

1955 P.L. 1353/

[Form, No. 1.]

LIMITED COMPANY.

REGISTERED

14 AUG 1860

1856/6

Memorandum of Association

of the

Southsea Clarence Esplanade

Pier Company

Limited.



1st. The Name of the Company is "The Southsea Clarence Esplanade Pier Company" Limited.

2nd. The registered Office of the Company is to be established in England.

3rd. The objects for which the Company is established, are the erection and maintenance on the shore of the Portsmouth Harbour Channel and near to a certain building called the Kings Rooms on the Clarence Esplanade Southsea in the Parish of Portsea in the County of Southampton and extending into the said Portsmouth Harbour Channel of a Pier with all proper Approaches and conveniences to be used for general passenger traffic and the doing of all such other things as are incidental or conducive to the attainment of the above objects)

4th. The Liability of the Shareholders is Limited.

5th. The nominal Capital of the Company is Four thousand

pounds

divided into Four hundred

agree to take the number of Shares in the Capital of the Company set opposite their respective names.

Names and Addresses of Subscribers.

No. of Shares taken by each Subscriber.

James Muel Smith of 100 High Street
Bathmore in the County of Southampton
Grocer 40

George Sheppard of 89 High Street
Bathmore in the County of Southampton
Grocer 40

Andrew Anne of Baffins
Lane in the parish of
Portsmouth in the County
of Southampton Grocer
& Justice of the Peace 40

William Grant Chambers
of 88 High Street Portsmouth
in the County of Southampton
Grocer & Sea Dealer 40

Henry Hollingsworth, of The
Kings' Room, Southampton, in
the Parish of Portsea in the
County of Southampton,
Printer 40

Alfred Heather of 27 Broad
Street Portsmouth in the
County of Southampton
Notary Public

45

Charles Bettsworth Heward
of 132 High Street Portsmouth
in the County of Southampton
Solutor

- 5 -

Dated the eighth - day of August 1860 -

Witness to the above Signatures Alfred Heward

Solr. 132 High Street, Portsmouth
in the County of Southampton

"JOINT STOCK COMPANIES' ACT, 1856."

[State on the back of this Memorandum of Association whether it is registered with or without Articles of Association.]

The Memorandum and Articles must bear the same stamps respectively, as if they were Deeds (sec. 11).

The Articles (if any) must be signed by the Subscribers to the Memorandum (sec. 9).

Published with Authority of the Registrar,

ALFRED DOUBBLE,

Law and Public Companies' Stationer,
40 & 41, Fleet Street,
London, E.C.

LIMITED COMPANY.

REGISTERED

14 AUG 1860

10567

Articles of Association



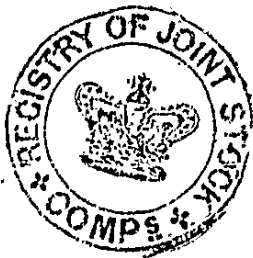
Southsea (Clarence Esplanade)
Life Company Limited.

10

It is agreed as follows:

General

1. Her Majesty's Principal Secretary of State for the War Department (for and on behalf of Her Majesty) having by an Indenture of Lease dated the thirtieth day of December One thousand eight hundred and fifty-nine and made between the said Secretary of State for the War Department (for and on behalf of Her Majesty) of the one part and the undersigned Emanuel Emanuel (who is therein decurled as of N.º 101 High Street Portsmouth in the County of Southampton Esquire) of the other part demised a piece of land adjacent to and partly on Southsea Beach in the said County of Southampton for the erection of a pier to the said Emanuel Emanuel his executors and administrators for the term and at and under the rent (covenant



10567

Articles of Association of the Southsea Quays Exploitation Co Company Limited.

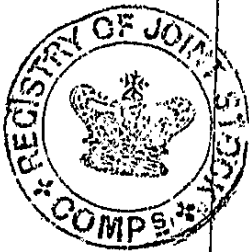
and conditions in the said Indenture of lease mentioned reserved and contained where the lease was obtained by the said Emanuel Emanuel on behalf of and as a Trustee for the Company as he doth hereby declare. The Company shall in all respects be liable to pay the rent and observe and perform all the Covenants and Conditions reserved and contained in the said lease which on the part of the Lessee his or executors or administrators are to be paid observed and performed.

2. The Commissioners for executing the Office of Lord High Admiral of the United Kingdom of Great Britain and Ireland (for and on behalf of Her Majesty) having given their consent to the execution of the said Pier on the following Conditions namely.

1. The Jetty only to be used for passenger traffic and not as a place for ships to load or unload at.
2. Men of War boats to land and embark passengers and every description of goods without charge.
3. Officers in their uniform and the Crews of Her Majesty's Ships vessels and ^{Boats}

Memorandum of Association of the West India Docks
Esplanade Pier Company Limited.

- to embark or land free of charge.
4. Men of War Steamers to be allowed the use of the Pier free of charge to embark and disembark Troops and Marines and their baggage.
5. That within the limits marked by the red lines A.B.C.D on the plan signed by W. G. Romaine Esquire and dated the twenty sixth day of June One thousand eight hundred and sixty (and which limits are also shown on the Plan hereto annexed) any Vessel or Boat belonging to the Company or over which the Company have any control making for or leaving the proposed pier or at Anchor having a collision with any of Her Majesty's Ships and receiving damage therefrom the Company shall indemnify Her Majesty and the Admiralty and all officers and men in Her Majesty's service from any claim or action for damages direct and consequential caused thereby.
6. Any Vessel or Boat anchoring in



Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited.

the Taviway within the above named limits shall be at all times liable to be removed by order of the Admiral Superintendent or in his absence by the order of the officer acting for him.

It is expressly declared that the Company shall in all respects observe and perform and be liable for and in respect of the several stipulations and conditions so as aforesaid made by the Commissioners of the Admiralty as the terms whereon they consented to the erection of the said Pier. And further the Directors of the Company for the time being are hereby authorized from time to time and at any time to enter ^{into} and affix the common seal of the Company to any Deed or document which may be required by the Admiralty with reference to such stipulations and conditions or any of them all of which stipulations and conditions it is hereby expressly declared shall under all circumstances and whether any further or other Deed or document shall or shall not have been executed be binding and obligatory on the Company.

3 That none of the provisions of Article B in the Schedule to the Joint Stock Companies

Articles of Association of the Southsea Clarence Esplanade Pier Company Limited.

