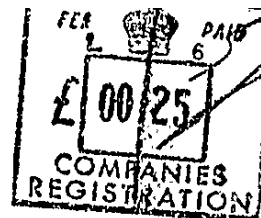


Number of  
Company

909213



## THE COMPANIES ACT, 1948

REGISTERED  
26 JUN 1967

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.

D. W. AND SONS (1967)

LIMITED

Presented by

Document Filer's Reference 7

Cameron Kemm Nordon & Co.

St. Vedast House

Cheapside, London, E. C. 2

Form No. 41  
(The filing fee is 5s.)

I, JOHN EDWARD CAMA

of St. Vedast House, Cheapside, 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 Solicitor of the  
Supreme Court engaged in the formation of

of D. W. AND SONS (1967)

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 150 Cheapside  
in the City of London

the Sixteenth day of June

one thousand nine hundred and sixty-

Seven.

Before me,

A. J. C. Hume

JOHN E. CAMA

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

Company

909213

# STATEMENT OF THE NOMINAL CAPITAL

OF

D. W. AND SONS (1967)



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.

REGISTERED  
26 JUN 1967

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

JOHN E. CAMA

CAMERON KEMM NORDON & CO.

Description

Solicitor

Dated the 16th day of June 19 67

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Document Filer's Reference.....7.....

Cameron Kemm Nordon & Co.

St. Vedast House

Cheapside

London, E. C. 2

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 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, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



*The Companies Act, 1948*

**909213**

COMPANY LIMITED BY SHARES



## Memorandum of Association

OF

### D. W. AND SONS (1967) LIMITED

---

1. The name of the Company is "D. W. AND SONS (1967) 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 in all or any of their branches all or any of the businesses of spinners, doublers, winders, beamers, sizers, weavers, dyers, bleachers, shrinkers, printers, raisers, finishers, manufacturers, designers, merchants, merchant converters, makers-up, brokers, factors, importers, exporters, and wholesale and retail dealers of and in all descriptions of cotton, worsted, woollen, calico, linen, silk, rayon, and other textile fabrics of all kinds, and all kinds of yarns, tissues and fabrics made from or of fibrous substances of every description, and manufacturers of and dealers in chemicals of all descriptions and dyes and dyeing and bleaching materials and any other business or businesses analogous to any of those specifically mentioned above or usually carried on or which it may be considered advantageous to carry on in connection therewith or with any of them.

- (B) To carry on the business of generators and suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with the generating, supply and storage of electricity, or any other power, and to let or lease the same.
- (C) To manufacture, buy, sell, hire, take on lease or under-lease, exchange, alter, improve, manipulate, prepare for market and otherwise acquire, get possession of and deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on all or any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like or capable of being used in any such business or proceeding as aforesaid or required by any customers of or persons having dealings with the Company, both wholesale and retail.
- (D) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being carried on in connection with the aforesaid businesses, or any of them, or calculated directly or indirectly to enhance the value of, or render more profitable, any of the Company's property.
- (E) To demise or let for a term of years or from year to year, or for any less term, and with or without steam or other power, and with or without machinery, all or any portion of the property of the Company.
- (F) To erect, purchase, or take on lease or underlease, or otherwise acquire any land, buildings, shops, houses, cottages, mills, manufactories, works, machinery or any other real or personal property of any kind whatever, and to maintain, manage, alter, pull down, enlarge, develop and improve the same, and to acquire any rights and privileges in relation to any land or buildings.
- (G) To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, trade marks, trade names, licences, protections and concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any process or apparatus which may

seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop, and to manufacture under or grant licences or privileges in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (H) To purchase or otherwise acquire and undertake the whole or any part of the business, stock-in-trade, goodwill, property and liabilities of any person, or company, carrying on any trade or business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (I) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- (J) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concession, amalgamation, co-operation, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, and any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold shares or stock in, or securities of and to subsidise, lend money to, or otherwise assist any such person or company, and to sell, hold and re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.
- (K) To give any servants or employees of the Company a share or interest in the profits of the Company's businesses or any branch thereof, and for that purpose to enter into any arrangements the Company may think fit.
- (L) To act as trustees, and accept, undertake and execute any trusts that may seem expedient and either gratuitously or otherwise.

