

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fees 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.

Stone's Chop House (London)
LIMITED.

Presented by

Fladgan Ho
Yo Pace Mall
London Swy.

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 OF COMPANIES' BOOKS AND FORMS.

*I, Anthony Forbes Moor of 40 Essex
Mall in the City of Westminster*

(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" *Solicitor*
of the Supreme Court engaged in
the formation

of *Lonis Chop House (London)*

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."

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

Declared at *50 Pall Mall*
in the County of London

the *13th* day of *September* 19*46*

Before me,

Henry Clark

Anthony Forbes Moor

Number of }
Company }

420196

2

Form No. 25.

THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital OF

Stone's Chop House (London)
LIMITED.

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

Cladgar Ho
John Paul Mann
London W57

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 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, and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies Form 6.

THE NOMINAL CAPITAL

OF

Stone's Chop House (London), Limited,
is £ *10000*, divided into *20000*
Shares of *ten shillings* each.

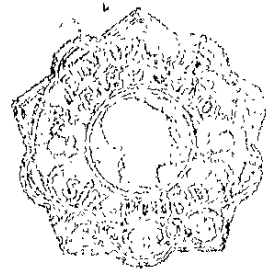
*Signature *Fladgate & Co*

Description *70 Pall Mall London SW1*

Dated the *19th* day of *September* 194*6*

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 —
STONE'S CHOP HOUSE (LONDON)
LIMITED.

1. The name of the Company is "STONE'S CHOP HOUSE (LONDON) 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 of restaurant, grill room, banqueting, buttry, café, refreshment room, hotel, inn, tavern, beerhouse and alehouse proprietors, restaurateurs, hoteliers, proprietors of boarding-houses, furnished or unfurnished flats or chambers, licensed victuallers, wine, beer and spirit merchants, dealers and bottlers, brewers, maltsters, distillers, manufacturers and importers of aerated, mineral and artificial waters and other drinks, licensed valuers, gaugers and stocktakers, restaurant and hotel managers, catering contractors, cigar and tobacco manufacturers, merchants and dealers, purveyors, caterers for public and private entertainments of every description, tea and coffee dealers and merchants, coach, cab and motor proprietors, livery stable keepers, jobmasters, farmers, dairymen, ice merchants, importers and brokers of food, live and

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dead stock and foreign and colonial produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, bookstalls, libraries, grounds and places of amusement, dancing, cabaret, recreation, sport, entertainment and instruction of all kinds, agents for railway and shipping companies and carriers and road and all transport companies, theatrical and opera box office proprietors, theatrical and entertainment managers, cinematograph film producers and renters, cinema exhibitors, printers and publishers, newsagents and stationers, designers and decorators, furnishers, enterpreneurs and general agents, and any other business which can be conveniently carried on in connection therewith.

- (b) To carry on the business of garage proprietors, taxicab, omnibus, cab, fly, and other public or private conveyance proprietors, dealers in vehicles of any kind so constructed as to progress by means of automatic power, whether by means of oil, electricity, steam, gas, or otherwise, motor accessories of all kinds, motor and mechanical engineers, and to manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like.
- (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, machinery and equipment 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 such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and 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, valuables and goods and materials of all kinds on deposit or loan, or for safe custody, upon such terms as the Company may approve, and to guarantee the obligations and contracts of Directors of the Company, customers and others.
- (i) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
- (j) 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.
- (k) To render itself liable for and to guarantee the due payment, performance and observance by any company or corporation, whether British or foreign, in

which the Company holds any shares, debentures or other securities or is otherwise interested of all or any the debts (whether mortgage or otherwise) and the interest thereon, liabilities, engagements, obligations, covenants and agreements of any such company or corporation, already or at any time hereafter to become or be owing, incurred, entered into or undertaken by or binding on any such company or corporation and for all or any of the purposes aforesaid, if thought fit, to mortgage or charge the undertaking, rights, assets and property present or future of the Company or any part thereof, and to contract that time given or other indulgence shown to any such company or corporation, or its assigns, by any creditor of, or mortgagee or chargee of property of any such company, or corporation or its assigns, shall not release or discharge the Company, or any property of the Company, so mortgaged or charged by the Company. And to do all or any the above things with or without receiving any consideration from any such company or corporation for so doing, and to ratify and confirm any transaction already entered into for any of the purposes aforesaid, and all guarantees, mortgagees, or other deeds already executed for giving effect to any such transaction.