Act 1856 shall apply except so far as they may be contained in these Articles of Association and then only as Articles of Association and not as provisions of the said Table B which Table is intended to be wholly superseded by these Articles.

14. **All** Costs charges and expences of and attending the obtaining of the said lease from the War Department and the said consent from the said Admiralty and the formation and establishment of the Company or incidental thereto respectively shall be paid by the Company.

5. **The** Owners of shares in their own right shall be entitled to the use of the Pier by themselves and the Members of their families residing with them (subject to the Rules and Regulations which from time to time may be made for its management free of the charge to be made on foot passengers in respect of the use of the said Pier but if more than one person be jointly entitled to a share or shares the person whose name stands first in the Register of Shareholders as one of the holders of such share or shares and no other shall be



Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited.

be entitled so to use the said pier free of such charges.

Shares.

6. Except in the cases referred to in the regulations hereinafter contained as to the transmission of shares numbered 16 and 17, no share shall at any time be transferred to any person who is not a Resident within the Borough of Portsmouth.
7. No person shall be deemed to have accepted any share in the Company unless he has testified his acceptance thereof by writing under his hand in such form as the Company from time to time directs.
8. The Company may from time to time make such Calls upon the shareholders in respect of all monies unpaid on their shares as they think fit—provided that twenty one days notice at least is given of each Call, and each shareholder shall be liable to pay the amount of Calls so made, to the persons and at the times, and places appointed by the Company.
9. A Call shall be deemed to have been

[L. 27, 1900, 1901, 1902, 1903, 1904, 1905]

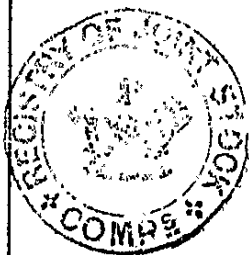
Articles of Association of the *Southsea Clarence* *Esplanade Pier Company* Limited.

made at the time when the resolution authorizing such Call was passed.

10. If before or on the day appointed for payment any shareholder does not pay the amount of any Call to which he is liable then such shareholder shall be liable to pay interest for the same at the rate of five pounds per cent per annum from the day appointed for the payment thereof to the time of the actual payment.

11. If several persons are registered as joint holders of any share any one of such persons may give effectual receipts for any dividend payable in respect of such share.

12. The Company may decline to register any transfer of shares made by a shareholder who is indebted to them, and (except in the cases referred to in the Regulations hereinafter contained as to the transmission of shares and numbered 16 and 17) no transfer of any share shall be made until after the Company shall have consented to the same.



Articles of Association of the Southsea Clarence
Esplanade Fire Company Limited.

the person or persons to whom the transfer is proposed to be made, to become a shareholder or shareholders of the Company.

13. Every shareholder shall be entitled without charge to a Certificate under the Common Seal of the Company specifying the share or shares held by him and the amount paid up thereon.

14. If such Certificate is worn out or lost it may be renewed on payment of such sum not exceeding one shilling as the Company may prescribe.

15. The Transfer Books shall be closed during the ten days immediately preceding each of the two ordinary general meetings in each year.

Transmission of Shares.

16. The executors or administrators of a deceased shareholder shall be the only persons recognized by the Company as having any title to his share.

17. Any person becoming entitled to a share in consequence of the death

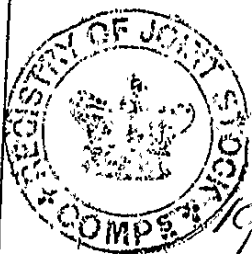
Articles of Association of the Southsea Clarence Esplanade Pier Company Limited.

Bankruptcy or insolvency of any share-
holder, or in consequence of the marriage
of any female shareholder, or in any
way other than by transfer, may be
registered as a shareholder upon such
evidence being produced as may from
time to time be required by the
Company.

18. **2/R** Deeds of Transfer shall be
presented to the Company, accompanied
with such Evidence as they may require
to prove the right of the Transferee
to make the proposed transfer and
the Company, if satisfied as to such
right and if the proposed transferee
shall have been previously approved
by the Company, in the cases wherein
such approval is necessary shall register
the transferee as a shareholder.

Forfeiture of Shares

If any shareholder fails to pay any
Call due on the appointed day the
Company may at any time thereafter
during such time as the call remains
unpaid serve a notice on the



PUBLISHED WITH AUTHORITY OF THE REGISTRAR, BY ALFRED DOUBBLE & Co., 40 & 41, FLEET STREET, LONDON, (BEHIND THE OFFICE FOR REGISTRATION OF JOINT STOCK COMPANIES)

Articles of Association of the Southsea Clarence Esplanade Pier Company

Limited

- requiring him to pay such Call together with any interest that may have accrued by reason of such nonpayment
20. The notice shall name a further day and a place being a place at which Calls of the Company are usually made payable on and at which such Call is to be paid. It shall also state that in the event of nonpayment at the time and place appointed the share or shares in respect of which such call was made will be liable to be forfeited.
21. If the requisitions of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may be forfeited by a resolution of the Directors to that effect.
22. Any share or shares so forfeited shall be deemed to be the property of the Company and may be disposed of in such manner as the Company thinks fit.
23. Any shareholder whose share or shares shall have been forfeited shall notwithstanding be liable to pay to the Company all calls owing upon such

Articles of Association of the Southsea (Clarence Esplanade) Pier Company Limited.

share or shares at the time of the forfeiture.

— Increase in Capital. —

24. The Company may with the sanction of the Company previously given in general meeting increase its Capital.

25. Any Capital raised by the creation of new shares shall be considered as part of the original Capital and shall be subject to the same provisions in all respects, whether with reference to the payment of calls or the forfeiture of shares on nonpayment of calls or otherwise as if it had been part of the original Capital.

— General Meetings. —

26. The first General Meeting shall be held at such time not being later than the first Tuesday in the month of November One thousand eight hundred and sixty and at such place as the Directors may determine.

27. Subsequent General Meetings may be held at such time and place as



may be prescribed by the Company in general meeting and ~~a~~ a general meeting shall be held on the first Tuesday in the month of November and on the first Tuesday in the month of May in every year at such place as may from time to time be determined by the Directors and the Meeting to be held in the month of November in every year shall be the annual General Meeting of the Company.

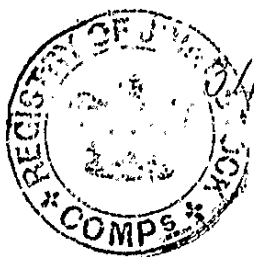
28. The above mentioned General meetings shall be called ordinary meetings all other general meetings shall be called extraordinary.

