

umber of  
company }

415620

2 JUL 1946

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.

T. SAVILLE WHITE

LIMITED.

Presented by

Heath & Co., Solicitors

28 Kennedy Street, Manchester 2.

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, 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 COMPANIES' BOOKS AND FORMS.

I, ROBERT COOKE

of 24, Kennedy Street in the City of Manchester

(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 T. SAVILLE WHITTLE

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 Manchester in the

County of Lancaster

the 15<sup>th</sup> day of July 19 46

*Robert Cooke*

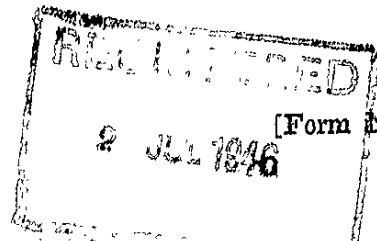
Before me,

*A. Mothershead*

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

Number of  
Certificate

415620



[Form No. 25.]

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

**COMPANY LIMITED BY SHARES.**



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

## Statement of the Nominal Capital

OF

T. SAVILLE WHITTLE

**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.

52816-38

Telegrams : "CERTIFICATE, ESTRAND, LONDON."

Telephone No. : HOLBORN 0434 (3 Lines.)

**JORDAN & SONS, LIMITED,**  
Company Registration Agents, Printers, and Publishers,  
116 CHANCERY LANE, LONDON, W.C. 2  
and 13 BROAD STREET PLACE, E.C. 2.

*Presented by*

Brett Acherley & Jooke,

Solicitors,

21, Kennedy Street, Manchester 2.

# THE NOMINAL CAPITAL

OF

T. SAVILLE WHITTLE LIMITED,

is Six thousand Pounds,  
divided into Six thousand Shares  
of One pound each.

Signature *Thomas Whittle*

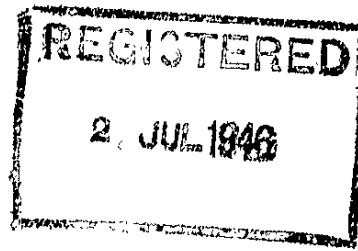
Description Governing Director

Dated the *fifteenth* day

of *July* 1946

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

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



THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association  
OF  
**T. SAVILLE WHITTLE  
LIMITED.**

1. The name of the Company is "T. SAVILLE WHITTLE 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 carry on the business or businesses of manufacturing chemists, druggists, drysalter, oil and colour men, manufacturers, preparers and grinders of and exporters, importers and merchants and dealers in pharmaceutical, medicinal, chemical and other preparations and articles, dyes and colours, ingredients (single or compound), liquors or liquid paints, pigments and varnishes, waste and bye-products, and substances resulting from or in the course of manufacture, oils and oleaginous and saponaceous substances, and boxes, cases, and receptacles for packing or containing articles manufactured, prepared, sold or dealt in by the Company.

1509  
REGISTRATION

- (b) To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus or machinery, and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company either by wholesale or retail.
- (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 other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (f) To apply for, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the assets or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (h) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (i) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (j) To lend and advance money or give credit to such persons 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 draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To 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 person 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.

- (n) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (o) 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.
- (p) 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.
- (q) 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.
- (r) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any

town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, including its Directors or ex-Directors, or to the wives, children or other relatives of such persons; to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

- (s) To procure the Company to be registered or recognised in any colony or dependency, and in any foreign country or place.
- (t) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

Nothing in this memorandum contained shall authorise the Company to carry on an assurance business within the meaning of the Assurance Companies Act, 1929.

4. The liability of the members is limited.

5. The share capital of the Company is £6,000, divided into 6,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Number of  
Shares taken  
by each  
Subscriber.