- (M) To insure any servants of the Company against risk or accident in the course of their employment by the Company, and to effect insurances for the purpose of indemnifying the Company in respect of claims by reason of any such risk or accident, and to pay premiums on any such insurance,
- (N) To sell, improve, manage, develop, lease, let, mortgage, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with the property and rights of the Company, or any part or parts thereof.
- (O) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold shares or stock or debentures or other securities of public or private companies.
- (Q) To promote any company or companies for the purpose of acquiring all or any of the profits, property, rights and liabilities of the Company, or for any other purposes which may seem directly or indirectly calculated to benefit the Company, and to amalgamate with any other company or companies.
- (R) To borrow or raise or secure the payment of money by the issue of or upon bonds, terminable or perpetual debentures, or debenture stock, bills of exchange, promissory notes, or other obligations or securities of the Company, charged on all or any of the property of the Company (present or future), including its uncalled capital or by mortgage or charge of all or any part of the property of the Company or of its uncalled capital or reserve fund or in such other manner as the Company may think fit.
- (S) To draw, make, accept, discount, endorse, issue and execute deeds, agreements, promissory notes, bills of exchange, bank cheques, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (T) Except as prohibited by law to lend or advance money on mortgage, or on debentures, promissory notes, bills of

exchange, or on personal or any other security or with or without security to such persons, and on such terms as may seem expedient, and in particular to customers and others having or likely to have dealings with the Company, and to guarantee the performance of contracts or payment of any money by any person or persons, company or firm.

- (u) To invest and deal with the moneys of the Company not immediately required upon such securities, including the shares or debentures of any other company, and in such manner as may from time to time be determined.
- (v) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or of any company which is the parent company or a subsidiary of the Company or is allied to or associated with the Company or with any such parent or subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding or who held the positions of Managing Directors or Managers or any other salaried employment or office in the Company or such other company or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institution, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (w) To pay all preliminary expenses of the Company.
- (x) To distribute amongst 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 shall be made except with the sanction (if any) for the time being required by law.

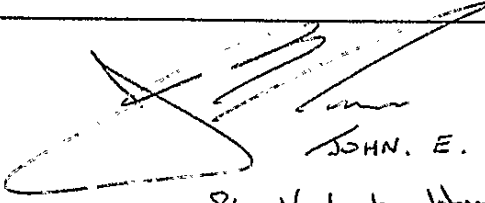
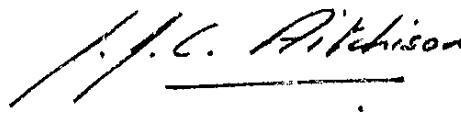
(y) To do all or any of the foregoing things in any part of the world, either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(z) To do all such other things as are incidental or conducive to the attainment of the foregoing objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each.

WE, the several persons, whose names, addresses and descriptions are hereunto 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
 JOHN. E. CAMA. St Vedast House. Cheapside London E.C.2. Solicitor	ONE
 St. Vedast House, Cheapside, London, E.C.2. Solicitor	ONE

Dated this 16<sup>th</sup> day of June, 1967.

Witness to the above Signatures—

David Farrington

St. Vedast House

Cheapside,

London E.C.2.

Solicitor's Attended Clerk

RE ED  
26 JUN 1967

*The Companies Act, 1948*

909213

COMPANY LIMITED BY SHARES



## Articles of Association

OF

### D. W. AND SONS (1967) LIMITED

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall constitute the regulations of the Company.
2. Regulations 24, 75, 77, 87 and 89 to 97 (inclusive) of Table A shall not apply to the Company.
3. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and accordingly—
  - (A) The Directors may, without assigning any reason, decline to register any transfer of shares.
  - (B) The number of 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) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.
  - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
  - (D) The Company shall not have power to issue share warrants to bearer.

4. The capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.

5. The shares shall be under the control of the Directors, who may allot, grant options over or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with section 57 of the Companies Act, 1948.

6. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in regulation 53 of Table A.

7. A resolution in writing signed by all the members for the time being entitled to vote (or, in the case of a member being a corporation, signed by its duly authorised representative) shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

8. Unless and until otherwise determined by the Company by Ordinary Resolution the number of Directors shall not be less than two nor more than ten. The first Directors shall be appointed by the subscribers of the Memorandum of Association.

9. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

10. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

11. The proviso to regulation 79 of Table A shall not apply to the Company.

12. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is the parent company or a subsidiary of the Company or is allied to or associated with the Company or with any such parent company or subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependents of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if so required by Statute, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

13. A Director may vote in respect of any contract or arrangement with any company which is for the time being the parent company or a subsidiary of the Company or is allied to or associated with the Company or with any such parent company or subsidiary, and if he does so vote his vote shall be counted, and he shall be capable of being counted in the quorum present at any meeting at which any such contract or arrangement is under consideration ; and regulation 84 (2) of Table A shall be modified accordingly.

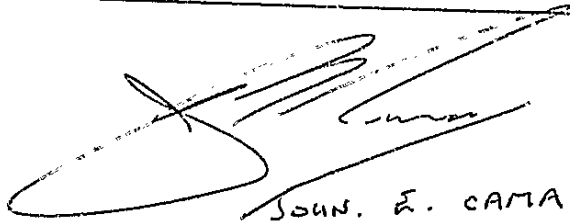
14. The words " of increasing the number of directors to that number, or " shall be deleted from regulation 100 of Table A.

15. Notwithstanding the provisions of section 185 of the Companies Act, 1948, any person otherwise eligible for appointment as a Director of the Company may be appointed a Director although he has attained the age of seventy years and no Director shall be required to retire on attaining the age of seventy years by reason only of the provisions of the said section.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



JOHN. E. CAMA  
86 Vedant House  
Cheapside  
London EC2.  
Solicitor

A. C. Pritchison

St. Vedant House,  
Cheapside,  
London, E.C.2.  
Solicitor

---

Dated this 16th day of June, 1967.

Witness to the above Signatures—

David Farrington

St. Vedant House  
Cheapside  
London E.C.2.

Solicitor's Articled Clerk

DUPLICATE FOR THE FILE.

No. 909213



## Certificate of Incorporation

I Hereby Certify that

D. W. AND SONS (1967) LIMITED

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

Given under my hand at London this 26<sup>TH</sup> JUNE, 1967.

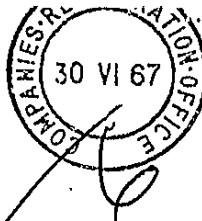
*L. S. Whitfield*  
Assistant Registrar of Companies.

Certificate  
received by

*Carson Lewis Naylor &*

Date 26 JUN 1967

No. of Company: 909213



THE COMPANIES ACT, 1948

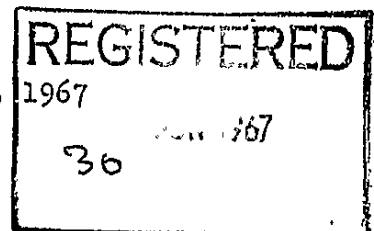
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

D.W. AND SONS (1967) LIMITED

Passed the 29th day of June, 1967



At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at Lower Mill, Rawtenstall, Lancs on the 29th day of June 1967 the following SPECIAL RESOLUTION was duly passed:-

"That the name of the Company be changed to DAVID WHITEHEAD AND SONS LIMITED".

CHAIRMAN





We certify that these documents have  
been printed by RANK XEROX.

*James Vernon Gorda 26*

DUPLICATE FOR THE FILE.

No. 909213



## Certificate of Incorporation on Change of Name

Whereas

**D.W. AND SONS (1967) LIMITED**

was incorporated as a limited company under the

**COMPANIES ACT, 1948,**  
on the 26TH JUNE, 1967

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

**DAVID WHITEHEAD AND SONS LIMITED**

Given under my hand at London, this 30TH JUNE, 1967.

Certificate received by

*Carson Kimm Weldon & Co*

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

Date 30 JUN 1967

N 909213



Reference: C.R.

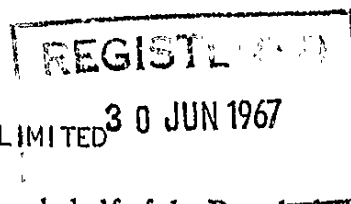
BOARD OF TRADE

COMPANIES ACT, 1948

D.W. AND SONS (1967) 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

DAVID WHITEHEAD AND SONS LIMITED



Signed on behalf of the Board of Trade

this 30TH JUNE, 1967.

*L.S. Whitefield*

C.60

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

THE COMPANIES ACT 1948

Company limited by shares

ORDINARY RESOLUTION

of

D.W. AND SONS (1967) LIMITED

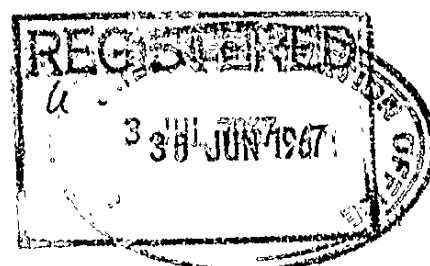
Passed the 27th day of June, 1967.