29. The Directors may whenever they think fit and they shall upon a requisition made in writing by not less than five shareholders holding in the aggregate not less than twenty shares of the Company convene an extraordinary general meeting.

30. Any requisition so made by the shareholders shall express the object of the Meeting proposed to be called and shall be left at the registered office of the Company

Articles of Association of the Southsea Channel
Esplanade Pier Company. Limited.

31. Upon the receipt of such requisition the Directors shall forthwith proceed to convene a general meeting. If they do not proceed to convene the same within twenty one days from the delivery to them of the requisition the requisitionists or any other share-holders not being less than five holding the required number of shares may themselves convene a meeting.
32. Seven days notice at the least, specifying the place, the time, the hour of meeting and the purpose for which any general meeting is to be held shall be given by advertisement or in such other manner if any as may be prescribed by the Company.
33. Any shareholder may on giving not less than three days previous notice submit any resolution to an ordinary meeting beyond the matters contained in the notice given of such meeting.
34. The notice required of a shareholder shall be given by leaving a copy of the resolution at the registered Office of the Company.



Articles of Association of the *Scottish Lumber*
Exportation & Importation Company Limited

35. No business shall be transacted at any meeting except the declaration of a dividend unless a quorum of shareholders is present at the commencement of such business and such quorum shall be five shareholders holding in the aggregate twenty shares.
36. If within one hour from the time appointed for the meeting the required number of shareholders is not present the meeting if convened upon the requisition of the shareholders shall be dissolved. In any other case it shall stand adjourned to the following day at the same time and place and if at such adjourned meeting the required number of shareholders is not present it shall be adjourned sine die.
37. The Chairman (if any) of the Board of Directors shall preside as Chairman at every meeting of the Company.
38. If there is no such Chairman or if at any meeting he is not present at the time of holding the same the shareholders present shall choose some one

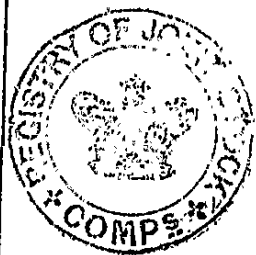
Articles of Association of the *Southsea Clarence*
Esplanade Pier Company Limited.

of their number to be chosen of
such meeting.

39. The Chairman may with the consent
of the meeting adjourn any meeting from
time to time and from place to place
but no business shall be transacted at
any adjourned meeting other than the
business left unfinished at the meeting
from which the adjournment took place.

40. If at any general meeting unless a poll
is demanded by at least five shareholders
holding in the aggregate twenty shares
a declaration by the Chairman that
a resolution has been carried and an
entry to that effect in the book of
proceedings of the Company shall be
sufficient evidence of the fact without
proof of the number or proportion of
the votes recorded in favor of or against
such resolution.

41. If a poll is demanded in manner
aforesaid the same shall be taken in
such manner as the Chairman directs
and the result of such poll shall be
deemed to be the resolution of the



Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited.

Company in General Meeting

Votes of Shareholders.

142. Every shareholder shall be entitled to vote according to the following scale that is to say. For one share or two shares to give one vote, for three shares and under five shares to give two votes for five shares and under ten shares to give three votes, for ten shares and under fifteen shares to give four votes for fifteen shares and under twenty shares to give five votes and for twenty shares or upwards to give six votes.

143. If more than one person be jointly entitled to a share or shares the person whose name stands first in the register of Shareholders as one of the holders of such share or shares and no other shall be entitled to vote in respect of the same.

144. No shareholder shall be entitled to vote at any meeting unless all calls due from him have been paid nor until he shall have been possessed of his shares three calendar months

Articles of Association of the *Southsea Clarence Esplanade Pier Company* Limited.

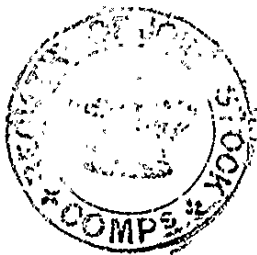
unless such shares shall have been acquired or shall have come by bequest or by marriage or by succession to an intestate's Estate or by any Deed of Settlement after the death of any person who shall have been entitled for life to the dividends of such shares.

115. *2/3* Votes are to be given personally and no proxies are to be allowed.

— Directors. —

116. The number of the Directors shall be five and the qualification of a Director shall be the possession in his own right of ten shares in the Company and his being a resident in the Borough of Portsmouth.

117. That the several persons hereinafter named Subscribers to the memorandum of Association and these Articles that is to say Emanuel Emanuel, Andrew Nance, George Sheppard, William Grant Chambers and Alfred



Articles of Association of the *Southsea Clarence*
Esplanade Pier Company Limited

Fleather shall be the first Directors of the Company and they shall continue in Office until the Annual General Meeting of the Company to be held in the month of November One thousand eight hundred and sixty one.

— Powers of Directors. —

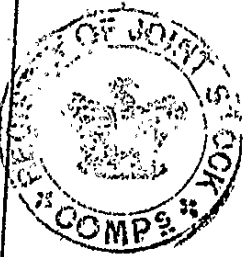
- 148 The business of the Company shall be managed by the Directors who may enter into any Contract for the Company and exercise all such powers of the Company as are not by any Act of Parliament relating to Joint Stock Companies or by the Articles of Association if any declared to be exercisable by the Company in general meeting subject nevertheless to any regulations of the Articles of Association to the provisions of any Act relating to Joint Stock Companies and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company

Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited.

in General Meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and the Directors shall have full power to affix the Common Seal of the Company to all such Contracts as they may think right to enter into for the Company.

Disqualification of Directors.

- 49 The office of Director shall be vacated
- If he ceases to hold ten shares in his own right.
 - If he ceases to be a resident in the Borough of Portsmouth.
 - If he holds any other office or place of profit under the Company.
 - If he becomes bankrupt or insolvent.
 - If he is concerned in or participates in the profits of any Contract with the Company.
 - If he participates in the profits of any work done for the Company.



Articles of Association of the Southsea Electric
Tramway Company Limited.

But the above rules shall be
subject to the following exceptions
That no Director shall vacate his
office by reason of his being a share
holder in any incorporated Company
which has entered into Contracts with
or done any work for the Company of
which he is a Director, nevertheless he
shall not vote in respect of such Contract
or work and if he does so vote his
vote shall not be counted and he shall
incur a penalty not exceeding twenty
pounds.

