



*Companies House*  
*for the record*

## **NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD**

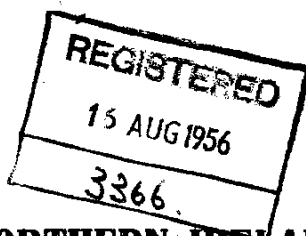
**Companies House regrets that the microfiche record for this company, contains some documents, which are illegible.**

**The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.**

**Companies House would like to apologise for any Inconvenience this may cause**



No. of  
Company 3736/1.



Form No. 41.

## THE COMPANIES ACT (NORTHERN IRELAND), 1932.



Declaration of Compliance with the requirements of the Companies Act  
(Northern Ireland), 1932, on application for registration of a Company.  
*Pursuant to Section (15)2.*

Name of  
Company

Joseph Ballentine (Belfast), Limited.

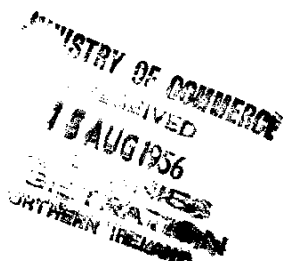
Presented by

Cunningham & Dukey,

Solicitors,

10, Chichester Street, Belfast.

Telephone:  
HOLBORN 3986.



INCLUSIVE SERVICE LIMITED,  
Company Registration Agents and Printers,  
15-17 Chichester Rents, Chancery Lane, W.C.2.

I, Arthur Robert Marshall  
of 10, Gloucester Street in the City  
of Belfast

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

of Joseph Ballentine, (Belfast),  
Limited,

and That all the requirements of the Companies Act (Northern Ireland),  
1932, in respect of matters precedent to the registration of the said Com-  
pany 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 10 Gloucester  
Street in the City of  
Belfast  
the 15<sup>th</sup> day of August one  
thousand nine hundred and fifty six  
before me,

Arthur W. Allen

(b) A Commissioner for Oaths.

Arthur R. Marshall

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

- (a) "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."  
(b) or Notary Public or Justice of the Peace.

*The Companies Act (Northern Ireland), 1932.*

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COMPANY LIMITED BY SHARES

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**Memorandum**

and

**Articles of Association**

OF

**JOSEPH BALLENTINE (BELFAST), LIMITED.**

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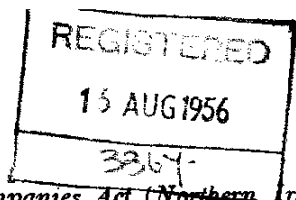
*Incorporated the      day of      1956.*

---

CUNNINGHAM & DICKEY,  
10 Chichester Street,  
Belfast.  
Solicitors.

ED  
10/3

3735/2.



Companies Act (Northern Ireland), 1932.



COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

### JOSEPH BALLENTINE (BELFAST), LIMITED.

1. The name of the Company is "JOSEPH BALLENTINE (BELFAST), LIMITED." ✓
2. The registered office of the Company will be situate in Northern Ireland. ✓
3. The objects for which the Company is established are :—
  - (A) To carry on the business of manufacturers, representatives, distributors, merchants, factors, retailers and dealers in all classes of electrical apparatus, components, appliances, accessories, power lighting and heating equipment, also in all such equipment powered or controlled by gas, oil or steam, also in all classes of engineers, mill furnishers, ship builders, textiles, equipment, machinery, tools and to carry out a repair and renovation service for all or any of the aforementioned electrical, gas, steam, oil, engineering products, and generally deal in goods and merchandise of all kinds.
  - (B) Either with or in connection with the business aforesaid or otherwise to buy, sell, manipulate, and deal in, both wholesale and retail, commodities, articles and things of all kinds which can conveniently be dealt in by the Company in connection with any of its objects.

- (C) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or extension of any of the businesses aforesaid or calculated directly or indirectly to enhance the value of or render more profitable any of the assets, property or rights of the Company.
- (D) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (E) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (F) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar

to or capable of being advantageously carried on in conjunction with the business of the Company.

- (G) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences, and rights over or in respect of or otherwise deal with or dispose of the whole or any part of the undertaking property and assets for the time being of the Company for such consideration as the Company may think fit.
- (H) To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital and by issuing, whether at par or at a premium or discount, or depositing, any debentures, debenture stock, notes or other instruments constituting an acknowledgment of indebtedness whether creating a charge or not.
- (I) To secure or guarantee by mortgage, charge or otherwise, the performance and discharge of any contract, obligation or liability of the Company or of any other person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (J) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (K) To invest and deal with moneys of the Company not

immediately required in such manner and upon such investments as the Company may from time to time think fit.

