

Number of }  
any }

362615/

Form No. 41.

## THE COMPANIES ACT, 1929.



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

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

H. R. P. REDLEV & COMPANY  
LIMITED.

REGISTERED

30 JUL 1940

Presented by

GEORGE M. BAKER,

Solicitor, Willenhall.

The Solicitors' Law Stationery Society, Limited,  
25, Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
12, Canover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,  
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, GEORGE FREDERICK BAKER

of 33, Market Place, Willenhall in the County of Stafford

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "engaged  
"in the formation,"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

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

of W. R. R. PEDLEY AND COMPANY

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 Willenhall

the 23<sup>rd</sup> day of July, 1940.

Before me,

John R. [Signature]

A Commissioner for Oaths. [or a Notary Public or  
Justice of the Peace.]

George Frederick Baker

This margin reserved for binding and should not be written across.

Number of }  
Company }

362615

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

## Statement of the Nominal Capital

OF

W. R. R. PEDLEY AND COMPANY

LIMITED.

REGISTERED

30 JUL 1940

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

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

Presented by

GEORGE F. BAKER,

Solicitor, Willenhall

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, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool 2,  
5 St. James's Square, Manchester, 2, 157 Hope Street, Glasgow, C.2.  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

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

# THE NOMINAL CAPITAL

OF

W. R. R. PEDLEY ~~AND COMPANY~~, Limited.

is £ 1,000, divided into ONE THOUSAND

Shares of ONE POUND each.

\*Signature

W. R. R. Pedley

Description

Director

Dated the

23<sup>rd</sup>

day of

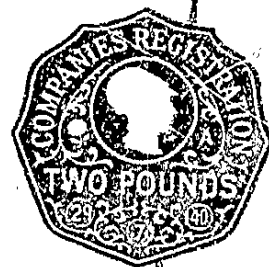
July

1940

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



362615

*The Companies Act 1929.*

COMPANY LIMITED BY SHARES.

**Memorandum of Association**

OF

**W. R. R. PEDLEY & CO. LIMITED.**

1. The name of the Company is "W. R. R. PEDLEY & Co. LIMITED."

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

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

(A) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement made between Remanco Limited of the first part, Frederick Ernest Bendall of the second part and John Matthew Tildesley of the third part, and to carry on, develop and turn to account the business of hardware and toy manufacturers carried on by the said Remanco Limited at Dimminsdales, Willenhall, in the County of Stafford, and the assets comprised in the said agreement.

(B) To carry on business as manufacturers, factors, retailers and repairers of and dealers in all kinds of hardware, metalware, toys, tools, machinery and implements of all kinds, including tool makers, pattern makers, brassfounders, ironfounders, metalworkers, boiler makers, millwrights, wheelwrights, iron and steel workers of all kinds, saw, screw, bolt, nut and rivet makers, smiths, woodworkers, metallurgists, case makers, merchants, japanners, annealers, enamellers, electro-platers, galvanisers,

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30 JUL 1940

builders, painters, exporters, carriers and dealers in all kinds of motor vehicles or the component parts thereof, and of all goods or articles commonly or conveniently made wholly or partly of steel, iron or other metals, and any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (f) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (g) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the

Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred

or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (o) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (q) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is deemed likely to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (r) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.



- (s) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (t) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (u) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (v) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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, 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.
<i>John M Tilley.</i> <i>92 Sutton Rd</i> <i>Walsall.</i>  <i>Manufacturer.</i>	<i>One</i>
<i>W. R. Pedley.</i> <i>"Hazelmount"</i> <i>26 Banks St</i> <i>The Manor</i> <i>Willenhall.</i>  <i>Manufacturer.</i>	<i>One.</i>

Dated this *23<sup>rd</sup>* day of *July* 1940.

Witness to the above Signatures—

*W. R. Pedley*  
*Solicitor Willenhall.*

362615



*The Companies Act 1929.*

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

# W. R. R. PEDLEY & CO. LIMITED.

### PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 19, 35, 39, 45, 47, 48, 50, 52, 59, 61, 64, 65, 66, 69, 72, 82 and 101 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The Company shall enter into and carry into effect an agreement under the seal in the terms of the agreement referred to in Clause 3 (A) of the Memorandum of Association, subject to such, if any, modifications or alterations as the Directors may think fit, whether made before or after the execution thereof, and every member of the Company shall be deemed to assent to and approve of the said agreement and any modifications made therein as aforesaid.