Rotation of Directors.

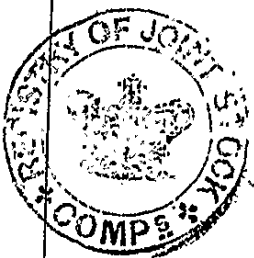
50. At the Annual General Meeting of
the Company to be held in the month
of November One thousand eight hundred
and sixty one the whole of the Directors
named in these Articles shall retire
from office and at the Annual General
Meeting in every subsequent year the
whole of the Directors for the time
being shall retire from office

Articles of Association of the Southsea Clarence
Explosive & Fire Company. Limited.

- 51 A retiring Director shall be eligible.
- 52 The Company at the annual general meeting at which the Directors retire shall elect persons to supply the places of the Directors then retiring.
- 53 If at any meeting at which an election of Directors ought to take place no such election is made the meeting shall stand adjourned till the next day at the same time and place and if at such adjourned meeting no election takes place the former Directors shall continue to act until new Directors are appointed at the Annual General Meeting of the following year.
- 54 Any casual vacancy occurring in the Board of Directors may be filled up by the Directors.
- 55 The Quorum of a meeting of Directors shall be three.

Proceedings of Directors.

- 56 The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings.



Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited

they think fit Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes the Chairman in addition to his original vote shall have a casting vote A Director may at any time summon a meeting of the Directors.

57. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office but if no such Chairman is elected or if at any meeting the Chairman is not present at the time appointed for holding the same the Directors present shall choose some one of their number to be chairman of such meeting.

58. All acts done by any meeting of the Directors or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to be a Director.

59. The Directors shall cause minutes to be made in books provided for the purpose

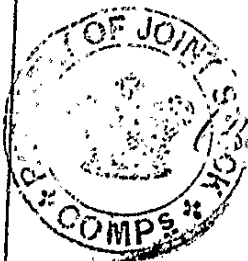
Articles of Association of the *Southsea Clarence*
Esplanade Pier Company Limited.

1. Of all appointments of Officers made by the Directors
2. Of the names of the Directors present at each meeting of the Directors.
3. Of all orders made by the Directors and.
4. Of all resolutions and proceedings of meetings of the Company and of the Directors.

And any such minutes as aforesaid if signed by any person purporting to be the Chairman of such General Meeting or Meeting of Directors (as the case may be) shall be receivable in evidence without any further proof.

— Dividends. —

60. The Directors may with the sanction of the Company in General Meeting declare a Dividend to be paid to the shareholders in proportion to their shares.
 61. No Dividend shall be payable except out of the profits arising from the business of the Company.
- The Directors may before recommending



Articles of Association of the Charltona Clarence
Exploration & Mining Company Limited.

any Dividend set aside out of the profits of the Company such sum as they think proper as a reserved fund to meet contingencies or for equalizing dividends or for repairing or maintaining the works connected with the business of the Company, or any part thereof, and the Directors may invest the sum so set apart as a reserved fund upon such securities as they with the sanction of the Company may select.

63. The Directors may deduct from the Dividends payable to any shareholder all such sums of money as may be due from him to the Company on account of calls or otherwise.

64. Notice of any Dividend that may have been declared shall be given to each shareholder or sent by post or otherwise to his registered place of abode, and all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company.

65. No dividend shall bear interest against the Company.

Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited.

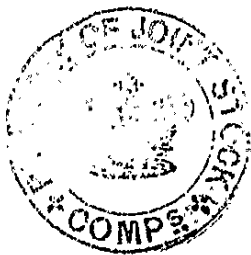
Accounts

66. The Directors shall cause true Accounts to be kept.

Of the stock in trade of the Company.
Of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and
Of the credits and liabilities of the Company.

Such Accounts shall be kept either upon the principles of double entry in a Cash Book Journal and Ledger, or otherwise as the Directors may from time to time think right. The books of account shall be kept at the principal office of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Company in General meeting shall be open to the inspection of the shareholders during the hours of business for fourteen days next before the ordinary annual General meeting of the Company in each year.

1/2. At the Annual General Meeting in every



Articles of Association of the Southsea Clearance
Esplanade Suez Company Limited.

year the Directors shall lay before the Company a statement of the income and expenditure for the past year made up to a date not more than one Calendar month before such meeting.

68. The statement so made shall show arranged under the most convenient heads the amount of gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expense of the establishment salaries and other like matters. Every item of expenditure fairly chargeable against the years income shall be brought into account so that a just balance of profit and loss may be laid before the meeting and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year the whole amount of such item shall be stated with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

69. A balance sheet shall be made out every year and laid before the annual general

Articles of Association of the Southsea Clarence Esplanade Pier Company Limited.

meeting of the Company and such balance sheet shall contain a summary of the property and liabilities of the Company.

70. A printed copy of such balance sheet shall within fourteen days after such annual general meeting be delivered at or sent by post to the registered address of every shareholder.

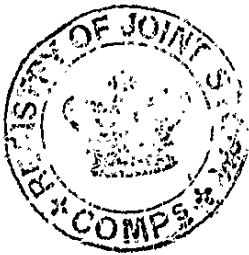
Audit.

71. The Accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more Auditor or Auditors to be elected by the Company in general meeting.

72. If not more than one Auditor is appointed all the provisions herein contained relating to Auditors shall apply to him.

73. The Auditors need not be shareholders in the Company. No person is eligible as an Auditor who is interested otherwise than as a Shareholder in any transaction of the Company and no Director or other Officer of the Company is eligible during his continuance in office.

74. The election of Auditors shall be made by



Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited.

- the Company at their ordinary meeting in the month of November in each year.
75. The remuneration of the Auditors shall be fixed by the Company at the time of their election.
76. Every Auditor shall be eligible on his quitting office.
77. If any casual vacancy occurs in the office of Auditor, the Directors shall forthwith call an extraordinary general meeting for the purpose of supplying the same.
78. Every Auditor shall be supplied with a copy of the balance sheet and it shall be his duty to examine the same with the accounts and vouchers relating thereto.
79. Every Auditor shall have a list delivered to him of all books kept by the Company, and he shall at all reasonable times have access to the books and accounts of the Company and he may in relation to such accounts examine the Directors or any other Officer of the Company.
80. The Auditors shall make a report to the Shareholders upon the Balance Sheet and Accounts, and in every such Report they shall state whether in their opinion the Balance Sheet is a full and fair

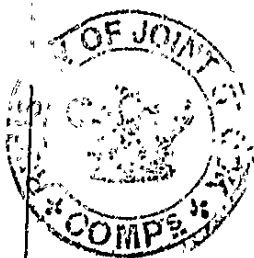
Articles of Association of the Southsea (Lance Esplanade) Pier Company Limited.