- (L) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (M) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and the dependents of such persons, and to maintain or contribute to any pension provident or other funds, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (N) To promote or concur in promoting any other Company for the purpose of acquiring the undertaking or any of the property assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such company.
- (O) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.



5.

(P) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted on such terms generally as the Company shall think fit.

(Q) To distribute among the members in kind any property or assets of the Company which the Company may be competent to distribute.

(R) To do all or any of the above things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise.

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

(T) Each of the foregoing sub-clauses shall be deemed to be an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £2,000 divided into 2,000 shares of £1 each. ✓

The Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 3 of Table A in the first Schedule to the Companies Act (Northern Ireland), 1932.

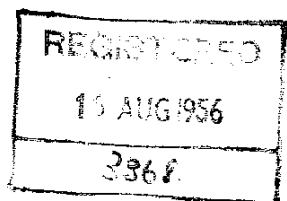
WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<i>Joseph Ballentine, 7, Dundela Gardens. Belfast. Manufacturers Representative.</i>	One
<i>James Wolfe Hunt, 113, Malborough Rd South, Belfast. Manufacturers Representative.</i>	One.
<i>Anne Ballentine 7 Dundela Gardens Belfast Married Woman</i>	one
Total Shares taken	three

Dated the *eleventh* day of *August* 1956.

Witness to the above Signatures—

*John Goulet*  
*10 Winchester Street*  
*Belfast*  
*Solicitor's Assistant*



8.



*The Companies Act (Northern Ireland), 1932.*

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

## JOSEPH BALLENTINE (BELFAST), LIMITED.

P.C.  
art's 2, 3

### PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act (Northern Ireland), 1932 (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles.

2. Clauses 45, 46, 64, 66, 69, 72, 82 and 101 of Table A shall not apply to the Company. Clause 7 of Table A shall be varied by omitting therefrom the words "other than fully paid shares," Clause 19 by omitting therefrom the words "not being fully paid shares" and Clause 68 by omitting therefrom all the words after the words "ceases from any cause to be a Director."

3. The Company is a private company and accordingly:—

- (A) The right to transfer the shares in the Company is restricted as by these Articles provided;
- (B) The number of the members of the Company is limited to fifty (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); Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this provision be treated as a single member; and

- (c) Any invitation to the public to subscribe for any shares, debentures, debenture stock, bonds or other securities of the Company is prohibited.

#### SHARES.

4. The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Article 3, and so that no shares may be issued at a discount except as provided by Section 47 of the Companies Act (Northern Ireland), 1932. 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, but the commission may not exceed ten per cent. of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder.

6. The value of each share in the Company shall be fixed at each annual general meeting of the Company and until so fixed the value of each share shall be £1, and any share sold or transferred can only be sold or transferred at the value so fixed at the preceding annual general meeting.

#### GENERAL MEETINGS.

7. 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. If within half an hour from the time appointed for any meeting a quorum is not present, the meeting shall be dissolved.

#### DIRECTORS.

8. Until the Company in General Meeting shall otherwise determine the number of the Directors shall not be more than four<sup>NOR</sup> less than two. The following shall be the first Directors of the Company namely:—JOSEPH BALLENTINE, 7 Dundela Gardens, Belfast, ANNE BALLENTINE, 7 Dundela Gardens, Belfast and JAMES WYLIE HUNTER, 113 Marlborough Park South, Belfast.

see  
Sec. 2

9. The qualification of a Director shall be the holding of not less than 250 shares in the Company. A Director may act before acquiring his qualification, but a Director who is not already qualified must obtain his qualification within two months after his appointment.

see Sec. 20.

10. The office of a Director shall be vacated:—

- (A) If he ceases to hold or fails within two months after his appointment to obtain the requisite share qualification; or
- (B) If he becomes bankrupt or compounds with his creditors; or

11.

- (C) If he becomes prohibited from being a Director by reason of any order made under Section 244 of the Companies Act (Northern Ireland), 1932 ; or
- (D) If he is found lunatic, or becomes of unsound mind ;  
or
- (E) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of his absence vacated office ; or
- (F) If he resigns his office by notice in writing to the Company.

