

[DUPLICATE FOR THE FILE.]

No. 17794.



# Certificate of Incorporation.

I hereby Certify that

"S. Yaffy Limited"

is this day incorporated under the Companies Act, 1929, and that this Company is **Limited**.

SIGNED by me at Edinburgh, this twenty-second day of March

One Thousand Nine Hundred and thirty four

*Thos A. Inglis*

Registrar of Companies.

# THE COMPANIES ACT, 1929.



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

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

*S. Gaffy*

LIMITED.

Presented by

*Reuben Maclean - CRA*

*67 Slope Street -*

*Glasgow.*

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 88 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 66.—10274A.22-11-32. W127

REGISTERED

22 MAR 1934

No. 6147

6031

I, Solomon Yaffy  
of 32 Kingshurst Avenue  
Kings Park, Scarsow

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "engaged  
"in the formation,"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am (a) a person  
named in the Articles of  
Association as a Director  
of S. Yaffy

Limited, and that all the requirements of the Companies Act, 1929,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Glasgow  
the 16 day of March 1934

Solomon Yaffy

Before me,

X W. J. [Signature] X

A Commissioner for Oaths. [or a Notary Public or Justice of the Peace.]

THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY SHARES.

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Memorandum

AND

Articles of Association

OF

S. YAFFY LIMITED.

(A Private Company adopting Table A with modifications)

Incorporated the

\_\_\_\_\_  
day of  
\_\_\_\_\_

1934.



THE COMPANIES ACT 1929

COMPANY LIMITED BY

Memorandum of Association  
OF  
S. YAFFY LIMITED.



I.—The name of the Company is "S. YAFFY LIMITED."

II.—The registered office of the Company will be situate in Scotland.

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

- (1) To carry on in Scotland and elsewhere the business of Waterproof and Rainproof Manufacturers, Oilskin, Rubber, Gum and Asbestos Manufacturers, Mantle Manufacturers, Clothing Makers, Costumiers, Milliners, Dressmakers, Tailors, Clothiers, Outfitters, Silk Mercers, Furriers, Cloth Manufacturers, Naval and Military Gun Covers, and Manufacturers, Importers and wholesale and retail dealers of and in any Textile, Rubber, Rainproof, Waterproof, Asbestos, Fabrics of all kinds, Costumes, Coats, Dresses, Gowns, Habits, Gun Covers, and all kinds of Clothing and wearing apparel.
- (2) To carry on any other businesses which may be conveniently carried on in connection with any of the Company's objects, or may be calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties, assets, rights or interests.
- (3) To acquire the whole or any part of the business, goodwill and assets of any company, firm or person carrying on any of the businesses which this Company is authorised to carry on, or any business capable of being conducted so as directly or indirectly to benefit this Company, or possessed of property suitable for the purposes of this Company, and, as the whole or part of the consideration therefor, to undertake all or any of the liabilities of such company, firm or person, or to acquire an interest in, or to enter into any partnership or arrangement for sharing profits, union of interest, amalgamation, co-operation, joint adventure limiting competition, or mutual assistance with any such company, firm or person.

REGISTERED  
22 MAR 1934  
No. 6148

6032

- (4) To amalgamate with any person, firm or company whose objects are within the objects of the Company and that either by sale of the whole business, property and assets of the Company, or by purchase of the whole business, property and assets of such other company.
- (5) To promote or concur in establishing or promoting any other company for the purpose of acquiring all or any of the property or rights of this Company, and undertaking all or any of its liabilities, or of undertaking any business or operations which may appear likely to assist or benefit this Company.
- (6) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock, securities of or other interests in any other company, association or firm having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (7) To purchase, lease or otherwise acquire any heritable or moveable property, patents, licences, rights, or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (8) To pay for any property or rights acquired by the Company either in cash, bills or promissory notes, or in shares of the Company, or by means of any security or obligation which the Company has power to issue, or in any or all of these modes.
- (9) To sell or otherwise dispose of the whole property, rights and assets of the Company, or any part thereof, for such consideration as the Company shall think fit, including the shares, stock, debentures, or securities of any other company, association, firm or person.
- (10) To borrow or raise or secure the payment of money in any way, and in particular by bond and disposition in security or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (11) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (12) To invest and deal with the monies of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (13) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company or to customers and others having dealing with the Company, and to guarantee the performance of contracts by any such person.