*Thomas Saville Whittle* one.  
*54 Manchester Rd. Salford*  
*Lancs.*  
*Co. Director.*

*Thomas Church* One.  
*"Ashurst"*  
*320 Higher Lane*  
*Company Director. Broomedge Lynton*  
*Chester.*

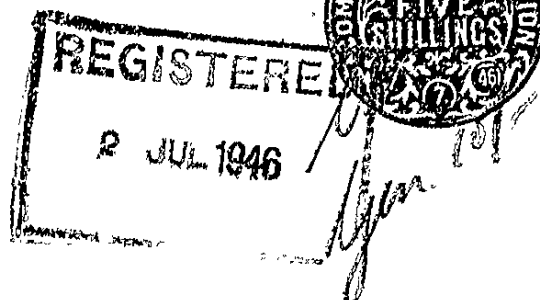
Dated the 15th day of July., 1946.

Witness to both the above Signatures—

*Robert Tooke*  
*Solicitor*  
*Manchester*



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THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

**T. SAVILLE WHITTLE  
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 39, 40, 45, 64, 66, 69, 72, 82, 101 and 104 shall not apply to this Company; and clauses 65 and 73 to 86 shall not apply so long as there is a Governing Director of the Company; but in lieu thereof, and in addition to the remaining clauses of Table A, the following shall be the regulations of the Company.

2. The Directors of the Company shall be at liberty on behalf of the Company to purchase from Thomas Saville Whittle the business now carried on by him as a manufacturer of and merchant and dealer in colours, dyes and chemicals, at 49, Princess Street, Manchester, and all or any of the assets thereof, upon such terms and conditions and with such liabilities as the Directors shall in their absolute discretion think fit. No such acquisition or taking

over, and no such purchase shall be in any way impeached or affected by reason of the fact that the vendor of such business is a Director of the Company, or that any Director having accepted office at his request do not constitute an independent Board, nor shall he or they be liable to account in any way to the Company or any of the members thereof for any benefit he or they may so receive, and every member of the Company; whether present or future, shall be deemed to have joined the Company on these terms.

3. If and when the Company shall purchase, acquire, or take over any business as a going concern from a past date, whether such date be either before or after the incorporation of the Company, the profits of any such business after that date, or so much thereof as the Company shall or may become entitled to, shall be deemed to be accrued profit of the Company, and shall or may be applied accordingly.

4. (a) The Company is to be a private Company, and accordingly 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.

(b) Any invitation to the public to subscribe for any shares or debentures or debenture stock of the Company is hereby prohibited.

(c) The right of transfer of any shares shall be restricted as hereinafter provided.

5. The Company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof, and shall not be under

any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

#### SHARE CAPITAL.

6. The original share capital of the Company is £6,000, divided into 6,000 shares of £1 each.

#### CALLS ON SHARES.

7. No call upon any share shall be made payable within one calendar month after the date when the last instalment of the last preceding call shall have been payable; and Clause 12 of Table A shall be modified accordingly.

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

9. If by the conditions of allotment any amount is payable in respect of any shares by instalments at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given.

#### FORFEITURE OF SHARES AND LIEN.

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

11. 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.

12. An entry in the minute book of the Company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such shares that the said shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such shares, shall constitute a good title to such shares, and the name of the purchaser shall be entered in the register as a member of the Company, and he shall be entitled to a certificate of title to the shares, and shall not be bound to see to the application of the purchase money. The remedy (if any) of the former holder of such shares and of any person claiming under or through him, shall be against the Company and in damages only.

#### TRANSFER OF SHARES.

13. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares whether fully paid or not, and Clause 19 of Table A shall be modified accordingly.

#### BORROWING POWERS.

14. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same, together with any interest or premium thereon, by mortgage 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.

15. 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 inspection by the registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in



general meeting may impose. The Directors may close such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS.

16. A general meeting of the Company shall be held in each 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. The aforesaid general meetings shall be called "ordinary" meetings; all other general meetings shall be called "extraordinary."

#### QUORUM.

17. 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: save as herein otherwise provided, two members personally present shall be a quorum.

18. The accidental omission to give notice of a general meeting to any member shall not invalidate the proceedings at such meeting.