✓ 11. A Director may hold any other position or office of profit under the Company except that of Auditor upon such terms as the Board of Directors may determine. A Director may contract or be interested in any contract or proposed contract with the Company as if he were not a Director, but he must declare the nature of his interest therein as required by Section 144 of the Companies Act (Northern Ireland), 1932, and he may not as a Director vote in respect of any such contract or proposed contract, and if he do so his vote shall not be counted, but the said prohibition against voting shall not apply to any contract or arrangement for giving security to any Director for any advance to the Company or in respect of any liability or obligation of the Company guaranteed or undertaken by him, and the Company in General Meeting may at any time relax or remove such prohibition.

12. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company.

13. 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. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

#### GOVERNING DIRECTOR.

14. Notwithstanding anything contained in these Articles the following provisions shall have effect :—

(a) The said Joseph Ballentine during his life or until he resigns the office shall be the Governing Director of the Company. He shall preside at all meetings of Directors and of the Company and he shall have authority to exercise all the powers authorities and discretions by these presents vested in the Directors generally and all the other Directors (if any) for time being shall be under his control and shall be bound to conform to his directions in regard to the Company's business.

(b) The Governing Director whilst holding the office may from time to time appoint any other persons to be Directors of the Company and may define limit and restrict their powers and may fix and determine their remuneration and duties and may at any time remove any Director howsoever appointed and may at any time convene a general meeting of the Company. Every such appointment and removal must be in writing under the hand of the Governing Director.

(c) If the Governing Director shall resign his office he shall become an ordinary Director.

(d) When the office of Governing Director shall terminate by reason of the death or resignation of the said Joseph Ballentine the other Directors then in office shall forthwith convene a general meeting of the Company for the purpose of electing a Board of Directors and if they do not convene such meeting within 14 days any member may convene such meeting.



WINDING UP.

15. If the Company shall be wound up the Liquidator with the sanction of an Extraordinary Resolution may distribute in kind all or any part of the assets of the Company available for distribution among the members or may for the purposes of bringing the liquidation to a close and dissolving the Company vest such assets in trustees for the benefit of the members Provided that no member shall be compellable to accept any partly paid up shares in any company.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Joseph Ballentine; 4, Dundela Gardens Belfast.  
Manufacturers' Representative.

James Wylie Klenk, 113, Marlborough Park South Belfast.  
Manufacturers' Representative.

Anna Ballentine 7 Dundela Gardens  
Belfast.

Married Woman

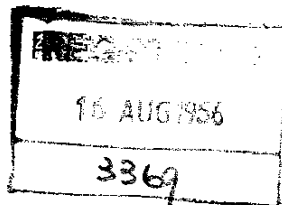
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Dated the 11<sup>th</sup> day of August 1956.

Witness to the above Signatures:—

John McCuller  
10 Winchester Street,  
Belfast  
Solicitor's Assistant

No. of  
Company 3735/4.



Form No. 25.

## Statement of the Nominal Capital



Name of  
Company

Joseph Ballentine (Belfast),

Limited.

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, and Section 39 of the Finance Act, 1920, and Section 1 of the Finance Act (Northern Ireland), 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

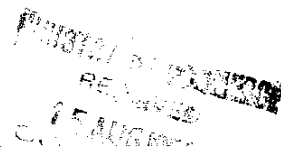
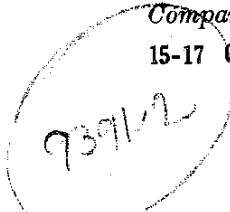
Cunningham & Dickey  
Solicitors,

10, Cluchester Street, Belfast

Telephone :  
HOLBORN 3986.

INCLUSIVE SERVICE LIMITED,

Company Registration Agents and Printers,  
15-17 Chichester Rents, Chancery Lane, W.C.2



The NOMINAL CAPITAL of Joseph Ballentine (Belfart),

Limited,

is £ 2000, divided into 2,000 shares of £ 1-0-0

each.

Signature

Joseph Ballentine

Description

Director

Date

11th August 1956

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

DUPLICATE FOR THE FILE

No. N.I. 3735



# Certificate of Incorporation.

I hereby certify that

JOSEPH BALLENTINE (BELFAST), LIMITED

is this day Incorporated under the Companies Act (Northern Ireland), 1932,  
and that the Company is **Limited**.