- (14) To support and subscribe to any charitable or public objects and any institutions, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to wives, children or other relatives of such persons; and to form or contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (15) To distribute any of the property of the Company among the members *in specie*.
- (16) To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

IV.—The liability of the members is limited.

V.—The Share Capital of the Company is £1000, divided into 1000 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Solomon Yaffy.</i> <i>Waterproof Manufacture</i> <i>32 Kingshurst Avenue Kings Park.</i> <i>Glasgow.</i>	<i>One.</i>
<i>Annie Scourson.</i> <i>Cashier.</i> <i>9 Hamilton Street. Glasgow.</i>	<i>One.</i>

Dated the *sixteenth* day of *March, 1934.*

Witness to the above signatures:—

*William Macdonald (C.A.) Chartered Accountant.*  
*67. Hope Street. Glasgow.*



## THE COMPANIES ACT, 1929.

## COMPANY LIMITED BY SHARES.

Articles of Association  
OF  
S. YAFFY LIMITED.

## CONSTITUTION.

1. The Company is established as a private company within the meaning of the Companies Act, 1929, Section 26, and under the declaration that the Regulations of Table A in the First Schedule to that Act shall apply to the Company with the exception of Articles 19, 45, 47, 48, 50, 64, 66, 69, 72 and 82, and subject to the provisions of the following articles.

2. 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) shall be limited to fifty, and no transfer which would, if registered, increase such number of members beyond fifty (exclusive as aforesaid) shall be valid, and the Directors shall refuse to recognise or register any transfer which would so increase such number; but two or more persons holding one or more shares jointly shall be regarded as a single person.

3. No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

4. The right to transfer the shares of the Company is restricted in manner provided in these Articles.

## OFFICE.

5. The Registered Office of the Company shall be in ~~Scotland~~ or at such other place in Scotland as the Directors may from time to time appoint.

## SHARES.

6. The shares shall be at the disposal of the Directors, who may subject to Article 2 hereof, allot or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper. No shares shall be issued at a discount except as provided by Section 47 of the Companies Act, 1929.

No. 6149

22 JAN 1934

7. The Company may at any time pay a commission to any person for 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. Sections 43, 44 and 108 of the Companies Act, 1929, shall be complied with.

### TRANSFER OF SHARES.

8. The Directors may in their absolute and uncontrolled discretion, and without assigning any reason therefor, refuse to register transfer of shares. They may decline to register a transfer of shares on which the Company has a lien. They may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. They may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors shall comply with Section 66 of the Companies Act, 1929.

### PROCEEDINGS AT GENERAL MEETINGS.

9. 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. Save as by or in virtue of these Articles otherwise provided two members personally present shall be a quorum.

10. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

11. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy and for the time being entitled to vote at the meeting or by a holder in person or by proxy of at least one-third part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### DIRECTORS.

12. The number of the Directors shall be not less than one nor more than three.

13. The first Director of the Company shall be Mr. Solomon Yaffy, Waterproof Manufacturer, 32 Kingshurst Avenue, Kings Park, Glasgow.

14. In addition to any remuneration to which the Directors may be entitled they shall be paid all reasonable travelling and other expenses incurred by them while employed on the business of the Company.

15. The qualification of a Director shall be the holding of at least 300 shares of the Company. It shall be his duty to comply with Section 141 of the Companies Act, 1929.

16. The Office of a Director shall be vacated

- (1) if by notice in writing to the Company he resigns the office of Director ;
- (2) if he ceases to be a Director in virtue of Section 141 of the Companies Act, 1929.
- (3) if he becomes bankrupt or insolvent, or enters into any arrangement with his creditors ;
- (4) if he becomes of unsound mind ;
- (5) if he becomes prohibited from being a Director by reason of any order made under Section ~~273~~ <sup>278</sup> of the Companies Act, 1929.

17. A Director may hold any appointment under the Company except that of Auditor.

18. A Director shall be capable of contracting and participating in the profits of any contract or arrangement with the Company provided that he shall comply with the provisions of Section 149 of the Companies Act, 1929. No Director shall be disqualified from voting in respect of any such contract or arrangement.

#### PROCEEDINGS OF DIRECTORS.

19. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be one.

20. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### BORROWING POWERS.

21. The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.

## WINDING-UP.

22. If the Company shall be wound up the liquidators may, with the sanction of an extraordinary resolution, divide among the members *in specie* any part of the assets of the Company; but, in case of any division otherwise than in accordance with the legal rights of the members shall be determined on, any member who would be prejudiced thereby shall have a right to dissent and other ancillary rights as if such resolution were passed pursuant to Section 234 of the Companies Act, 1929.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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*Solomon Yaffy. 32 Kingshurst Avenue Kings Park. Glasgow.  
Waterproof Manufacturer.  
Annie Leuson. 9 Hamilton Street: Glasgow.  
Cashier.*

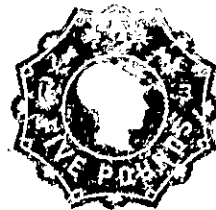
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Dated the *fourth* day of *March* 19*34*

Witness to the above signatures:—

*William Hume (Secy). Corporate Accountant  
67. Hope Street.  
Glasgow.*

*Witnesses*



# THE NOMINAL CAPITAL

OF

*S. Gaffy*

....., Limited,

is £1,000 ———, divided into *One Thousand*  
Shares of *One Pound* — each.

\*Signature *Solomon Gaffy* .....

Officer *Director* .....

Dated the *sevent* day of *March* 193*4*

*\* This Statement should be signed by an Officer of the Company.*

22 MAR 1934  
No. 6150

6034

# THE STAMP ACT 1891.

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

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COMPANY LIMITED BY SHARES.

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## Statement of the Nominal Capital

OF

*S. G. & Co.*

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, and by Section 39 of the Finance Act 1920.

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*10/-*  
**NOTE.**—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.

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This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

*W. G. & Co.*  
*67 Hope Street Glasgow*

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The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 66 St. Vincent Street, Glasgow.  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Number of } 17794  
Company }

17794  
43.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2))

OF

The blanks in  
this heading may be  
filled up in writing.

*S. Zuppy.*

LIMITED

Passed 11th April, 1961.

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 310 Main Street, Glasgow.

on the 11th day of April, 1961, the subjoined  
Special Resolution was duly passed, viz.:—

### RESOLUTION

The Special Resolution(s) must be printed on this space, and not affixed to or written on it, except in the case of an exempt private company when it may be typed. See s. 143 (1) and Note overleaf.

It was resolved that by Special Resolution  
that the Nominal Capital of the Company, be and  
is hereby increased by the addition thereto of  
the sum of £9,000., divided into 9000 Ordinary  
Shares of £1. each.

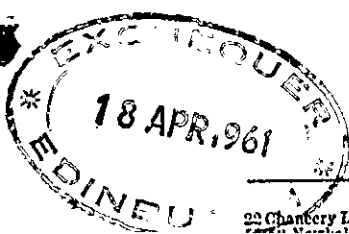
Signature

*Maffei*

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.

14070



Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him :

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

\* \* \* \* \*

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

\* \* \* \* \*

**NOTE.**—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed top copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

#### CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since \* .....

Dated this ..... day of ....., 196

.....  
Director.