At an Extraordinary General Meeting of the above named Company duly convened and held at St. Vedast House, 150, Cheapside, London, E.C.2. on the 27th day of June, 1967 the following Resolution was duly passed as an Ordinary Resolution:-

That with a view to the acquisition of the undertakings of David Whitehead and Sons Limited and David Whitehead Fabrics Limited the capital of the company be increased to £300,000 by the creation of 299,900 additional Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.

JOHN H. CAMA

Secretary

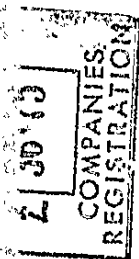


Number of  
Company } 909213

10



# THE COMPANIES ACT, 1948



118  
30/6/67

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

D.W. AND SONS (1967)

### LIMITED

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).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Cameron Kemm Nordon & Co.,

St. Vedast House,

150, Cheapside, London, E.C.2.



The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 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, 10; 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

..... Limited, hereby gives you notice, pursuant to  
Section 63 of the Companies Act, 1948, that by a \*..... Ordinary  
Resolution of the Company dated the 27th day of June 1967  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £300,000 (299,900) beyond the Registered Capital  
of £100.....

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
299,900	Ordinary	£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:—

Pari passu in all respects with the existing issued shares

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

Signature.....

JOHN E. CAMA

State whether Director  
or Secretary }

Director Secretary

Dated the 27th day of June 1967

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

No. of Company: 909213

14  
THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

DAVID WHITEHEAD AND SONS LIMITED

Passed the 12th day of December 1967

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Lower Mill Rawtenstall Lancashire on the 12th day of December 1967 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

'That Article 8 of the Articles of Association of the Company be altered by deleting therefrom the word "ten" and by substituting therefor the word "fifteen".'

  
.....  
Chairman

909213/15

PRESENTED

11 AUG 1967

No. 82049

THIS AGREEMENT is made the 29<sup>th</sup> day of June

one thousand nine hundred and sixty-seven BETWEEN :-

DAVID WHITEHEAD AND SONS LIMITED Number 529536 (the name of which Company is to be changed to Lower Mill (1967) Limited) whose registered office is situate at Lower Mill Rawtenstall in the county of Lancs (hereinafter called "Whitehead") of the first part

2. DAVID WHITEHEAD FABRICS LIMITED Number 508477 whose registered office is likewise situate at Lower Mill Rawtenstall aforesaid (hereinafter called "Fabrics") of the second part and

3. D. W. AND SONS (1967) LIMITED Number 909213 (the name of which Company is to be changed to David Whitehead and Sons Limited) whose registered office is likewise situate at Lower Mill Rawtenstall aforesaid (hereinafter called "the Purchaser") of the third part

WHEREAS :

1. (a) The capital of Whitehead is £633,980 divided into 633,980 Ordinary Shares of £1 each of which 633,882 fully paid shares have been issued and are held by David Whitehead and Sons (Holdings) Limited (as to 633,881) and by D. W. (Lancs) Limited (as to 1)

(b) The capital of Fabrics is £158,545 divided into 158,545 Ordinary Shares of £1 each of which 158,447 fully paid shares have been issued and are held by H. W. M. (Lancs) Limited (as to 108,447) and by D. W. (Lancs) Limited (as to 50,000)

2. (a) Whitehead has power in its Memorandum of Association to sell or dispose of its undertaking for such consideration as it may think fit in particular for shares of any other company having objects altogether or in part similar to those of Whitehead

(b) Fabrics likewise has power in its Memorandum of Association to sell or dispose of its undertaking for such consideration as it may think fit and in particular for shares of any other company having objects altogether or in part similar to



3. It is intended that as at the thirtieth day of June One thousand nine hundred and sixty seven (or as near thereto as may be possible) the name of Whitehead will be changed to Lower Mill (1967) Limited from David Whitehead and Sons Limited and the name of the Purchaser will be changed to David Whitehead and Sons Limited from D. W. and Sons (1967) Limited

4. The Purchaser was incorporated on the twenty sixth day of June One thousand nine hundred and sixty seven under the Companies Act 1948 as a company limited by shares with a capital of £100 divided into 100 shares of £1 each of which two fully paid shares have been issued as at the date hereof and are held by the subscribers to the Memorandum of Association as nominees of David Whitehead and Sons Limited and David Whitehead Fabrics Limited