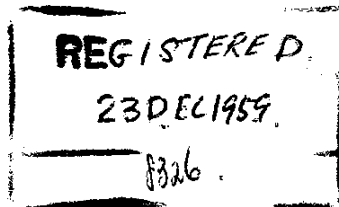
Given under my hand at Belfast, this sixteenth day  
of August, One Thousand Nine Hundred and fifty six.

*W. MacCister*  
Asst. Registrar of Companies for Northern Ireland.

Certificate  
received by }

*Gunningham & Dickey*  
Solicitors

N.I. 3735 / 12



C.R. 5/-



At a Special Meeting of Shareholders of the Company held at the registered offices of the Company on 30th November, 1959, the undernoted Special Resolution was passed :—

It was proposed by Mr. James S. Adgey, seconded by Mrs. Eleanor M. Adgey and unanimously agreed that the name of the Company be altered from

Joseph Ballentine (Belfast), Limited

to

ADCO DISTRIBUTORS (N.I.) LIMITED

*James S. Adgey*

Director

*Eleanor M. Adgey*

Director

MINISTRY OF COMMERCE

22 DEC 1959

COMMERCIAL REGISTRY  
NORTHERN IRELAND

DUPLICATE FOR THE FILE.

No. N.I. 3735



# Certificate of Change of Name.

I hereby certify That

JOSEPH BALLENTINE (BELFAST), LIMITED

having, with the sanction of a **Special Resolution** of the said Company, and with the approval of the Ministry of Commerce, changed its name, is now called

ADCO DISTRIBUTORS (N.I.) LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at Belfast, this 23rd day of December,

One Thousand Nine Hundred and Fifty-nine

*Joseph Edwards*

Registrar of Companies for Northern Ireland.

Certificate received by

*W. J. Lankley*  
*H. Ambury*

*11, Wellington Place Belfast*

Date 2/1/60

3395/201

PRICE FOURPENCE  
(Excluding Purchase Tax)

Form No. 16

THE COMPANIES ACT (NORTHERN IRELAND), 1960

~~EXTRAORDINARY~~  
SPECIAL

RESOLUTION

OF

(N.I.)

Adco Distributors (Northern Ireland) LIMITED



At an Extraordinary General Meeting of the Members of the above-named company  
duly convened and held at

11 Wellington Place, Belfast.

on the 8th

June

1963

day of

REGISTERED

11 JUN 1963

6/65

\*Extraordinary  
the following Resolution was duly passed :  
Special

It was proposed by Mr.J.S. Adgey, seconded by Mr.T.C.  
Streeter and unanimously agreed:-

That the number of Directors of the Company shall not  
be more than eight nor less than six, and that  
Article Number 8 be altered accordingly.

It was proposed by Mr.J.S. Adgey, seconded by Mr.T.C.  
Streeter and unanimously agreed that:-

It shall not be necessary for a Director to hold any  
shares of the Company to qualify as a Director and  
that Article Number 9 be altered accordingly.

MINISTRY OF FINANCE

REGISTRATION  
NORTHERN IRELAND

Signature

Officer

\*Delete whichever is not applicable



**A**

Company number

3735

53

For official use

--	--	--

Name  
Registered  
office  
address

ADCO DISTRIBUTORS (NI) LIMITED  
 ROYSTON HOUSE  
 34 UPPER QUEEN STREET  
 BELFAST BT1 6HG

**2**

No fee payable

The Companies Acts (Northern Ireland) 1960 and 1978

**Notice of accounting reference date**

Pursuant to Article 4(1) of the Companies (Northern Ireland) Order 1978

To the Registrar of Companies

**Notes**\*Delete if  
inappropriatePlease complete  
in block letters  
in bold black ink  
or type.**Important**The accounting  
reference date to be  
entered alongside should  
be completed as in the  
following examples:31 March —  
Day Month

3	1	0	3
---	---	---	---

5 April —  
Day Month

0	5	0	4
---	---	---	---

31 December  
Day Month

3	1	1	2
---	---	---	---

†Delete as appropriate

Name of Company:

ADCO DISTRIBUTORS (NI)

Limited\*

hereby gives you notice in accordance with paragraph (1) of  
 Article 4 of the Companies (Northern Ireland) Order 1978—  
 that the accounting reference date on which the company's  
 accounting reference period is to be treated as coming  
 to an end in each successive year is as shown below:

Please mark X in the box  
below if not a private  
company

Company number

Day Month

3735	3	0	0	6
------	---	---	---	---

Signed

*[Signature]*

Date

1/6/82

†Director/Secretary

Presenter's name,  
address and  
reference (if any):

For official use only

REGISTERED  
 16 JUL 1982  
 CHECKED (M) M.