#### VOTES OF MEMBERS.

19. A poll shall be taken whenever directed by the chairman or demanded by two or more members entitled to vote and together holding or representing by proxy not less than one-tenth of the capital of the Company for the time being issued; and Clause 50 of Table A shall be modified accordingly.

## DIRECTORS.

20. The number of Directors shall not be less than two nor more than five.

21. The following persons shall be the first Directors of the Company:—Thomas Saville Whittle, of 49, Princess Street, Manchester, Chemical Merchant, and Thomas Whittle, of Ashurst, Higher Lane, Broomedge, near Lymm, Chemist. The said Thomas Whittle shall be Permanent Governing Director of the Company, and shall be entitled to hold such office so long as he shall live, and whilst he holds the same may exercise all or any of the powers of the Directors, and the government and control of the Company shall be vested in him. The Governing Director for the time being may from time to time and at any time appoint any person or persons to be Directors of the Company, and may define, limit, and restrict their powers, and may fix and determine their remuneration and duties and may at any time remove any Director however appointed, and may at any time convene a general meeting of the Company. Every such appointment or removal must be in writing under the hand of the Governing Director.

22. The following provisions as to a Governing Director shall also have effect:—

- (1) If he resigns the office of Governing Director he may appoint some other person to be the Governing Director in his place, subject as next hereinafter provided.
- (2) If he resigns office and appoints a successor as aforesaid, he may by notice in writing to the Company declare that he resumes the office of Governing Director, and he shall thereupon, to the exclusion of his appointee, again become the

Governing Director, and the above provision in this paragraph shall apply as often as the Governing Director resumes office as aforesaid.

- (3) If he shall die whilst holding the office of Governing Director he may by his will or any codicil thereto appoint some other person to be the Governing Director, and in default of any such appointment the legal personal representatives of the deceased Governing Director may make the appointment.
- (4) Every such appointment must be made by writing under the hand or respective hands of the appointor or appointors.
- (5) Notice of an appointment under paragraph 1 or paragraph 3 of this clause must be served on the Company within two calendar months after the resignation or death of the Governing Director, and the notice must be accompanied by the consent in writing of the appointee to act, and the appointment shall only take effect on service of such notice, and in the event of the same being served within such period.
- (6) The remuneration of the said Thomas Whittle whilst he retains the office of Governing Director shall be at such rate per annum as he shall determine from time to time.
- (7) If and when there shall cease to be a Governing Director the other Directors (if any) shall forthwith convene a general meeting of the Company for the purpose of electing Directors, and from thenceforth the Company in general meeting shall have power from time to time to appoint Directors of the Company.

23. The qualification of every Director shall be the holding of at least one share in the Company. A 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 and pay for 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.

24. The remuneration of the Directors shall be fixed from time to time by the Governing Director.

25. The quorum of Directors for transacting business shall be the Governing Director alone, or in his absence, two.

26. The Directors may participate in the benefits of any contributory pension fund or scheme in the same manner and to the same extent in all respects as if they were ordinary members of the staff of the Company.

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

#### DISQUALIFICATION OF DIRECTORS.

28. 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 share qualification 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 calendar months without special leave of absence from the other Directors;
- (f) If he give the Directors one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice has 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.

29. 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.

#### NOTICES.

30. Where a notice is sent by post it shall be deemed to have been served at the expiration of twenty-four hours after it was posted; and Clause 103 of Table A shall be modified accordingly.

## WINDING UP.

31. If the Company shall be wound up 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 or otherwise according to the conditions of issue. 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, and in accordance with the respective rights attached to each class of shares.

32. 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Thomas Saville Whittle*  
*54 Manchester Rd. Salford*  
*Lanes.*

*Company Director.*

*Thomas. Owenich.*  
*Asst. Mgr.*  
*320 High Lane*  
*Broomfield Lynton*  
*Company Director, Cheshire.*

Dated the 15th day of July ., 1946.