- (l) To grant pensions, allowances, gratuities and bonuses to 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.
- (m) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (n) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined.

- (o) 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.
- (p) 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.
- (q) To promote any other company for the purpose of acquiring and taking over any business or businesses, property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to receive and hold any shares, debentures, debenture stock or other securities of any such other company as all or part of the consideration for any such acquisition and to subscribe for or otherwise acquire and hold or guarantee the subscription of and payment of the dividends or interest on any shares, debentures, debenture stock, or other securities of any such other company as aforesaid.
- (r) 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.

- (s) 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 calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (t) 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.
- (u) To pay all or any expenses 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 commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Company.
- (v) 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.
- (w) 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.
- (x) 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.

- (y) To do all such other things as are incidental or conducive to the above objects or any of them.

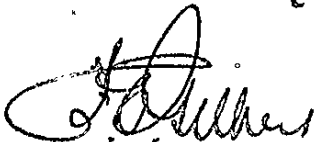
Provided that nothing herein contained shall empower the Company to carry on the business of assurance, or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, and the Road Traffic Acts, 1930 to 1934 or to reinsure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. None of such paragraphs or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary merely to the objects mentioned in the first or any other paragraph 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 specified in the first or any other paragraph of this clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000, divided into 20,000 shares of 10/- each.

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.

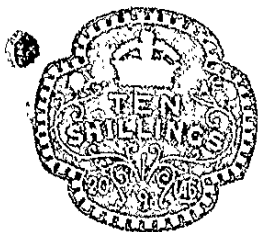
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Wallis Hore</i> <i>Company Secretary</i> <i>56, Longmore Avenue,</i> <i>New Barnet, Herts.</i>	<i>One</i>
<i>Waltham</i> <i>Fredrick E. Gilbert - Assistant Secretary</i> <i>51, Colindale Avenue</i> <i>Sidcup,</i> <i>Kent</i>	<i>One</i>
	

DATED this *13th* day of *September*, 1946.

WITNESS to the above signatures:—



21 Kanger Lane
Baling, London W5,



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

STONE'S CHOP HOUSE (LONDON)
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 2, 3, 19, 39, 40, 45, 47, 48, 50, 54, 59, 61, 64, 66, 69, 72, 82, 101 and 104 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.

PRIVATE COMPANY.

3. 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 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.

CAPITAL.

4. The original share capital of the Company is £10,000, divided into 20,000 shares of 10/- each, of which 6,000 shares shall be Non-cumulative Preference Shares and 14,000 shares shall be Ordinary Shares. The shares of the said respective classes shall entitle the holders thereof to the ~~restrictions and~~ ^{respective rights} and privileges and subject them to the respective restrictions and ~~privileges~~ ^{provisions} hereinafter appearing.

5. The Non-cumulative Preference Shares in the original capital shall confer on the holder the right to be paid out of the profits of each year a fixed dividend for such year at the rate of five per cent. on the capital for the time being paid up thereon and such shares shall rank in a winding up as regards return of capital in priority to the Ordinary Shares but shall not confer on the holders the right to any further or other participation in the profits or assets of the Company.

6. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such sanction or consent as is provided by the next following Article) any shares in the Company (whether forming part of the original capital or not) may be issued with or have attached thereto such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Special Resolution determine. Any Preference Shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

MODIFICATION OF RIGHTS.

7. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of such holders (but not otherwise) be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate meeting all the provisions of these presents relating to General Meetings or to

the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

8. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be modified by the creation or issue of further shares, ranking *pari passu* therewith.