DEPT. OF COMMERCE  
 COMPANIES REGISTRATION  
 RECEIVED  
 - 16 JUN 1982

PLACE WATERMARK  
 CHARACTER AND NUMBER  
 34 UPPER QUEEN STREET  
 BELFAST BT1 6HG

## THE COMPANIES (NORTHERN IRELAND) ORDER 1986.

~~\*EXTRAORDINARY~~ \_\_\_\_\_ RESOLUTION  
SPECIAL

OF

..... ADCO DISTRIBUTORS (NI) ..... LIMITED

At an extraordinary General Meeting of the Members of the above-named company duly convened and held at ..... 9 Seagoe Industrial Estate, Portadown, Craigavon, .....  
BT63 3QD ..... on the ..... 6th ..... day of  
..... JANUARY ..... 1989....

the following ~~\*Extraordinary~~ Resolution was duly passed:  
Special

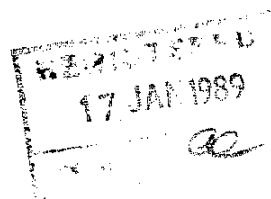
That the existing paragraph 3A be deleted of the Memorandum of Association and be substituted by the following:-

Paragraph 3A.

To carry on the business of manufacturing retread and remould tyres. Repairing all types of tyres. Distribution and retail of tyres and accessories.

Signature .....

Officer .....



\*Delete whichever is not applicable

*The Companies Act, (Northern Ireland), 1932.*

COMPANY LIMITED BY SHARES

# Memorandum

and

# Articles of Association

OF

ADCO DISTRIBUTORS (N.I.) LIMITED

REGISTERED  
17 JAN 1959  
e

*Incorporated the 16th day of August 1956.*

CUNNINGHAM & DICKEY,

10 Chichester Street,

Belfast.

Solicitors.

CERTIFICATE OF UPDATING

THIS IS TO CERTIFY THAT THIS IS AN UPDATED COPY  
OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF

ADCO DISTRIBUTORS (N.I.) LIMITED

AS AT THE : 6 JANUARY 1989

SIGNED :



DIRECTOR

No. N.I. 3735.



## Certificate of Incorporation.

---

I Hereby Certify That

JOSEPH BALLENTINE (BELFAST), LIMITED

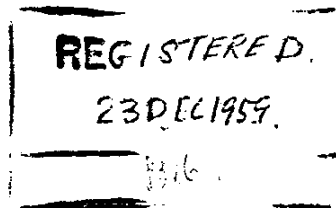
is this day Incorporated under the Companies Act (Northern  
Ireland), 1932, and that the Company is LIMITED.

Given under my hand at Belfast this sixteenth day  
of August One Thousand Nine Hundred and Fifty-six.

J. McALLISTER,

*Asst. Registrar of Companies for Northern Ireland.*

N.I. 3735 / 12



C.R. 5/-



At a Special Meeting of Shareholders of the Company held at the registered offices of the Company on 30th November, 1959, the undernoted Special Resolution was passed :—

It was proposed by Mr. James S. Adgey, seconded by Mrs. Eleanor M. Adgey and unanimously agreed that the name of the Company be altered from

Joseph Ballentine (Belfast), Limited

to

ADCO DISTRIBUTORS (N.I.) LIMITED

.. *James S. Adgey* .. Director  
.. *Eleanor M. Adgey* .. Director

**CERTIFIED TRUE COPY**

I HEREBY CERTIFY THIS PAGE AND THE FOLLOWING PAGES TO BE A TRUE COPY OF THE ORIGINAL

- 9 JAN 1988

Assistant Registrar .....

*Mary A. Dunne*

MINISTRY OF COMMERCE

22 DEC 1959

COMPANY REGISTRATION  
NORTHERN IRE

*The Companies Act, (Northern Ireland), 1932.*

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COMPANY LIMITED BY SHARES

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# Memorandum

and

# Articles of Association

OF

ADCO DISTRIBUTORS (N.I.) LIMITED

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*Incorporated the 16th day of August 1956.*

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CUNNINGHAM & DICKEY,

10 Chichester Street,

Belfast.

Solicitors.