WITNESS to both the above Signatures—

*Robert Cooke*  
*Solicitor*  
*Manchester.*

No.



## Certificate of Incorporation.

---

I hereby Certify that T. SAVILLE  
WHITTLE LIMITED is this day Incorporated  
under the Companies Act, 1929, and that  
the Company is Limited.

Given under my hand at London this  
day of , One thousand nine  
hundred and forty-six.

Registrar of Joint Stock Companies.

FEEES AND DEED STAMPS  
STAMP DUTY ON CAPITAL



Names Addressed and Description of Subscribers.

Thomas Saville Whittle, .  
54, Manchester Road,  
Swinton,  
Lancs.  
Company Directors.

Thomas Whittle,  
Ashurst,  
320 Higher Lane,  
Broomedge,  
Cheshire  
Company Director. .

Dated 15th day of July 1946.

Witnessed to both of the above signatures.

Robert Cooke,  
Solicitor,  
Manchester.

DUPLICATE FOR THE FILE.

No. 415620



# Certificate of Incorporation

I Hereby Certify, That

**T. SAVILE WHITTLE LIMITED**

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

Given under my hand at London this Twenty-second day of July One Thousand Nine Hundred and Forty-six.

*F. Hunter*

Registrar of Companies

Certificate  
received by

*W. Lee* *W. Lee* *W. Lee*

Date

22/7/46

Certificate No. 415620.

16  
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ORDINARY RESOLUTIONS

OF

**T. SAVILLE WHITTLE LIMITED**

*(Passed the 12th day of July, 1955).*

At an Extraordinary General Meeting of T. Saville Whittle Limited, duly convened and held at Duchy Chambers, 4 Clarence Street, Manchester, on the 12th day of July, 1955, the following Ordinary Resolutions were duly passed:—

(1) That the capital of the Company be increased from £6,000 to £15,000 by the creation of 5,000 6 per cent Cumulative Non-Redeemable Preference shares of £1 each and 4,000 Ordinary Shares of £1 each.

(2) That pursuant to Article 33 of the Company's Articles of Association, the sum of £5,000 being part of the Profit and Loss Account of the Company be capitalised and that the same be applied in making payment in full at par of 5,000 6 per cent Cumulative Non-Redeemable Preference Shares of £1 each in the capital of the Company such shares to be distributed as fully paid among the persons who are registered as holders of the Ordinary Shares in the capital of the Company at the closing of the books of the Company on the 31st day of May, 1955, at the rate of one fully paid 6 per cent Cumulative Non-Redeemable Preference Share for every Ordinary Share of £1 each of the Company held by the several holders respectively such Preference shares to rank for dividend from the 1st day of June, 1955.

REGISTERED

14 JUL 1955

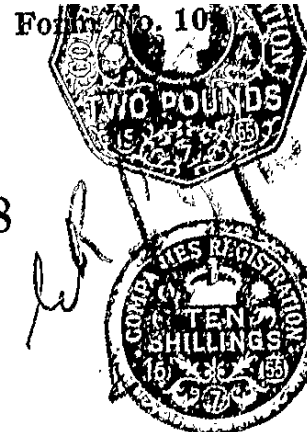
*T. Saville Whittle*

Chairman.

14 JUL 1955

P192

Number of } AL5620  
Company }



# THE COMPANIES ACT 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

T. SAVILLE WHITEHEAD

LIMITED

REGISTERED  
14 JUL 1955

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

Robert Anderson & Co. Solicitors,  
21 Hanover Street,  
Manchester, 2.

14 JUL 1955

OFFICE

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

T. Saville Whittle

..... Limited, hereby gives you notice, pursuant to  
.....  
\* "Ordinary," Section 63 of the Companies Act, 1948, that by a \* Ordinary  
"Extra-ordinary," or  
"Special". Resolution of the Company dated the 12th day of July 1955.  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 9000. 0. 0.  
beyond the Registered Capital of £6000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
4000	Ordinary	£1
6000	Non-redeemable Preference	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

See attached copy Special Resolution of  
12th July, 1955

6000 shares to rank *Pari Passu* with  
existing shares.