SHARES.

9. The shares shall be at the disposal of the Directors, and they may 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 3, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act, 1929.

10. 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 108 of the same Act.

11. 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.

12. 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 reasons, 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 3. 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 Six Pence, 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.

GENERAL MEETINGS.

13. General Meetings shall be held at least once in every year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and at such place as may be determined by the Directors. Such General Meetings shall be called "Ordinary Meetings" and all other meetings of the Company shall be called "Extraordinary General Meetings".

PROCEEDINGS AT GENERAL MEETINGS.

14. 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.

15. 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.

16. 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 entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one-twentieth in number of the issued Ordinary Shares 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.

17. On a show of hands every Member who is present in person shall have one vote. On a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder. Provided that the Non-cumulative Preference Shares shall not entitle the holders to receive notice of or attend or vote at any General Meeting unless either:—

- (a) At the date of the notice convening the meeting the dividend on the Non-cumulative Preference Shares is six months in arrear, and so that for this purpose the dividend on the Non-cumulative Preference Shares shall be deemed to be payable half-yearly on the *1st* day of *January* and the *1st* day of *July* in every year; or
- (b) The business of the meeting includes the consideration of a resolution for winding up the Company, or any resolution directly affecting any of the special rights or privileges attached to the Non-cumulative Preference Shares.

18. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised. 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 proxy, or he is appointed to act at that meeting as proxy for or representative of a corporation, but a proxy for or representative of a corporation, unless entitled on

his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

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

"STONE'S CHOP HOUSE (LONDON) LIMITED.

"I,
 "of
 "in the County of , being a Member
 "of STONE'S CHOP HOUSE (LONDON) LIMITED, 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 Com-
 "pany to be held on the day of
 "and at any adjournment thereof.

"Signed this day of ."

DIRECTORS.

20. 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 seven. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association or a majority of them and their number shall be within the limits above mentioned.

21. The qualification of a Director shall be the holding alone and not jointly with any other person of Ordinary Shares of the Company of the nominal amount of £5. 0. 0.

ROTATION OF DIRECTORS.

22. At the Ordinary Meeting in every year, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third shall retire from office.

23. 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."

24. The Directors shall 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.

25. The Directors may at any time and from time to time borrow or raise or secure any moneys for the purposes of or in connection with the Company's business without the sanction of the Company in General Meeting.

26. 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.

27. 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.

DISQUALIFICATION OF DIRECTORS.

28. 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 absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office: Provided that a Director shall not be deemed to absent himself from any meeting of the Directors if his alternate appointed under Clause 29 hereof shall be present thereat.

- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (5) 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.
- (6) If he is found lunatic or becomes of unsound mind.

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

30. A Director may contract with and be interested in any contract or proposed contract with the Company, and may vote as a Director in respect thereof and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Directors, as required by Section 149 of the Companies Act, 1929.

PROCEEDINGS OF DIRECTORS.

31. 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.

32. 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.

ALTERNATE DIRECTORS.

33. A Director may, with the approval of the Directors, appoint any person to act as his alternate Director at all meetings of the Board at which such Director is not present, and such appointment shall have effect and such appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly, and in all other respects to act as a Director, and he shall *ipso facto* vacate office if and when the appointor vacates office as a Director or removes the appointee from office, and any appointment and removal under this Article shall be effected by notice in writing under the hand of the Director making the same. The remuneration of an alternate Director, except such expenses as are referred to in Article 20 ²⁴ hereof, which shall be paid by the Company, shall be provided by the Director by whom the alternate Director was appointed.

1576
[Signature]

SECRETARY.

34. The Directors may from time to time by resolution appoint or remove a Secretary of the Company, and may in like manner from time to time by resolution 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.

NOTICES.

35. A Member who has no registered address within 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.

36. 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.

37. 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Walter Bone - Company Secretary
 56, Longmore Avenue,
 New Barnet, Herts.

Walter Hargreaves
 Frederick C. Gilbert - Assistant Secretary
 51, Colindale Avenue,
 Edgware, Kent.