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COMPANY LIMITED BY SHARES

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Memorandum of Association

OF

ADCO DISTRIBUTORS (N.I.) LIMITED

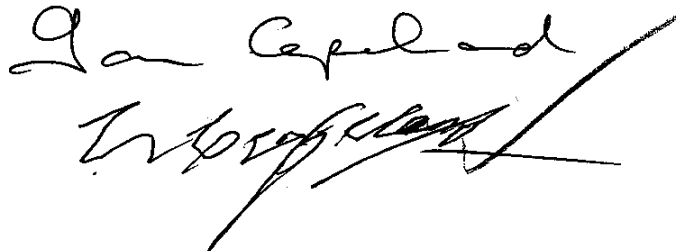
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1. The name of the Company is " ADCO DISTRIBUTORS (NI) LIMITED.

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

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

(A) To carry on the business of manufacturing retread and remould tyres. Repairing all types of tyres. Distribution and retail of tyres and accessories.



(B) Either with or in connection with the business aforesaid or otherwise to buy, sell, manipulate, and deal in, both wholesale and retail, commodities, articles and things of all kinds which can conveniently be dealt in by the Company in connection with any of its objects.



- (C) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or extension of any of the businesses aforesaid or calculated directly or indirectly to enhance the value of or render more profitable any of the assets, property or rights of the Company.
- (D) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (E) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (F) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar

to or capable of being advantageously carried on in conjunction with the business of the Company.

- (G) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences, and rights over or in respect of or otherwise deal with or dispose of the whole or any part of the undertaking property and assets for the time being of the Company for such consideration as the Company may think fit.
- (H) To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital and by issuing, whether at par or at a premium or discount, or depositing, any debentures, debenture stock, notes or other instruments constituting an acknowledgment of indebtedness whether creating a charge or not.
- (I) To secure or guarantee by mortgage, charge or otherwise, the performance and discharge of any contract, obligation or liability of the Company or of any other person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (J) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (K) To invest and deal with moneys of the Company not

immediately required in such manner and upon such investments as the Company may from time to time think fit.

- (L) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (M) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and the dependents of such persons, and to maintain or contribute to any pension provident or other funds, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (N) To promote or concur in promoting any other Company for the purpose of acquiring the undertaking or any of the property assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such company.
- (O) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.

(P) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted on such terms generally as the Company shall think fit.

(Q) To distribute among the members in kind any property or assets of the Company which the Company may be competent to distribute.

(R) To do all or any of the above things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise.

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

(T) Each of the foregoing sub-clauses shall be deemed to be an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £2,000 divided into 2,000 shares of £1 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 3 of Table A in the first Schedule to the Companies Act (Northern Ireland), 1932.

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.
JOSEPH BALLENTINE, 7, Dundela Gardens, Belfast. Manufacturer's Representative.	One
JAMES WYLIE HUNTER, 113, Marlborough Park South, Belfast. Manufacturer's Representative.	One
ANNE BALLENTINE, 7, Dundela Gardens, Belfast. Married Woman.	One
Total Shares taken	Three

Dated the 11th day of August 1956.

Witness to the above Signatures :—

JOHN COULTER,  
10 Chichester Street,  
Belfast.

Solicitor's Assistant.

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COMPANY LIMITED BY SHARES.

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Articles of Association

OF

ADCO DISTRIBUTORS (N.I.) LIMITED

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PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act (Northern Ireland), 1932 (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles.
2. Clauses 45, 46, 64, 66, 69, 72, 82 and 101 of Table A shall not apply to the Company. Clause 7 of Table A shall be varied by omitting therefrom the words "other than fully paid shares," Clause 19 by omitting therefrom the words "not being fully paid shares" and Clause 68 by omitting therefrom all the words after the words "ceases from any cause to be a Director."
3. The Company is a private company and accordingly:—
  - (A) The right to transfer the shares in the Company is restricted as by these Articles provided;
  - (B) The number of the members of the Company is limited to fifty (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); Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this provision be treated as a single member; and

- (c) Any invitation to the public to subscribe for any shares, debentures, debenture stock, bonds or other securities of the Company is prohibited.

### SHARES.

4. The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Article 3, and so that no shares may be issued at a discount except as provided by Section 47 of the Companies Act (Northern Ireland), 1932. 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, but the commission may not exceed ten per cent. of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder.



6. The value of each share in the Company shall be fixed at each annual general meeting of the Company and until so fixed the value of each share shall be £1, and any share sold or transferred can only be sold or transferred at the value so fixed at the preceding annual general meeting.