.....  
Secretary.

\* **NOTE.**—Insert " 1st July, 1948 " (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

Number of } 17794  
Co. npany }

Form No.

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

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

Wharfedale

39 Hope Street

Leeds

The Solicitors' Law Stationery Society, Limited  
27 Chancery Lane, W.C.2; 3, Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 23-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

S. Yoffy

Limited, hereby gives you notice, pursuant to

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

Section 63 of the Companies Act, 1948, that by a \* Special

Resolution of the Company dated the 11<sup>th</sup> day of April 1961

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ thirteen thousand pounds (£13,000) beyond the Registered Capital of £1000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>9000</u>	<u>Ordinary.</u>	<u>£1.</u>

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:—

no. change.

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

Signature [Signature]

State whether Director  
or Secretary } [Signature]

Dated the 11<sup>th</sup> day of April 1961

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

Number of } 17794  
Company }

17794  
45.

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

*S. Zoffy.*

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.)

Presented by

*W. Marwood*

*39 Hope Street*

*Scarsdale*

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

[P.T.O.]



REGISTERED

14072

# THE NOMINAL CAPITAL

OF

S. Y. N. P. Co.  
Limited

has by a Resolution of the Company dated  
11<sup>th</sup> April 1967 been increased by  
the addition thereto of the sum of £ 9,000,  
divided into:—

9,000 Shares of £1 each

       Shares of        each

beyond the registered Capital of £1,000.

X Signature S. Y. N. P. Co.

(State whether Director or Secretary) di

Dated the 11<sup>th</sup> day of April 1967.

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

Number of } 17794  
Company }

53  
The Companies Act, 1948

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2))



OF

The blanks in  
this heading may be  
filled up in writing.

S. YAFFY

LIMITED

Passed 12th September 1962 .

AT AN EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 310 Main Street,  
Brampton, Glasgow

on the twelfth day of September, 1962, the subjoined  
Special Resolution was duly passed, viz. :—

### RESOLUTION

That Clause III (14) of the Memorandum of Association of the  
Company be altered:—

By substituting for said Clause III (14) the following new  
clause namely:

The Special Resolu-  
tion(s) must be  
printed on this space,  
and not affixed to or  
written on it, except  
in the case of an  
exempt private  
company when it  
may be typed. See  
s. 143 (1) and Note  
overleaf.

To establish and maintain or procure the establishment and main-  
tenance of any contributory or non-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 a subsidiary of the Company, or is allied to or associated  
with the Company or with any such 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 the wives, widows, families and dependants of any such  
persons, and also establish and subsidise and subscribe to any institutions  
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, and make payments to or towards the insurance of any  
such person as aforesaid and do any of the matters aforesaid, either alone  
or in conjunction with any such other company as aforesaid.

Signature

Solomon Yaffy

Director

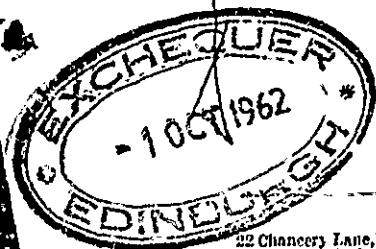
To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company

REGISTERED

1-OCT-1962

No. 36912

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.



Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him:

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

\* \* \* \* \*

(4) This section shall apply to—

- (a) special resolutions;
- (b) extraordinary resolutions;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

\* \* \* \* \*

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

#### CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since\*

Dated this..... day of....., 196

.....  
Director.

.....  
Secretary.

\* NOTE.—Insert "1st July, 1948" (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 120 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

14494/54  
The Companies Act, 1929.



COMPANY LIMITED BY SHARES.