\* \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director  
or Secretary

Director

Dated the

12th

day of

July

1955

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

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

**T. Saville Whittle Limited.**

*(Passed the 12th day of July, 1955).*

At an Extraordinary General Meeting of T. Saville Whittle Limited, duly convened and held at Duchy Chambers, 4 Clarence Street, Manchester, on the 12th day of July, 1955, the following Special Resolutions were duly passed:—

- (1) That Articles 6 and 31 of the Articles of Association of the Company be and the same are hereby rescinded.
- (2) That the following Articles be adopted as part of the Articles of Association of the Company:—

“6(i) The Capital of the Company is £15,000 divided into 5,000 6 per cent Cumulative Non-Redeemable Preference Shares of £1 each (hereafter called the ‘Preference Shares’) and 10,000 Ordinary Shares of £1 each

“6(ii) The Preference Shares entitle the holders thereof to the Special rights and privileges and subject them to the restrictions and provisions following, namely:—

- (a) The said Preference Shares shall confer on the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up, a fixed cumulative preferential dividend at the rate of 6 per cent per annum on the capital for the time being paid up thereon, and the right in a winding up to repayment of the capital paid up thereon, together with a sum equal to any arrear or deficiency of the said fixed dividend (whether earned or declared or not) calculated down to the date of repayment in priority to any payment to the holders of any other class of shares, but shall confer no further right to participate in the profits or assets of the Company.

14 JUL 1955

684

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

Number of  
Company

415620

Form No. 26a

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Statement of Increase of the Nominal Capital

OF

T. SAVILLE WHITTE

LIMITED

REGISTERED

14 JUL 1955

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

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Robert, Arthur & Co. Ltd.  
Solicitors,

22, 23 & 24, City Street,

Manchester, 2.

14 JUL 1955

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

T. Saville Whittle

Limited

*has by a Resolution of the Company dated*

12th July 1955 *been increased by*

*the addition thereto of the sum of £*9000. 0. 0.*,*

*divided into:—*

4000 Ordinary *Shares of* £1 *each*

6000 Non-redeemable Preference *Shares of* £1 *each*

*beyond the registered Capital of* £6000. 0. 0.

*Signature*

T. Saville Whittle

*(State whether Director or Secretary)* Director

*Dated the* 12th *day of* July 1955

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



Certificate No. 415620. /19

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

**T. Saville Whittle Limited.**

*(Passed the 12th day of July, 1955).*

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- (2) That the following Articles be adopted as part of the Articles of Association of the Company:—

“6(i) The Capital of the Company is £15,000 divided into 5,000 6 per cent Cumulative Non-Redeemable Preference Shares of £1 each (hereafter called the ‘Preference Shares’) and 10,000 Ordinary Shares of £1 each

“6(ii) The Preference Shares entitle the holders thereof to the Special rights and privileges and subject them to the restrictions and provisions following, namely:—

- (a) The said Preference Shares shall confer on the holders thereof the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other period for which the Company's accounts are made up, a fixed cumulative preferential dividend at the rate of 6 per cent per annum on the capital for the time being paid up thereon, and the right in a winding up to repayment of the capital paid up thereon, together with a sum equal to any arrear or deficiency of the said fixed dividend (whether earned or declared or not) calculated down to the date of repayment in priority to any payment to the holders of any other class of shares, but shall confer no further right to participate in the profits or assets of the Company.