5. At an Extraordinary General Meeting of the Purchaser held on the twenty seventh day of June One thousand nine hundred and sixty seven it was resolved that its capital be increased to its present amount of £300,000 by the creation of 299,900 Ordinary Shares of £1 each with a view to the acquisition as a going concern of the undertakings of Whitehead and of Fabrics

6. (a) Whitehead has agreed to sell and the Purchaser has agreed to purchase the whole of Whitehead's goodwill assets and undertaking subject to Whitehead's liabilities on the terms and for the consideration hereinafter mentioned.

(b) Fabrics has agreed to sell and the Purchaser has agreed to purchase the whole of Fabrics' goodwill assets and undertaking (with the exception of Healey Wood Mill and the plant and machinery therein) subject to Fabrics liabilities likewise on the terms and for the consideration hereinafter mentioned.

NOW IT IS HEREBY AGREED as follows :-

1. WHITEHEAD shall sell and the Purchaser shall purchase on the terms and conditions hereinafter mentioned the whole of the goodwill assets and undertakings of Whitehead subject to Whitehead's liabilities on a going concern basis as from the thirtieth day of June One thousand nine hundred and sixty seven

particularly set forth in a balance sheet to be taken out for the purpose as at that date as certified by Messrs. Burne Phillips & Co. Chartered Accountants (hereinafter called "the Auditors") for the preparation of which Whitehead and the Purchaser have given joint instructions

2. FABRICS shall sell and the Purchaser shall purchase on the terms and conditions hereinafter mentioned the whole of the goodwill assets and undertaking of Fabrics (with the exception of Healey Wood Mill and the plant and machinery therein) subject to Fabrics' liabilities on a going concern basis as from the thirtieth day of June One thousand nine hundred and sixty seven all as is more particularly set forth in a balance sheet to be taken out for the purpose as at that date as certified by the Auditors and for the preparation of which Fabrics and the Purchaser have given joint instructions.

3. THE Purchaser shall without requisition or objection accept the respective titles of Whitehead and Fabrics to all the property hereby agreed to be sold.

4. THE considerations for the sales and purchases shall be :-  
(i) the allotment to Whitehead or as it shall direct of 249,999 Ordinary Shares of £1 each in the capital of the Purchaser credited as fully paid and  
(ii) the allotment to Fabrics or as it shall direct of 49,999 Ordinary Shares of £1 each in the capital of the Purchaser credited as fully paid

5. WHITEHEAD and Fabrics and the Purchaser hereby mutually undertake and agree to do and perform all such further acts matters and things as may be necessary to give effect to the respective sales and purchases hereby agreed upon and to procure the signing and execution of such further documents or deeds as may be required in connection therewith

A S W I T N E S S the hands of the parties hereto the

day and year first before written.

SIGNED by JOSEPH ERNEST WILLIAMS  
for and on behalf of David  
Whitehead & Sons Limited

} *E. Williams*

SIGNED by SYDNEY FRED PEACE for  
and on behalf of David Whitehead  
Fabrics Limited



SIGNED by ROBERT ANTHONY MORTIMORE  
for and on behalf of D. W. AND  
SONS (1967) LIMITED

} *R. A. Mortimore*

DATED

1967

DAVID WHITEHEAD AND SONS LIMITED

- and -

DAVID WHITEHEAD FABRICS LIMITED

- and -

D. W. AND SONS (1967) LIMITED

A G R E E M E N T

Number of  
Company } 909213 / 16

82049 117  
Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital OF

D.W. AND SONS (1967)

LIMITED

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.)

executed by

Cameron Kemm Nordon & Co.,

St. Vedast House,

150, Cheapside, London, E.C.2.

The Solicitors' Law Stationery Society, Limited.

21 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 11 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; 157 Hope Street, Glasgow, G.2.

PRINTED AND PUBLISHED BY COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

D.W. AND SONS (1967)

Limited

has by a Resolution of the Company dated

27th June, 1967 been increased by

the addition thereto of the sum of £ 299,900.

divided into :—

299,900 Ordinary Shares of £1 each

~~Shares of~~ each

beyond the registered Capital of £100.