## Memorandum of Association

(As altered by Special Resolution passed on 12th September, 1962)

OF

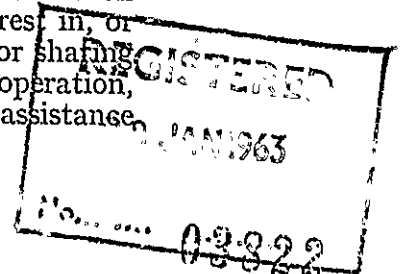
## S. YAFFY LIMITED.

I.—The name of the Company is "S. YAFFY LIMITED."

II.—The registered office of the Company will be situate in Scotland.

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

- (1) To carry on in Scotland and elsewhere the business of Waterproof and Rainproof Manufacturers, Oilskin, Rubber, Gum and Asbestos Manufacturers, Mantle Manufacturers, Clothing Makers, Costumiers, Milliners, Dressmakers, Tailors, Clothiers, Outfitters, Silk Mercers, Furriers, Cloth Manufacturers, Naval and Military Gun Covers, and Manufacturers, Importers and wholesale and retail dealers of and in any Textile, Rubber, Rainproof, Waterproof, Asbestos, Fabrics of all kinds, Costumes, Coats, Dresses, Gowns, Habits, Gun Covers, and all kinds of Clothing and wearing apparel.
- (2) To carry on any other businesses which may be conveniently carried on in connection with any of the Company's objects, or may be calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties, assets, rights or interests.
- (3) To acquire the whole or any part of the business, goodwill and assets of any company, firm or person carrying on any of the businesses which this Company is authorised to carry on, or any business capable of being conducted so as directly or indirectly to benefit this Company, or possessed of property suitable for the purposes of this Company, and, as the whole or part of the consideration therefor, to undertake all or any of the liabilities of such company, firm or person, or to acquire an interest in, or to enter into any partnership or arrangement for sharing profits, union of interest, amalgamation, co-operation, joint adventure, limiting competition, or mutual assistance with any such company, firm or person.



28 JAN 1963

- (4) To amalgamate with any person, firm or company whose objects are within the objects of the Company and that either by sale of the whole business, property and assets of the Company, or by purchase of the whole business, property and assets of such other company.
- (5) To promote or concur in establishing or promoting any other company for the purpose of acquiring all or any of the property or rights of this Company, and undertaking all or any of its liabilities, or of undertaking any business or operations which may appear likely to assist or benefit this Company.
- (6) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock, securities of or other interests in any other company, association or firm having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (7) To purchase, lease or otherwise acquire any heritable or moveable property, patents, licences, rights, or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (8) To pay for any property or rights acquired by the Company either in cash, bills or promissory notes, or in shares of the Company, or by means of any security or obligation which the Company has power to issue, or in any or all of these modes.
- (9) To sell or otherwise dispose of the whole property, rights and assets of the Company, or any part thereof, for such consideration as the Company shall think fit, including the shares, stock, debentures, or securities of any other company, association, firm or person.
- (10) To borrow or raise or secure the payment of money in any way, and in particular by bond and disposition in security or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (11) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (12) To invest and deal with the monies of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.

- (13) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company or to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such person.
- (14) To establish and maintain or procure the establishment and maintenance of any contributory or non-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 a subsidiary of the Company, or is allied to or associated with the Company or with any such 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 the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, 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, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (15) To distribute any of the property of the Company among the members *in specie*.
- (16) To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

IV.—The liability of the members is limited.

V.—The Share Capital of the Company is £10,000, divided into 10,000 Shares of £1 each.

The Share Capital of the Company was increased to £10,000 by the addition of 9,000 Ordinary Shares of £1 each by Special Resolution passed on 11th April, 1961.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
SOLOMON YAFFY, Waterproof Manufacturer, 32 Kingshurst Avenue, King's Park, Glasgow,	One
ANNIE LAWSON, 9 Hamilton Street, Glasgow, - Cashier,	One

Dated the Sixteenth day of March, 1934.

Witness to the above signatures :—

WILLIAM MACLEOD (C.R.A.), *Corporate Accountant*,  
67 Hope Street, Glasgow.