F. C. Gilbert

DATED this 13th day of September, 1946.

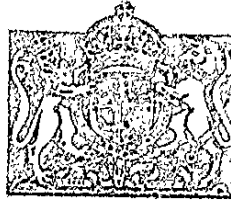
WITNESS to the above signatures:—

F. C. Gilbert

51 Hanger Lane
 Edgware London W5.

DUPLICATE FOR THE FILE

No. 420106



Certificate of Incorporation

I Hereby Certify, That

STONE'S CHOP HOUSE (LONDON) LIMITED

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

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

Registrar of Companies

Certificate
received by

Hadgate & Co

Date 30/9/46

STONE'S CHOP HOUSE (LONDON) LIMITED.

Notice is hereby given that an Extraordinary General Meeting of Stone's Chop House (London) Limited will be held at 1, Savoy Hill, London W.C. 2. on the 18th day of March 1960 at 3 o'clock in the afternoon when the subjoined resolution will be proposed as a Special Resolution.

RESOLUTION

That the Articles of Association be altered in manner following:-

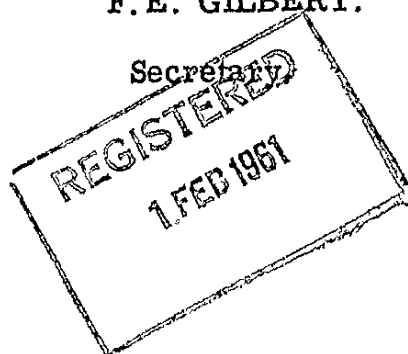
- (a) In Article 2 there shall be inserted after the number "72" the number "81".
- (b) The Following Article shall be inserted after Article 31. 31A. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Great Britain.

By Order of the Board.

F. E. GILBERT.

1 Savoy Hill,
Embankment Gardens,
London. W. C. 2.

24th February 1960.

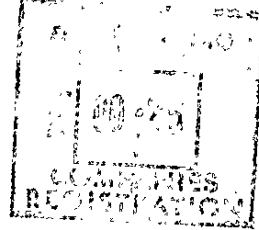


CERTIFIED TRUE COPY OF RESOLUTION, AS PASSED

STONE'S CHOP HOUSE

F. E. Gilbert
..... SECRETARY.

No. 420106



Reference: C.R. 98/2364/65

BOARD OF TRADE

COMPANIES ACT, 1948

STONE'S CHOP HOUSE (LONDON) 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

REGISTERED

8 JUL 1965

STONE'S CHOP HOUSE LIMITED

Signed on behalf of the Board of Trade

this EIGHTH DAY OF JULY

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L.S. Whitfield

C.60

2333 Wt.44366 D.4133 12M 2/65 T.P. Gp.658.

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

No. C.172

DUPLICATE FOR THE FILE

No. 420103

33



Certificate of Incorporation on Change of Name

Whereas

STONE'S CHOP HOUSE (LONDON) LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the TWENTY-FOURTH DAY OF SEPTEMBER, 1946

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

STONE'S CHOP HOUSE LIMITED

Given under my hand at London, this EIGHTH DAY OF JULY

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Certificate received by

POST

L.S. Whistler

Assistant Registrar of Companies.

Date

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

420106

Stone's Chop House Limited

At the Annual General Meeting of the members of the above-named company, duly convened and held at:

1 Savoy Hill, LONDON, WC2R 0BP

on 21 March 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

[1] That the Company's Articles of Association be altered by the deletion of Section 102 in the First Schedule to the Companies Act 1929 ("Table A") which require that Auditors be Appointed by the Company.

Signed

Position


SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

420106

Stone's Chop House Limited

At the Annual General Meeting of the members of the above-named company, duly convened and held at:

1 Savoy Hill, LONDON, WC2R 0BP


on 21 March 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

[2] That in accordance with Section 250 of the Companies Act 1985 Auditors shall not be appointed to the Company.

Signed

Position


SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution