

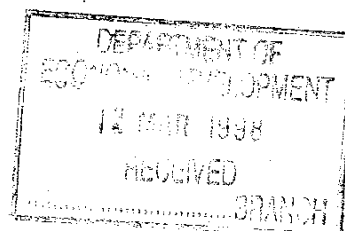
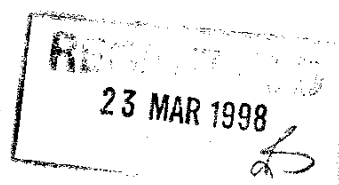
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CERTIFICATE OF UPDATING

This is to certify that that is an updated copy of the Memorandum  
and Articles of Association of R. H. Huston & Son Limited as at  
2 January 1998

Signed: *E M Huston*

E M Huston  
Company Secretary



**COMPANY LIMITED BY SHARES**

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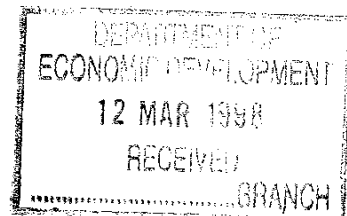
**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**R. H. Huston & Son Limited**



## COMPANY LIMITED BY SHARES

### Memorandum of Association

OF

#### R. H. HUSTON & SON LIMITED

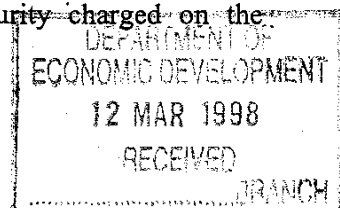
1. The name of the Company is "R. H. HUSTON & SON LIMITED."
2. The Registered Office of the Company will be situate in Northern Ireland.
3. The objects for which the Company is established are:-
  - (a) To carry on in the United Kingdom or elsewhere the Business or Businesses (whether Manufacturing, Wholesale or Retail) of Shirts, Collars, Pyjamas, Handkerchiefs, Clothing, Underclothing and Wearing Apparel, Manufacturers, Laundrymen, Boxmakers, Merchants, Warehousemen, Agents, Silk Mercers, Drapers, Silk Weavers, Worsted and Cotton Spinners, Cloth, Wood, Linen, Cotton, Nylon and Yarn Merchants, Furriers, Haberdashers, Hosiers, Importers, Restaurant and Canteen Proprietors, Manufacturers and Dealers of and in Textile Fabrics of all kinds, Flags, Buntings, Buttons, Plastic Goods, Carpets, Furniture, Upholstery, Sheets, Pillowcases, Bed Spreads, Blankets, Parchments, Book-Bindings, Mats, Satins, Velvets Trimmings of every kind, Tailors, Hatters, Clothiers, Boot and Shoe Makers, Outfitters, Glovers, Lace Manufacturers and Dealers, Dyers and Cleaners, Collar Dressers, Carpet Beaters and Importers, Printers, Dealers of and in Leather, Fancy and Sports Goods, and Dominion, Colonial and Foreign Agents, and to purchase, maintain and work all machinery incidental to or useful for carrying on any of such Businesses.
  - (b) To carry on the business of Steam and General Laundry, and to prepare for sale or use Shirts, Collars, Pyjamas, Handkerchiefs, Clothing and Underclothing and Wearing Apparel of all kinds, Household and other Linen, Cotton, Woollen Fabrics, and Clothing of all kinds.
  - (c) To buy, sell, exchange, treat and deal in Shirts, Collars, Pyjamas, Handkerchiefs, Clothing and Underclothing and Wearing Apparel of all kinds, and Linen, Cotton and Woollen Goods and Fabrics of all kinds, and generally to treat, buy, sell and deal in commodities of all kinds which can conveniently be dealt in or manufactured by the Company in connection with any of its objects.

(d) To acquire and deal with the property following:-

- (1) The business property and liabilities of any Company, Firm or person carrying on any business within the objects of this Company.
- (2) Lands, Buildings, Easements or other interests in Real Estate.
- (3) Plant, Machinery, Motor Cars and Motor Lorries, Trucks and Personal Estate and Effects.
- (4) Patents, Patent Rights or Inventions, Copyrights, Designs, Trade Marks or Secret Processes.
- (5) Shares or Stocks or Securities in or of any Company or Undertaking, the acquisition of which may promote or advance the interests of this Company.

(e) To perform or to do all or any of the following operations, acts or things:-

- (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (2) To sell, let, dispose of, grant rights over all or any property of the Company.
- (3) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (4) To grant licences to use patents or secret processes of the Company.
- (5) To buy, sell, manufacture, repair, alter, and exchange, hire or let on hire, improve, prepare for market, export, import, or otherwise deal in all kinds of plant, machinery, motors, apparatus, tools or utensils, and to supply power.
- (6) To draw, accept and negotiate Bills of Exchange, Promissory Notes and other negotiable instruments.
- (7) To borrow money or receive money on deposit either without security or secured by Debentures, Debentures Stock (perpetual or terminable), Mortgage or other security charged on the



undertaking, or on all or any of the assets of the Company including Uncalled Capital.

- (8) To lend money with or without security and to invest money of the Company in such manner other than in the Shares of this Company as the Directors think fit.
- (9) To enter into arrangements for joint working in business or for sharing of profits, or for amalgamation with any other Company, firm or person carrying on business within the objects of this Company.
- (10) To enter into any arrangements with any Governments or Authorities (supreme, municipal, local or otherwise), or any Corporations, Companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, Authority, Corporation, Company or persons, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, concessions, decrees, rights, privileges, and concessions.
- (11) To remunerate any person, firm, or company rendering services to the company, whether by cash payment or by the allotment to him or them of Shares or Securities of the Company credited as paid up in full or in part or otherwise.
- (12) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid up Shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally in such terms as the Company may determine.
- (13) To sell the undertaking and all or any of the property of the Company for Cash or for Stock, Shares, or Securities of any other Company or for other consideration.
- (14) To promote Companies.
- (15) To provide for the welfare of persons employed or formerly employed by the Company or any predecessors in business of the Company, and the wives, widows and families of such persons by grants of money or other aid or otherwise as the Company shall think fit.
- (16) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or

which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.

- (17) To distribute in specie assets of the Company properly distributable amongst the members.
- (f) To do all or any of the things hereinbefore authorised either alone or in conjunction with, or as factors, trustees, or agents for others, or by or through factors, trustees, or agents.
- (g) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
5. The Share Capital of the Company is £15,000, divided into 15,000 Shares of £1 each, with power from time to time to increase or reduce such Capital, and to attach to the Shares or any of them, whether in the original or increased Capital, preferential, deferred or special rights, privileges, or conditions as to Dividend, repayment of Capital, voting power or otherwise, and with power to alter or vary such rights, privileges or conditions.

WE, the several persons whose names and addressees 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
Robert Hezlett Huston Islandflackey Portrush Shirt & Pyjama Manufacturer	One
Robert Hezlett Huston (Jun) Islandflackey Portrush Shirt & Pyjama Manufacturer	One
Total Shares taken	Two

Dated this 20th day of March 1958.

Witness to above Signature: James A Anderson, Solicitor, Coleraine

**THE COMPANIES ACT (NORTHERN IRELAND), 1932**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**OF**

**R. H. HUSTON & SON LIMITED**

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1. The Company is registered as a Private Company and accordingly.
  - (a) The right to transfer Shares is restricted in manner hereinafter provided.
  - (b) The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who have 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 person.
  - (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited.
2. Subject as hereinafter provided the provisions of Table A in the First Schedule to the Companies Act (Northern Ireland), 1932 (hereinafter referred to as "Table A") shall apply to this Company.

**SHARE CAPITAL**

3. The original Share Capital of the Company is £15,000, divided into 15,000 Shares of £1 each.

#### TRANSFER AND TRANSMISSION OF SHARES

4. The Directors may at any time in their absolute and uncontrolled discretion, and without assigning any reason therefor, refuse to register any proposed Transfer of Shares whether fully paid or not, and whether the Company has or has not a lien thereon, and Clause 19 of Table A shall be modified accordingly.
5. The fair value of Shares offered for sale under Article 6 hereof in default of agreement between the Shareholder wishing to sell such Shares and the Purchaser or Purchasers thereof shall be the fair value certified in writing by the Auditor of the Company for the time being.
6.
  - (a) If any Shareholder wishes to sell or transfer all or any of his Shares he shall give notice in writing (hereinafter called the "Transfer Notice") to the Directors that he desires to transfer the same. The Transfer Notice may include several Shares, and in such cases shall operate as if it were a separate notice in respect of each Share, and it shall not be revocable except with the sanction of the Directors. The Transfer Notice shall constitute the Directors, his Agents, for the sale of such Share or Shares at the value agreed or fixed in accordance with Article 5 hereof.
  - (b) The Shares comprised in any Transfer Notice shall in the first place be offered to the Directors in proportion to their respective holdings, and if any Director is undesirous of acquiring such Shares his proportion shall be offered to the remaining Directors in proportion to their respective holdings. In the event of any Shares not being so taken up by any Director, they shall then be offered to the remaining Shareholders of the Company in proportion to their respective holdings.
  - (c) The Shares comprised in any Transfer Notice which are not taken up under the provisions of the preceding paragraph within three calendar months after the receipt by the Directors of the Transfer Notice may then be offered by the holder to any person at any price, subject to the provisions of Article 4 hereof.
7. Any Share or Shares may be transferred by a Member to any Child or other issue, Wife, or Husband of any Member, and any Share or Shares of a deceased Member may be transferred by his executors or administrators to any such relative as aforesaid, and a Share or Shares standing in the name of the Trustees of the Will of any deceased Member may be transferred upon any change of Trustees to the Trustees for the time being of such Will, but the provisions of Article 4 hereof shall still apply to any such transfer.
8. Whenever any Member of the Company who is employed by the Company in any capacity ceases to be so employed, the Directors may at any time within



twenty-eight days after his leaving the employ of the Company resolve that such Member do retire, and thereupon he shall be deemed to have served the Company with a Transfer Notice pursuant to Article 6 hereof, and thereupon the same proceedings shall be taken. Notice of the passing of any such resolution shall be given to the Member affected thereby.

#### PROCEEDINGS AT GENERAL MEETINGS

9. In Clause 45 of Table A the word "Two" shall be substituted for the word "Three."

#### DIRECTORS

10. Clause 64 of Table A shall not apply and in lieu thereof the following Clause shall apply:

The First Directors of the Company shall be Robert Hezlett Huston, Robert Hezlett Huston, Junior, and Mary Stewart Huston. The said Robert Hezlett Huston shall be a Permanent Director and entitled to hold office as long as he shall live, unless he shall become disqualified from any of the causes mentioned in Article 20 hereof and Clauses 73, 74 and 80 of Table A shall not apply to a Permanent Director. Subject thereto the number of Directors shall be determined by the Company in General Meeting, provided that the number of the Directors shall never be less than Two.

11. A person may be a Director of the Company without holding any Shares therein, and Clause 66 of Table A shall not apply.

#### POWERS AND DUTIES OF DIRECTORS

12. Clause 68 of Table A shall not apply and in lieu thereof the following Clause shall apply:

The Directors may from time to time appoint one of their body to the office of Managing Director for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one and partly in another) as they may think fit.

13. Provided he shall have declared his interest in manner required by Section 144 of the Companies Act (Northern Ireland), 1932 a Director shall not be disqualified in respect of his office from contracting or entering into any arrangement with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or arrangement be voided, nor shall any Director so contracting or entering into any arrangement be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relations thereby established. Provided that no such Director shall vote as a Director in

respect of any contract or arrangement in which he is interested, and if he does so vote his vote shall not be counted.

14. A Director may hold any other office under the Company in conjunction with his office of Director, except that of Auditor.

#### ROTATION OF DIRECTORS

15. Clauses 73 and 74 of Table A shall not apply in lieu thereof the following Clause shall apply:

At the first and subsequent General Meeting of the Company all the Directors except a Permanent Director shall retire from Office.

16. Clause 77 of Table A shall not apply and in lieu thereof the following Clause shall apply:

The Company may from time to time in General Meeting increase or reduce the number of Directors provided the number of the Directors shall never be less than Two.

#### PROCEEDINGS OF DIRECTORS

17. There shall be added at the end of Clause 81 of Table A the following proviso:

Provided always that a resolution in writing signed by every Director shall have the same effect and validity as a resolution of the Directors duly passed at a meeting of the Directors duly convened and constituted.

18. Clause 82 of Table A shall not apply and in lieu thereof the following Clause shall apply:

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.

19. There shall be added after Clause 83 of Table A the following proviso:

Provided that in the event of there being only two Directors of the Company and one is incapable through illness of transacting the Company's business, on the Medical Attendant of the incapacitated Director certifying such Director to be incapable of transacting the Company's business as aforesaid, the remaining Director may during the illness of the other Director act alone and have the power of a Board of Directors.

### BORROWING POWERS

20. Clause 69 of Table A shall not apply and in lieu thereof the following clause shall apply:

The directors may exercise all powers of the company to borrow or raise, and to mortgage or charge its undertaking, property assets rights and revenues and uncalled capital, or any part thereof, and to issue and create debentures, debenture stock, mortgages charges and other securities as security for any debt, liability or obligation of the company or any third party.

### DISQUALIFICATION OF DIRECTORS

21. Clause 72 of Table A shall not apply and in lieu thereof the following Clause shall apply:

The Office of a Director shall be vacated:-

- (a) If he becomes of unsound mind or be found a lunatic.
- (b) If he becomes bankrupt.
- (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.
- (d) If he give the Company one calendar month's notice in writing that he resigns his office.

22. Any General Meeting declaring a Dividend may resolve that such Dividend be paid wholly or in part by the distribution of specific assets and in particular of paid up Shares, Debentures or Debenture Stock of the Company or paid up Shares, Debentures or Debenture Stock of any other Company or any one or more of such ways.

23. Any General Meeting may resolve that any monies, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or in the hands of the Company and available for dividend be capitalised and distributed amongst such of the Shareholders as would be entitled to receive the same if distributed by way of ordinary dividend and in the same proportions on the footing that they became entitled thereto as capital, and that all or any part of such capitalised fund be applied on behalf of such Shareholders in paying up in full any unissued Shares of the Company which shall be distributed accordingly, or in or towards payment of the uncalled liability on any issued Shares, and that such distribution, or payment shall be accepted by such Shareholders in full satisfaction of their interest in the said capitalised sum.

24. For the purpose of giving effect to any Resolution under the two last preceding Articles, the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed, or that fractions of less value than One Pound may be disregarded in order to adjust the rights of all parties, and may vest all such cash or specific assets in Trustees upon such trusts for the persons entitled to the Dividend or capitalised fund as may seem expedient to the Directors. Where requisite a proper contract shall be filed in accordance with Section 42 of the Companies Act (Northern Ireland), 1932, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the Dividend or capitalised fund, and such appointment shall be effective.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Robert Hezlett Huston  
Islandflackey  
Portrush  
Shirt & Pyjama Manufacturer

Robert Hezlett Huston (Jun)  
Islandflackey  
Portrush  
Shirt & Pyjama Manufacturer

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Dated this 20th day of March 1958

Witness to the above Signatures:

James A Anderson, Solicitor, Coleraine