Signature

(State whether Director or Secretary)

Secretary  
Director

Dated the 27th day of June, 1967

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

THE COMPANIES ACTS 1948 to 1965

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DAVID WHITEHEAD AND SONS LIMITED CH. 010.00  
Passed on 31st May 1971

AT an EXTRAORDINARY GENERAL MEETING of the  
Members of the above named Company duly  
convened and held at Lower Mill, Rawtenstall, Lancashire  
on Monday the 31st day of May  
1971 the following Resolution was duly  
passed as a SPECIAL RESOLUTION of the Company:-

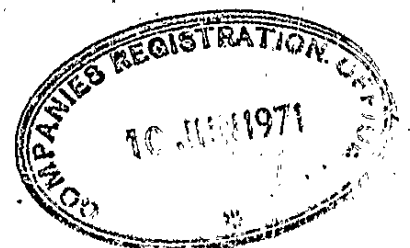
SPECIAL RESOLUTION

THAT with the consent of the Board  
of Trade the name of the Company be  
changed to:

JOHN BARNES & SONS LIMITED

*J. Horan*

CHAIRMAN.





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No.

609213

/23

I hereby certify that

**DAVID WHITEHEAD AND SONS LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**JOHN BARNES & SONS LIMITED**

Given under my hand at London the

**21st JUNE 1971**

*F. L. Knight*  
(F. L. KNIGHT)

*Assistant Registrar of Companies*

*Mar*



SPECIAL RESOLUTION

(Pursuant to Companies Act 1948)

of

JOHN BARNES & SONS ! ✓

Passed on 3<sup>rd</sup> December 1979. ✓

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Lower Mill, Rawtenstall, on the 3<sup>rd</sup> day of December 1979 the following SPECIAL RESOLUTION was duly passed, viz:

SPECIAL RESOLUTION

THAT the Memorandum of Association be altered as follows:

1. That the following paragraphs (B), (C) and (D) be inserted after paragraph (A) in clause 3 of the Company's Memorandum of Association:-

- (B) To provide consultancy, technical management, secretarial and advisory and supervisory services of every description in all matters relating to present or contemplated exploration, prospecting, mining, financial, manufacturing, industrial, commercial, marketing and management activities of every kind throughout the world.
- (C) To examine and make detailed project evaluation, financial, production, organisation, efficiency, personnel, computer application and management studies in relation to existing and contemplated projects of every description throughout the world; to compile, analyse, evaluate and utilize statistics and information of all kinds; to undertake, develop and supervise operational and other research and experimental work and practices of all kinds; to promote good labour relations; and to establish effective systems for gathering, classifying and disseminating information of all kinds.
- (D) To undertake the office of trustee, executor, director, secretary, administrator, committee, manager, attorney, delegate and any other offices or situations of trust or confidence, and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business.



2. THAT paragraph (T) of clause 3 of the Memorandum of Association be deleted and the following paragraph be inserted in its place:-

(T) 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 either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantees, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharging of liabilities both present and future due, owing or incurred to bankers) of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of a company which is for the time being the Company's holding company, as defined by section 154 of the Companies Act, 1948 or another subsidiary as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to create mortgages charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantee or otherwise.

3. THAT at the end of clause 3 thereof the following paragraph be inserted:-

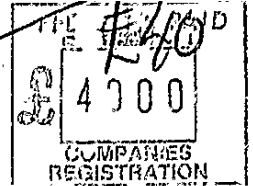
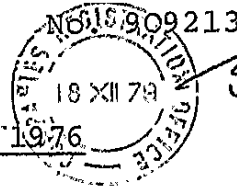
All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. THAT each paragraph of clause 3 be relettered to take account of the foregoing.



Chairman.

THE COMPANIES ACTS 1948 to 1976



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

JOHN BARNES & SONS LIMITED

At an Extraordinary General Meeting of the Members of the  
said Company, duly convened, and held at Lower Mill,  
Rawtenstall, Lancashire in the County of  
on the 3<sup>rd</sup> day of December 1979  
the following resolution was duly passed as a special  
resolution:-

RESOLUTION

That with the consent of the Department of Trade the name  
of the Company be changed to :-

DAVID WHITEHEAD & SONS LIMITED

  
CHAIRMAN



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**COPY**

No. 909213

52

I hereby certify that

**JOHN BARNES & SONS LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**DAVID WHITEHEAD & SONS LIMITED**

Given under my hand at Cardiff the **5TH JANUARY 1980**

**F. A. WILSON**

*Assistant Registrar of Companies*