Balance Sheet containing the particulars required by these regulations and properly drawn up so as to exhibit a true and correct view of the State of the Company's affairs and every such Report shall be read together with the report of the Directors at the ordinary annual general meeting

Notices

81. Notices required to be served by the Company upon the Shareholders may be served either personally or by leaving the same or sending them through the post in a Letter addressed to the Shareholders at their registered places of abode.
82. All notices directed to be given to the Shareholders shall with respect to any share to which persons are jointly entitled be given to whichever of the said persons is named first in the register of Shareholders and notice so given shall be sufficient notice to all proprietors of such share.
83. All notices required by any Act of Parliament relating to Joint Stock Companies to be given by advertisement

PUBLISHED WITH THE AUTHORITY OF THE REGISTRAR, BY ALFRED DOUBBLE & Co., 40 & 41, FLEET STREET, LONDON, (NEAR THE OFFICE FOR REGISTRATION OF JOINT STOCK COMPANIES)



Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited.

shall be advertised in a newspaper
circulating in the District in which
the registered Office of the Company
is situate.

Names and Addresses of Subscribers

Mr Wm Tinsley of 100 High Street
Portsmouth in the County of Southampton

George Heppard of 109 High Street in the
County of Southampton

John James of Baff's Lane
in the Parish of Portsea in the
County of Southampton
L. James of the Parish

William James Chamberlain of
83 High Street Portsmouth in
the County of Southampton

Articles of Association of the Southsea Clarence
Esplanade Pier Company Limited.

Henry Hockingworth of The Kings
Room, Southampton, in the Parish of
Portsea, in the County of South-
ampton, Printer

Alfred Henshaw of 27 Broad Street Portsmouth
in the County of Southampton Notary Public

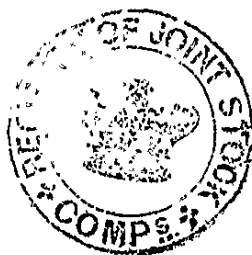
Charles Pettisworth Hellard of 132
High Street Portsmouth in the County
of Southampton Solicitor

Dated the eighth - day of August - 1860

Witness to the above Signatures.

Alfred Hellard

Solr: 132 High Street
Portsmouth in the
County of Southampton



Articles of Association of the

Limited.

(25 & 26 Vict., c. 89.)

of the.

Pursuant to Section 34.

Any Increase in the Number of Members, Notice of which (in the same Section) is required to be given to the Registrar, must also be made within 15 days from the date of such Increase, under the like penalty for default.

Law and Public Companies' Stationer,
40 & 41, Fleet Street.

NOTICE

Of increase of Capital of the *Southsea Clarence Esplanade*
Pier Company, Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The
Southsea Clarence Esplanade
Pier Company Limited hereby give
you notice, in accordance with "The Companies' Act, 1862," that by a Resolution
of the Company dated the *tenth* day of *November* 18*88*
the nominal Capital of the Company has been increased by the addition thereto of the sum of
Four thousand Pounds
divided into *Four hundred* Shares of
Ten Pounds each. beyond the registered
Capital of *Four thousand pounds*
(Signature)

Dated *27th* day
of *December 1888*

Lucie Robt
Secretary

1873 Dec 15 1874

COPY.

26 JAN 1874

SPECIAL RESOLUTIONS

(Pursuant to Companies' Act, 1862, s. 51, 50.)

OF THE
**Southsea Clarence Esplanade Pier
Company, Limited.**

PASSED 15th December, 1873, CONFIRMED 13th January, 1874.

At an Extraordinary General Meeting of the Members of the said Company, duly convened and held at the Southsea Assembly Rooms, Southsea, in the Parish of Portsea, in the County of Southampton, on the Fifteenth day of December, 1873, the following Special Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place, on the Thirteenth day of January, 1874, the following Special Resolutions were duly confirmed:—

“The Directors may from time to time, with the sanction of a General Meeting of the Shareholders, whether the whole of the Shares then for the time being shall have been fully paid up or not, and whether the whole of the Shares then for the time being shall have been issued, or not borrow on mortgage of the property of the Company, or any part thereof, or on Bond or Debenture, or otherwise, any sum of money which such Meeting shall think fit.”

“That Article 5 of the Articles of Association, shall apply only to the Owners in their own right of the four hundred original Shares, and that no Owner of any Share issued subsequently shall be entitled to the benefit of that Article.”

“That for the purpose of enlarging and improving the Pier, the Company do hereby sanction and approve the borrowing of a sum not exceeding Four Thousand Pounds, by the issue of Debenture Bonds of Ten Pounds each, bearing interest at the rate of six Pounds per centum per annum; such Bonds to be redeemable at par, at any time upon three calendar months' notice being given to the holders thereof, under the hand of the Secretary of the Company for the time being, and the Directors be, and are hereby, authorised and directed to carry out this Resolution, and to affix the seal of the Company to the several Debenture Bonds.”

Monuel P. P. P.
Chairman

Director.

Secretary.

TELEPHONE No 227.

ALLIS WHITE,
SOLICITOR.

1957
40, Commercial Road,
Portsmouth, 5th July 1890

Dear Sir

Southsea Clarence Esplanade pier
Company Limited

I return Memo and Articles with
copy of special resolution affixed

Enclosed is postal order for five
shillings for registration fee stamp.

Yours truly

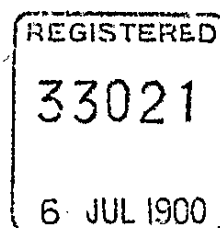
Atallis White

The Registrar

Companies Registration Office



**Southsea Clarence Esplanade Pier
Company, Limited.**



RESOLUTION

Passed

~~To be submitted~~ at the Extraordinary General Meeting, ~~to~~
~~be held~~ in the Reading Room at the Pier, on the 29th
day of May, 1900. and confirmed at another Extra-
ordinary General Meeting held on the 21st day of June
1900

"That the regulations contained in the printed document sub-
mitted to the Meeting and for the purpose of identification subscribed
by the chairman thereof be and the same are hereby approved and that
such regulations be and they are hereby adopted as the regulations of
the Company to the exclusion of all the existing regulations thereof

"And that the objects of the Company be extended as embodied
and described in the proposed amended Memorandum of Association in
the printed document referred to in the foregoing resolution."