#### GENERAL MEETINGS.

7. 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. If within half an hour from the time appointed for any meeting a quorum is not present, the meeting shall be dissolved.

#### DIRECTORS.

8. Until the Company in General Meeting shall otherwise determine the number of the Directors shall not be more than four nor less than two. The following shall be the first Directors of the Company namely:—JOSEPH BALLENTINE, 7 Dundela Gardens, Belfast, ANNE BALLENTINE, 7 Dundela Gardens, Belfast and JAMES WYLIE HUNTER, 113 Marlborough Park South, Belfast.

Resolution.

21/6/1963

9. ~~The qualification of a Director shall be the holding of not less than 250 shares in the Company. A Director may act before acquiring his qualification, but a Director who is not already qualified must obtain his qualification within two months after his appointment.~~ NO QUALIFICATION REQUIRED

10. The office of a Director shall be vacated:—

(A) If he ceases to hold or fails within two months after his appointment to obtain the requisite share qualification; or

(B) If he becomes bankrupt or compounds with his creditors; or

- (C) If he becomes prohibited from being a Director by reason of any order made under Section 244 of the Companies Act (Northern Ireland), 1932 : or
- (D) If he is found lunatic, or becomes of unsound mind ;  
or
- (E) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of his absence vacated office ; or
- (F) If he resigns his office by notice in writing to the Company.

11. A Director may hold any other position or office of profit under the Company except that of Auditor upon such terms as the Board of Directors may determine. A Director may contract or be interested in any contract or proposed contract with the Company as if he were not a Director, but he must declare the nature of his interest therein as required by Section 144 of the Companies Act (Northern Ireland), 1932, and he may not as a Director vote in respect of any such contract or proposed contract, and if he do so his vote shall not be counted, but the said prohibition against voting shall not apply to any contract or arrangement for giving security to any Director for any advance to the Company or in respect of any liability or obligation of the Company guaranteed or undertaken by him, and the Company in General Meeting may at any time relax or remove such prohibition.

12. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company.

13. 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. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

#### GOVERNING DIRECTOR.

14. Notwithstanding anything contained in these Articles the following provisions shall have effect :—

(a) The said Joseph Ballentine during his life or until he resigns the office shall be the Governing Director of the Company. He shall preside at all meetings of Directors and of the Company and he shall have authority to exercise all the powers authorities and discretions by these presents vested in the Directors generally and all the other Directors (if any) for time being shall be under his control and shall be bound to conform to his directions in regard to the Company's business.

(b) The Governing Director whilst holding the office may from time to time appoint any other persons to be Directors of the Company and may define limit and restrict their powers and may fix and determine their remuneration and duties and may at any time remove any Director howsoever appointed and may at any time convene a general meeting of the Company. Every such appointment and removal must be in writing under the hand of the Governing Director.

(c) If the Governing Director shall resign his office he shall become an ordinary Director.

(d) When the office of Governing Director shall terminate by reason of the death or resignation of the said Joseph Ballentine the other Directors then in office shall forthwith convene a general meeting of the Company for the purpose of electing a Board of Directors and if they do not convene such meeting within 14 days any member may convene such meeting.

## WINDING UP.

15. If the Company shall be wound up the Liquidator with the sanction of an Extraordinary Resolution may distribute in kind all or any part of the assets of the Company available for distribution among the members or may for the purposes of bringing the liquidation to a close and dissolving the Company vest such assets in trustees for the benefit of the members Provided that no member shall be compellable to accept any partly paid up shares in any company.

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NAMES. ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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JOSEPH BALLENTINE,  
7, Dundela Gardens,  
Belfast.  
Manufacturer's Representative.

JAMES WYLIE HUNTER,  
113, Marlborough Park South,  
Belfast.  
Manufacturer's Representative.

ANNE BALLENTINE,  
7, Dundela Gardens,  
Belfast.  
Married Woman.

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Dated the 11th day of August 1956.

Witness to the above Signatures:—

JOHN COULTER,  
10 Chichester Street,  
Belfast.

Solicitor's Assistant.

COMPANY LIMITED BY SHARES.

Memorandum

and

Articles of Association

OF

ADCO DISTRIBUTORS (N.I.) LIMITED

Incorporated the 16th day of August 1956.

CUNNINGHAM & DICKEY,

10 Chichester Street,

Belfast.

Solicitors.

INCLUSIVE SERVICE LIMITED

15-17 Chichester Rents, Chancery Lane, London, W.C.2