar of Companies.

Date 1.3.65.



No. 361625



Reference: C.R.98/1300/65

BOARD OF TRADE

COMPANIES ACT, 1948

MANCHESTER SURGICAL DRESSINGS COMPANY LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

BABYTOWN LIMITED



Signed on behalf of the Board of Trade

this FIRST DAY OF MARCH

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Authorised in that behalf by the  
President of the Board of Trade

C.60

M753 M737848/1621 10,000 4/64 KP3601



Company No: 361625

BABYTOWN LIMITED

AT an EXTRAORDINARY GENERAL MEETING duly convened and held on 7th October, 1971 the following Resolution was duly passed as a Special Resolution:

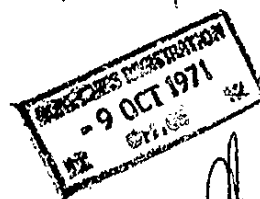
SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the deletion of Article 31 and the substitution therefor of the following Article:

"31. The minimum number of Directors shall be two and there shall be no maximum number of Directors".

*Wm. Davis*  
Director.

FILED with the Registrar  
of Companies this  
11th of October, 1971.





Company Number: 361625

**The Companies Act 1985**  
**Private Company Limited by Shares**

**SPECIAL  
RESOLUTION**

of

BABYTOWN LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company  
duly convened and held at Penwortham Mills, Preston. Lancs. PR1 9SN.  
on Thursday 26th November, 1987.

the following SPECIAL RESOLUTION was duly passed, viz:

**RESOLUTION**

THAT the Regulations contained in the document submitted to the Meeting and  
for the purposes of identification subscribed by the Chairman hereof be and the  
same are hereby adopted as the Articles of Association of the Company in  
substitution for all the existing Articles of Association.

  
CHAIRMAN

RES3 T. 1

Stanley Davis  
(Company Services) Limited  
124-128 City Road,  
London EC1V 2NJ  
Telephone: 01-250 3350  
Telex 21957-DAVIS G





1000000

**The Companies Act 1985**  
**Private Company Limited by Shares**

**ARTICLES OF ASSOCIATION**

of

**BABYTOWN LIMITED**

(As adopted by Special Resolution passed

)

**PRELIMINARY**

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, ~~84~~ 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

**PRIVATE COMPANY**

4. The Company is a private company, and accordingly:-
- (a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
- (b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

**INTERPRETATION**

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".





## SHARES

6. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

- (i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the Members in General Meeting may by Ordinary Resolution:-
  - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
  - (b) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Act Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

8. Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.



9. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

10. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

#### LIEN

11. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

12. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not is a fully paid share.

13. If any Director of the Company who is also a member shall cease to be employed by the Company or, not being employed, shall cease to be a Director, he shall at such date be treated as having served a transfer notice for any of his shares at a price specified by the auditors of the Company, and the previous provisions of this Regulation 14 shall apply in all respects.

14. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

#### PROCEEDINGS AT GENERAL MEETINGS

15. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.

16. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.



### DIRECTORS

17. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

18. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

19. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

### DIVIDENDS

20. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.