LIMITED COMPANY.

Memorandum of Association

OF THE

**SOUTHSEA CLARENCE ESPLANADE
PIER COMPANY, LIMITED.**

1. The name of the Company is "THE SOUTHSEA CLARENCE ESPLANADE PIER COMPANY, LIMITED."

2. The Registered Office of the Company is to be established in England.

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

(1) The erection and maintenance on the shore of the Portsmouth Harbour Channel, on the Clarence Esplanade, Southsea, in the Parish of Portsea, in the County of Southampton, and extending to the said Portsmouth Harbour Channel of a pier with all proper approaches and conveniences, to be used for general passenger traffic.

(2) To carry on the business of a pier and pavilion company in all its branches, and in particular to erect and construct on the said pier any erections whether temporary or of a permanent nature which may seem directly or indirectly conducive to the Company's objects, and to conduct, hold and promote regattas, swimming matches and aquatic sports, and steamer and other excursions, concerts, entertainments, shows and exhibitions, and otherwise utilize the Company's property and rights, and to give and contribute towards prizes, cups, stakes, and other rewards.



3 JUL. 1900

(3) To establish any clubs, subscription rooms or other conveniences in connection with the Company's property, and to carry on the business of tavern keepers, licensed victuallers and refreshment purveyors.

(4) To adopt such means of making known the business of the Company and in particular by advertising in the Press, by circulars, by purchase, and exhibition of works of art or interest, by publication of books and periodicals, as may seem expedient.

(5) To establish and provide all kinds of conveniences and attractions, for customers and others, and in particular Reading, Writing and Smoking Rooms, Lockers, and Safe Deposits, Telephones, Telegraphs, Shops, and Lavatories.

(6) To carry on the business of carriers by land and water, Warehousemen, Wharfingers, and Forwarding Agents.

(7) To acquire and undertake the whole or any part of the businesses, property and liabilities of any person or company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.

(8) To enter into any arrangements for sharing profits, union of interests, co-operation, joint-adventure, reciprocal concessions or otherwise with any person or company carrying on, or engaged in, or about to carry on, or engage in any business or transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such company; and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

(9) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(10) To purchase, take on lease, or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.

(11) To erect, build, construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.

(12) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.

(13) To borrow or raise or secure the payment of money in such other manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to redeem or pay off any such securities.

(14) To draw, make, accept, indorse, execute, and issue promissory notes, bills of exchange, debentures, and other negotiable or transferable instruments.

(15) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any of the property of the Company.

(16) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

(17) To do all or any of the above things as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(18) To enter into any arrangements with any Government, local, municipal, or other authorities that may seem

conducive to the Company's objects, or any of them, and to obtain from any such authority any rights, privileges and concessions, which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

(19) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Shareholders is limited.

5. The nominal capital of the Company is £8,000, divided into 800 shares of £10 each.

COMPANY LIMITED BY SHARES.

Articles of Association
OF THE
SOUTHSEA CLARENCE ESPLANADE
PIER COMPANY, LIMITED.

PRELIMINARY.

1. In these presents, unless there be something in the subject or context inconsistent therewith:—

“ Special Resolution ” and “ Extraordinary Resolution ” have the meanings assigned thereto respectively by the Companies Act, 1862 (Sections 51 and 129) ;

“ The Office ” means the Registered Office for the time being of the Company ;

“ The Register ” means the Register of Members to be kept pursuant to Section 25 of the Companies Act, 1862 ;

“ Month ” means calendar month ;

“ In writing ” means written or printed, or partly written and partly printed ;

Words importing the singular number only, include the plural number, and *vice versa* ;

Words importing the masculine gender only, include the feminine gender ;

Words importing persons include corporations.

2. The regulations contained in table " A " in the 1st schedule to the Companies Act, 1862, shall not apply to the Company.

3. None of the funds of the Company shall be employed in the purchase of or lent on shares of the Company.

4. If by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the holder of the share.

5. The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.

6. The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound to recognise any equitable or other claim to or interest in such share on the part of any other person save as herein provided.

CERTIFICATES.

7. The certificates of title to shares shall be issued under the Seal of the Company and signed by two Directors, and countersigned by the Secretary or some other person appointed by the Directors.

8. Every Member shall be entitled to one certificate for the shares registered in his name, or to several certificates each for one or more of such shares. Every certificate of shares shall specify the number of the share or shares in respect of which it is issued, and the amount paid up thereon.

9. If any certificate be worn out or defaced, then upon production thereof to the Directors they may order the same to be cancelled, and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

10. Every Member shall be entitled to one certificate gratis, but for every subsequent certificate issued to him the sum of 2s. 6d. or such smaller sum as the Directors may determine shall be paid to the Company.

CALLS.

11. The Directors may from time to time make such calls as they think fit upon the Members, in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof, made payable at fixed times, and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments.

12. A call shall be deemed to have been made at the time when the Resolution of the Directors authorizing such call was passed.

13. Fourteen days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

14. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due shall pay interest for the same at the rate of £5 per cent. per annum from the day appointed for the payment thereof to the time of the actual payment, or at such other rate as the Directors may determine.

15. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money due upon the shares held by him beyond the sums actually called for; and upon the moneys so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon.

FORFEITURE AND LIEN.

16. If any Member fail to pay any call or instalment on or before the day appointed for payment of the same, the Directors may at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued, and all expenses that may have been incurred by the Company by reason of such non-payment.

17. The notice shall name a day (not being less than 14 days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

18. If the requisitions of any such notice as aforesaid are not complied with any shares in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments, interest, and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

19. Any share so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot and otherwise dispose of the same in such manner as they think fit.

20. The Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of annul the forfeiture thereof upon such conditions as they think fit.

21. Any Member whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at £5 per cent. per annum, and the Directors may enforce the payment thereof if they think fit, but shall not be under any obligation to do so.

22. The Company shall have a first and paramount lien upon all the shares registered in the name of each Member, whether solely or jointly with others for his debts, liabilities, and engagements, solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment or discharge thereof, shall have actually arrived or not. And such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares.

23. For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such Member, his executors or administrators, and default shall have been made by him or them in the payment, fulfilment or discharge of such debts, liabilities, or engagements for seven days after such notice.