I certify that this Memorandum of Association of  
J. Yaffy Limited, is as altered by Special Resolution  
passed on 12th September, 1962.

dated this 24th day of January, 1963.

*J. Yaffy* Director

NO. OF COMPANY.....17794.

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members  
is kept or of any Change in that place.

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

S. YAFFY

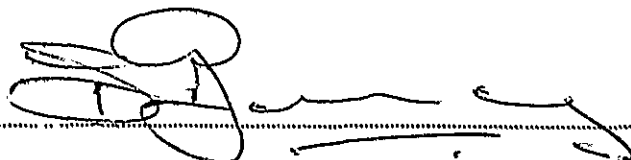
LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the  
Companies Act, 1948, that the Register of Members of the Company is kept at

310 MAIN STREET.

BRIDGETON, GLASGOW.

(Signature)



Secretary

(State whether Director or Secretary).....

DATED the Twenty ninth (29<sup>th</sup>) day of March, 1973

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of  
the incorporation of the Company or of the change, as the case may be.

CAT. NO. C.F. 103.

JORDAN & SONS, LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.  
Company Registration Agents.

SHAW & SONS LTD.,

S1715(2) L

Presented by

A.G. McBAIR & Co

72 Waterloo Street,

Glasgow.

Document Filer's Reference..

L/M/LJD/PY5

This margin to be reserved for binding.

**G****COMPANIES FORM No. 169****Return by a company purchasing its own shares****169**

Pursuant to section 169 of the Companies Act 1985

Please do not  
write in  
this margin

To the Registrar of Companies

For official use

Company number

--	--	--	--

177 94

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* S. YAFFY LIMITED

\* insert full name  
of company**Note**This return must be  
delivered to the  
Registrar within a  
period of 28 days  
beginning with the  
first date on which  
shares to which it  
relates were delivered  
to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	5,500		
Nominal value of each share	£1.00		
Date(s) on which the shares were delivered to the company	30/11/93		
Maximum prices paid \$ for each share			
Minimum prices paid \$ for each share			

§ A private company  
is not required to  
give this informationThe aggregate amount paid by the company for the shares  
to which this return relates was:

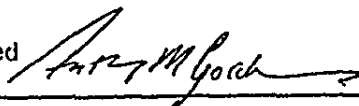
£200,000.00

Stamp duty payable pursuant to section 66 of the Finance Act  
1986 on the aggregate amount at 50p per £100 or part of £100

£ 1,000.00

Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

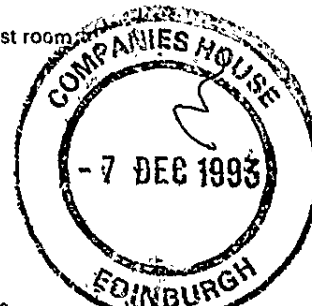


Designation: Director

Date

Presentor's name address and  
reference (if any):Levy & McRae,  
Solicitors  
266 St Vincent Street  
Glasgow G2 5RL  
TC/MTFor official Use  
General Section

Post room



Company Number SC017794

COMPANIES ACT 1985

S. YAFFY LIMITED

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the Shareholders of S. Yaffy Limited held at Glasgow upon the 30th day of November, Nineteen hundred and Ninety three the following Special Resolutions were passed unanimously:-

1. That the Articles of Association be amended by the inclusion of the following paragraph to the provisions of Article 6 namely:-

"Subject to the provisions contained in Section 162 of the Companies Act 1985 the Company may purchase its own Shares."

2. That the Company implement the terms of a Contract with Arthur Yaffy, residing at 7 Glenville Gate, Clarkston, Glasgow, to purchase from him the 5,500 Ordinary Shares of £1.00 each owned by him in the Company at a price of TWO HUNDRED THOUSAND POUNDS (£200,000.00) STERLING.

.....  
Chairman