### PRIVATE COMPANY.

4. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been

REGISTERED  
30 JUL 1940

formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

#### SHARES.

5. In Clause 2 of Table A the words " Ordinary Resolution " shall be substituted for the words " Special Resolution " where those words first occur.

6. The shares shall be at the disposal of the Directors, and they may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 4, and to the provisions of the agreement referred to in Article 3 as to the shares to be allotted in pursuance thereof, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

7. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 103 of the same Act.

8. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

### TRANSFER OF SHARES.

9. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 4. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

### PROCEEDINGS AT GENERAL MEETINGS.

10. A General Meeting shall be held once in every calendar year at such time 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.

11. Clause 44 of Table A shall be modified by the addition of the words "appointment and" before the word "fixing" on the last line thereof.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

13. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members

present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### VOTES OF MEMBERS.

15. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:—

“ W. R. R. PEDLEY & Co. LIMITED.

“ I, ,  
 “ of ,  
 “ in the County of ,  
 “ hereby appoint ,  
 “ of ,  
 “ or failing him, ,  
 “ of ,  
 “ as my proxy to vote for me and on my behalf  
 “ at the [Ordinary or Extraordinary or Adjourned, as  
 “ the case may be] General Meeting of the Company  
 “ to be held on the day of ,  
 “ and at any adjournment thereof.

“ Signed this day of .”

#### DIRECTORS.

16. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say—John Matthew Tildesley, Sutton Road, Walsall, Manufacturer, and Wilfrid Roy Rushbrooke Pedley, 26 Banks Street, Willenhall.

17. The remuneration of the Directors, other than that paid under service agreements, shall be fixed by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

#### POWERS AND DUTIES OF DIRECTORS.

18. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director."

19. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided in the same manner as if a poll had been demanded, and accordingly each member shall have one vote for each share carrying voting rights of which he is the holder. Clause 87 of Table A shall be varied accordingly.

20. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

21. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

22. The amount for the time being remaining undischarged of moneys borrowed or raised by the Directors for the purposes of the Company (otherwise than by the issue of share capital) shall be unlimited.

23. Clause 70 of Table A shall be varied by omitting therefrom the last three lines thereof.

### DISQUALIFICATION OF DIRECTORS.

24. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.
- (5) If he is found lunatic or becomes of unsound mind.

25. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

26. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provision, namely: He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929.

### PROCEEDINGS OF DIRECTORS.

27. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

28. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

*W. J. P.* SECRETARY.

29. Mr. Herbert THOMAS Lambert, F.C.A., of 120 Edmund Street, Birmingham, shall be the first Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.



## WINDING UP.

30. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

## INDEMNITY.

31. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

## CAPITALISATION OF RESERVES.

32. The Company in General Meeting may by resolution direct the capitalisation of any undivided profits of the Company, whether standing to the credit of a reserve fund or not, and whether the same shall be in the nature of income or of ascertained accretions to capital, and the Directors shall give effect to such resolutions by applying the profits to be so capitalised in paying up either (A) partly-paid shares held by shareholders who would be entitled to such profits if the same were distributed by way of dividend, or (B) unissued shares of the Company to be thereupon issued to such shareholders as aforesaid or (so far as such issue shall be impracticable in consequence of the fractions involved) to be sold for the benefit of the shareholders entitled thereto or dealt with by the issue of fractional certificates or otherwise at the discretion of the Directors.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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John M. Tildesley  
92 Sutton Rd  
Walsall  
Manufacturers.

W. R. Kelly.  
"Hazelmont"  
26 Bank St  
The Manor  
Willenhall.

Manufacturers.

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Dated this 13<sup>th</sup> day of July 1940.

Witness to the above Signatures—

Geo. Barker

Robert Willenhall

DUPLICATE FOR THE FILE.

No.  
362615



# Certificate of Incorporation

I Hereby Certify,

That

W. R. R. PEDLEY & CO. LIMITED

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

Given under my hand at London this thirtieth day of July One Thousand Nine Hundred and forty.

*R. Austin*

Registrar of Companies.

Certificate  
received by

*J. H.*  
LONDON, ENGLAND

Date 30th July 1940