24. The net proceeds of any such sale shall be applied in or towards satisfaction of the debts, liabilities or engagements of, and the residue (if any) paid to such Member, his executors, administrators or assigns.

25. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase-money and after his name has been entered in the Register in respect of such shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TRANSFER AND TRANSMISSION OF SHARES.

26. The instrument of transfer of any share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.

27. The instrument of transfer of any share shall be in writing, in the usual form or in the following form, or as near thereto as circumstances will admit :—

“I, A.B., in consideration of the sum
“of £ paid to me by C.D., of
“(hereinafter called the said transferee), do hereby transfer to
“the said transferee share or shares numbered
“in the undertaking called ‘THE SOUTHSEA CLARENCE ESPLANADE
“PIER COMPANY, LIMITED,’ to hold unto the said transferee, his
“executors, administrators, and assigns, subject to the several
“conditions on which I held the same immediately before the
“execution hereof. And I, the said transferee, do hereby agree to
“take the said share or shares subject to the conditions aforesaid.
“As witness our hands the day of 18 .”

28. The Directors may decline to register any transfer of shares upon which the Company has a lien, and except in cases referred to in the regulations hereinafter contained, numbered 33 and 34, no share shall at any time be transferred to any person who is not a resident within the Borough of Portsmouth unless such person is an existing member of the Company.

29. Every instrument of transfer shall be left at the office for registration accompanied by the certificate of the shares to be transferred, and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

30. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

8
31. A fee not exceeding 1s. may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

(10)
32. The transfer books and Register of Members may be closed during such time as the Directors think fit, not exceeding in the whole 30 days in each year.

33. The executors or administrators of a deceased Member (not being one of several joint-holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such Member, and in case of the death of any one or more of the joint-holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares.

34. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause, or of his title, as the Directors think sufficient, may, with the consent of the Directors (which they shall not be under any obligation to give) be registered as a Member in respect of such shares, or may, subject to the regulations as to transfers hereinbefore contained, transfer such shares to any other person. This clause is hereinafter referred to as the transmission clause.

INCREASE AND REDUCTION OF CAPITAL.

35. The Company in General Meeting may from time to time increase the capital by the creation of new shares of such amount as may be deemed expedient.

36. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a special or without any right of voting.

37. The Company in General Meeting may, before the issue of any new shares, determine that any of them shall be offered in the first instance to all the then Members in proportion to the amount of the capital held by them, or make any other provisions as to the issue and allotment of the new shares, but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original ordinary capital.

38. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares, shall be considered part of the original ordinary capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

39. The Company may from time to time, by Special Resolution, reduce its capital by paying off capital or cancelling capital, which has been lost or is unrepresented by available assets, or reducing the liability on the shares, or otherwise, as may seem expedient, and capital money may be paid off upon the footing that it may be called up again, or otherwise. And the Company may also sub-divide or consolidate its shares or any of them.

40. The Special Resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division, one or more of such shares shall have any preference over the other or others, and that the profits applicable to the payment of dividends thereon shall be appropriated accordingly.

RIGHTS OF SHAREHOLDERS.

41. The owners of the original shares numbered 1 to 400 shall continue to be entitled to the free use of the Pier by themselves, and the members of their families permanently residing with them, subject to the rules and regulations which from time to time may be made for the management of the Pier, free of the ordinary charge for admission to the Pier but not to the Pavilion, nor to any part of the Pier for which at any time a charge extra to the ordinary admissions is made, but if more than one person be jointly entitled to such share or shares the person whose name stands first in the register of shareholders as one of the holders of such share or shares and no other shall be entitled so to use the said Pier free of such charge.

BORROWING POWERS.

42. The Directors may from time to time, with the sanction of the Company in General Meeting, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

43. The Directors may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

44. Debentures, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

45. Any debentures, bonds, or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings.

46. The Directors shall cause a proper register to be kept in accordance with s. 43 of the Companies Act, 1862, of all mortgages and charges specifically affecting the property of the Company.

47. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, by instrument under the Company's seal, authorize the person in whose favour such mortgage or security is executed, or any other person in trust for him to make calls on Members in respect of such uncalled capital, and the provisions hereinbefore contained in regard to calls, shall *mutatis mutandis* apply to calls made under such authority, and such authority may be made exercisable either conditionally or unconditionally, and either presently or contingently, and either to the exclusion of the Directors' power or otherwise, and shall be assignable if expressed so to be.

GENERAL MEETINGS.

48. The General Meetings shall be held twice in every year at such time and place as may be prescribed by the Company in General Meeting, and if no such time or place is so prescribed at such time and place as may be determined by the Directors.

49. The above-mentioned General Meetings shall be called Ordinary Meetings, all other Meetings of the Company shall be called Extraordinary Meetings.

50. The Directors may whenever they think fit and they shall upon a requisition made in writing by Members holding in the aggregate one-twentieth of the issued capital, convene an Extraordinary Meeting.

51. Any such requisition shall specify the object of the Meeting required, and shall be signed by the Members making the same and shall be deposited at the office. It may consist of several documents in like form each signed by one or more of the requisitionists. The Meeting must be convened for the purposes specified in the requisitions, and if convened otherwise than by the Directors for those purposes only.

52. In case the Directors for 14 days after such deposit fail to convene an Extraordinary Meeting to be held within 21 days after each deposit, the requisitionists (or any other Members holding the like proportion of the capital), may themselves convene a Meeting to be held within six weeks after such deposit.

53. Seven clear days' notice at least of every General Meeting specifying the place, day and hour of Meeting, and in case of special business, the general nature of such business shall be given either by advertisement or by notice sent by post or otherwise served as hereinafter provided. Whenever any Meeting is adjourned, at least two days' notice of the place and hour of meeting of such adjourned Meeting shall be given in like manner.

54. The accidental omission to give any such notice to any of the Members shall not invalidate any resolution passed at any such Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

55. The business of an Ordinary Meeting shall be to receive and consider the audited accounts of the Company and the reports of the Directors and Auditors, and to elect Directors and other officers in the place of those retiring by rotation, to declare dividends and bonuses, and to transact any other business which, under these presents, ought to be transacted at an Ordinary Meeting, and any business which is brought under consideration by the report of the Directors.

56. Five Members personally present shall be a quorum for a General Meeting, for the choice of a Chairman, to receive and consider the audited accounts of the Company, the report of the Directors and Auditors, the declaration of a dividend and the adjournment of the Meeting. For all other purposes the quorum for a General Meeting shall be ten Members present in person.