REGISTERED  
14 JUL 1955

14 JUL 1955

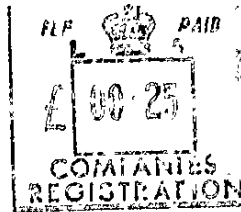
- (b) The holders of the said Preference Shares shall have no right as such to receive notice of or to attend or vote at any general meeting of the Company unless either (a) at the date of the notice convening the meeting the dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 31st May and 30th November in every year), or (b) the business of the meeting includes the consideration of a resolution directly and adversely affecting any of the special rights and privileges attached to the said Preference Shares
- (c) No further shares ranking either as to dividend or as to capital *pari passu* with the said Preference Shares, shall be created or issued except with the consent or sanction of the holders of the said Preference Shares given in the manner herein provided
- (d) The said special rights and privileges shall be subject to variation in the manner provided by Clause 3 of Table A and not otherwise

"31. If the Company shall be wound up the surplus assets shall, subject to the rights of the holders of the Preference Shares, be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up thereon.

"33. The Company in general meeting may at any time and from time to time pass a resolution that any part of the amount for the time being standing to the credit of any of the Company's reserves, or to the credit of the profit and loss account, or otherwise available for distribution, be capitalised, and accordingly that such sum be set free for distribution among the members or any class of members who would be entitled to such profits if distributed by way of dividend, and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such members respectively, or in payment up in full of unissued shares, debentures, or other obligations of the Company, to be allotted and distributed credited as fully paid up among such members, or partly in one way and partly in the other, and the Board shall give effect to such resolution. Provided that a share premium account and a capital redemption reserve may for the purposes of this Article only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares".

*James. L. L. L.*

CHAIRMAN



Certificate No. 415620. 130

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

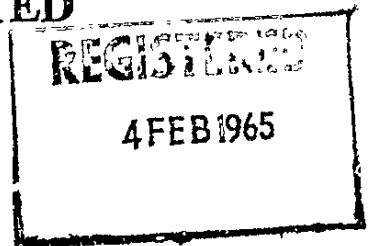
**SPECIAL RESOLUTIONS**

OF

**T. SAVILLE WHITTLE LIMITED**

(Passed the 18th day of January, 1965)

(Filed the day of 1965)



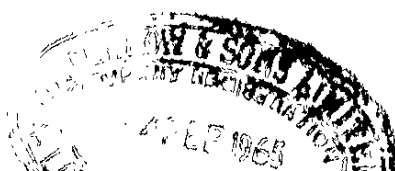
At an Extraordinary General Meeting of T. SAVILLE WHITTLE LIMITED duly convened and held at the Registered Office, 49, Princess Street, Manchester 2, on the 18th day of January, 1965, the following Resolution was duly passed:—

**SPECIAL RESOLUTION**

It was resolved that Article 23 of the Articles of Association of the Company be rescinded and that the following Article be adopted in its place as part of the Articles of Association of the Company.

"Article 23. A Director need not hold any shares in the Company."

(THOMAS WHITTLE),  
Chairman.



Certificate No. 415620 / 34

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTIONS**  
OF

**T. Saville Whittle Limited**

(Passed the 2nd day of March, 1965)

(Filed the day of 1965)

**REGISTERED**

**23 MAR 1965**

At an Extraordinary General Meeting of all the Ordinary Share holders and all the Preference Share holders of T. SAVILLE WHITTLE LIMITED duly convened and held at the Registered Office, 49 Princess Street, Manchester 2 on the 2nd day of March 1965 the following Resolutions were duly passed as Special Resolutions:—

**SPECIAL RESOLUTIONS**

It was resolved that as from the 2nd day of March, 1965 the 5,000 6% Cumulative Non-Redeemable Preference Shares of £1 each be converted into Ordinary Shares *pari passu* with the existing Ordinary Shares.

It was accordingly resolved that Articles 6 (i) and 6 (ii) of the Articles of Association of the Company (as amended by Special Resolution passed on the 12th day of July, 1955) be rescinded.

It was resolved that the following Article be adopted as one of the Articles of Association of the Company.

"6. The capital of the Company is £15,000 divided into 15,000 Ordinary Shares of £1 each".

*Thomas Whittle*

(THOMAS WHITTLE, Chairman)

