

Number of  
Company }

668151/1

Form No. 41

## THE COMPANIES ACT, 1948



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

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

J.V. HOLDINGS

LIMITED

REGISTERED

27 JUL 1960

acted by

HERBERT SMITH & CO.,

62 London Wall,

London, E.C. 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;  
26-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, JOHN ANTHONY ROWSON

of 62 London Wall, London, E.C. 2.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "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 J.V. HOLDINGS Limited,

And that all the requirements of the Companies Act, 1948, 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 20 Copthall Avenue  
in the City of London

the 15<sup>th</sup> day of July  
one thousand nine hundred and sixty

*J. A. Rowson*

Before me,

*A. Bartle* **A. BARTLE**

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

Number of }  
Company }

666151<sup>12</sup>

Form No. 25

# THE STAMP ACT, 1891

(54 & 55 VIOT., CH. 39)



COMPANY LIMITED BY SHARES

## Statement of the Nominal Capital

OF

J.V. HOLDINGS

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*

HERBERT SMITH & CO.,

62 London Wall, London, E.C. 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; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.  
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

20 JUL 1960

[P.T.O.]

# THE NOMINAL CAPITAL

OF

J.V. HOLDINGS

Limited,

is £ 100, divided into:

100 Shares of £1 each

Shares of each

\*Signature

Horbert Smith & Co

Solicitors engaged in formation

Description

Dated the 15<sup>th</sup> day of July 1960

\*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.

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



666151/Y

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Memorandum of Association

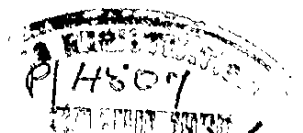
OF

### J. V. HOLDINGS LIMITED



1. The Name of the Company is "J. V. HOLDINGS 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 purchase, take on lease, or in exchange, or otherwise acquire and hold any lands and buildings wherever situate, or rights or interests therein or connected therewith and to manage or let, sell, traffic or deal in the same or any part thereof for any period and at such rent and on such conditions as the Company shall think fit. Provided that the Company may if it so desires acquire the same for the purpose of investment and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company may in its absolute discretion treat the capital monies arising from any such realisation as an investment or as profits as the case may be and if the Company so desires the Company shall have power to do so. On such realisations the Company shall have power to make such apportionments as it considers proper with a view to maintaining the

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relative claims of and separation between capital and income including full power to credit or charge to income any portion of the price received for an investment which in the opinion of the Directors represents dividend interest or income thereon accrued at the time of realisation.

- (B) To construct, equip and carry on works for the manufacture of gas and electricity, and to lay mains and pipes, instal services and carry on the business of the provision and supply of electricity and gas; to construct reservoirs and waterworks; to lay mains and pipes and supply water; and to provide and fix electric, gas and water fittings.
- (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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, goods, chattels, or things, and any real or personal property or rights whatsoever which the Company may think desirable.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, erections, structures, reservoirs, plant, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls fences, banks, dams, sluices, watercourses, plant or tools or works of any description 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, or to contribute to the costs thereof as may seem desirable in the interests of the Company.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, secret processes, inventions, brevets d'invention, licences, trade marks, designs, 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 partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any Shares, Debentures, Debenture Stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, 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 in such shares or 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, firms, or companies and on such terms as may seem expedient, and to guarantee and become or give security for the performance of contracts by and act as bankers for any person, firm or company and for the purpose of giving such security as aforesaid to charge by way of debenture, debenture stock (perpetual or otherwise), mortgage, charge or lien the whole or any part of its assets.

- (K) To borrow or raise money in such manner and up to any amount and upon such terms 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 apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, 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.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.



- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company, rendering services to the Company, either 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 as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company. or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (s) To 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 or award pensions, annuities, gratuities, superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons or their wives, widows, children, and other relatives and dependants.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or 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 or 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 business or property 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 procure the Company to be registered or recognised in any Dominion, Colony or Dependency and in any Foreign Country or Place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound 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.
<p>Anthony Lewis Jones 62 London Wall, London E.C.2. Solicitor</p>	<p>One</p>
<p>Edmund Ian Walker Amott 62 London Wall London E.C.2 Solicitor's Articled Clerk</p>	<p>One</p>

DATED the 15<sup>th</sup> day of July, 1960.

WITNESS to the above Signatures:—

J. A. Rowson  
62 London Wall  
London E.C.2.  
Solicitor



666151/4



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

## J. V. HOLDINGS LIMITED

REGISTERED

27 JUL 1960

### PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (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, Clauses 24 and 53 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

### SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is One Hundred Pounds divided into One Hundred Shares of One Pound each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up 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 two or more joint holders.

## GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

## DIRECTORS.

8. Until the appointment of the first Directors the Subscribers hereto may exercise the powers of the Directors, but shall not be entitled to any remuneration.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

11. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office

as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

#### WINDING UP.

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: PROVIDED always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Anthony Lewis Jones  
62, London Wall,  
London E.C. 2.  
Solicitor

Edward Ian Walker Amott  
62 London Wall  
London E.C. 2  
Solicitor's Articled Clerk

---

DATED the 15<sup>th</sup> day of July 1960.

WITNESS to the above Signatures:—

J. A. Rowson  
62 London Wall  
London E.C. 2.  
Solicitor.

No. C. 173

DUPLICATE FOR THE FILE

No. 666151



## Certificate of Incorporation

I Hereby Certify, that

J. V. HOLDINGS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Twenty-seventh** day of  
**July** One Thousand Nine Hundred and **Sixty.**

*[Signature]*  
ASSISTANT Registrar of Companies.

Certificate  
received by

*E. J. Walker-Amolt*  
*Herbert Smith & Co*  
*62 London Wall*  
*EC2.*

Date *29<sup>th</sup>* July 1960