57. The Chairman of the Directors shall be entitled to take the chair at every General Meeting, or if there be no Chairman, or if at any Meeting he shall not be present within 15 minutes after the time appointed for holding such Meeting, the Members present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the Members present shall choose one of their number to be Chairman.

58. If within half-an-hour from the time appointed for the Meeting a quorum is not present the Meeting, if convened upon such requisition as aforesaid, shall be dissolved.

59. Every question submitted to a Meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, the Chairman shall, both on show of hands and at the poll, have a casting vote, in addition to the vote or votes to which he may be entitled as a Member.

60. At any General Meeting, unless a poll is demanded by the Chairman or by at least five Members, or by a Member or Members holding, or entitled to vote in respect of at least one-fifth part of the capital represented at the Meeting, a declaration by the Chairman that a Resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

61. If a poll is demanded as aforesaid it shall be taken at an adjournment to be held at the Registered Office, of which at least two days' notice of the place and hour of meeting of such adjourned Meeting shall be given as prescribed by Article 53, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded. The demand of a poll may be withdrawn.

62. The Chairman of a General Meeting may, with the consent of the Meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

63. Any poll duly demanded on the election of a Chairman of a Meeting or any question of adjournment, shall be taken at the Meeting and without adjournment.

64. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

65. On a show of hands every Member present in person shall have one vote, and upon a poll every member present in person shall be entitled to vote according to the following scale, that is to say, for one share or two shares to give one vote, for three shares and under five shares to give two votes, for five shares and under ten shares to give three votes, for ten shares and under fifteen shares to give four votes, for fifteen shares and under twenty shares five votes, and for twenty shares or upwards to give six votes.

66. Where there are joint registered holders of any shares the Member whose name stands first on the register, and no other shall be entitled to vote in respect of such shares.

67. All votes must be given personally.

68. No Member shall be entitled to be present or to vote on any question at any General Meeting, or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due or payable to the Company in respect of any of the shares of such Member.

DIRECTORS.

69. The number of the Directors shall not be less than three nor more than five.

70. The qualification of every Director shall be the holding of six shares of the Company.

71. The Directors shall be paid out of the funds of the Company by way of remuneration such a sum as a General Meeting shall determine. All sums receivable by the Directors in pursuance of this clause shall be divided among them in such proportion and manner as they may determine.

72. The continuing Directors may act, notwithstanding any vacancy in their body, but so that if the number falls below the minimum above fixed, the Directors shall not, except for the purpose of filling up vacancies, act so long as the number is below the minimum.

73. The office of a Director shall *ipso facto* be vacated—

(A) If he without the sanction of any General Meeting accepts or holds any other office under the Company ;

(b) If he becomes bankrupt, or suspends payment, or compounds with his creditors;

(c) If he be found lunatic, or becomes of unsound mind;

(d) If he cease to hold the required amount of shares to qualify him for office;

(e) If he absent himself from the Meetings of the Directors during a period of six calendar months.

ROTATION OF DIRECTORS.

74. At the second Ordinary Meeting to be held in the year 1900, and at the second Ordinary Meeting in each succeeding year, one-third of the Directors, or if their number is not a multiple of three, then the number nearest to, but not exceeding, one-third shall retire from office. A retiring Director shall retain office until the dissolution or adjournment of the Meeting at which his successor is elected.

75. At any Ordinary Meeting at which any Directors retire in rotation one-third or other nearest number who have been longest in office shall retire. As between Directors who have been in office an equal length of time the Directors to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election.

76. The Company at any General Meeting at which the Directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons to be Directors, and without notice in that behalf may fill up any other vacancies.

77. Any casual vacancy occurring among the Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

78. No person not being a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting, unless he or some other Member intending to propose him has at least seven clear days before the Meeting left at the office of the Company a notice in writing duly signed signifying his candidature for the office or the intention of such Member to propose him.

PROCEEDINGS OF DIRECTORS.

79. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their Meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined three Directors shall be a quorum.

80. The Secretary shall, upon the request of the Chairman or two Directors, convene a Meeting of the Directors. Questions arising at any Meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

81. A Meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under regulations of the Company for the time being vested in or exercisable by the Directors generally.

82. All acts done at any Meeting of the Directors shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

MINUTES.

83. The Directors shall cause minutes to be duly entered in books to be provided for the purpose—

- (A) Of all appointments of officers ;
- (B) Of the names of the Directors present at each Meeting of the Directors ;
- (C) Of all orders made by the Directors ;
- (D) Of all Resolutions and proceedings of General Meetings, and of Meetings of the Directors and Committees.

And any such minutes of any Meetings of the Directors, or of any Committee, or of the Company, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting shall be receivable as *prima facie* evidence of the matters stated in such minutes.

POWERS OF DIRECTORS.

84. The management of the business and the control of the Company shall be vested in the Directors, who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not hereby or by statute expressly directed or required to be exercised or done by the Company in General Meeting, but subject, nevertheless, to the provisions of the statutes, and of these presents and to any regulations from time to time made by the Company in General Meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

85. Without prejudice to the general powers conferred by the last preceding clause, and of the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power—

(1) To pay the costs, charges and expenses of, and incidental to the preparation and completion of these Articles and the alteration of the Memorandum of Association and the application to the Court for the confirmation thereof.

(2) To enter into provisional agreements and with the sanction of the General Meeting to purchase or otherwise acquire for the Company, any property, rights, or privileges which the Company is authorised to acquire, at such price, and generally on such terms and conditions as they think fit, and to erect and construct such buildings and works as they think fit.

(3) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company, and its unpaid capital for the time being or in such other manner as they may think fit.

(4) To appoint and at their discretion remove and suspend such Managers, Secretaries, officers, clerks, agents and servants for permanent, temporary, or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments, and to require security in such instances, and to such amount as they think fit.

(5) To institute, conduct, defend, compromise, or abandon any legal proceedings by and against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demand by or against the company.

(6) To refer any claims or demands by or against the Company to arbitration, and observe and perform the awards.

(7) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

(8) To act on behalf of the Company in all matters relating to bankrupts and insolvents.

(9) To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof, upon Trustees' securities, and in such manner as they may think fit, and from time to time to vary or realise such investments.

(10) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability, whether as principal or surety, for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.

(11) Before recommending any dividend to set aside out of the profits of the Company such sum as they think proper as a reserve fund to meet contingencies, or for equalizing dividends or for repairing, improving and maintaining any of the property of the Company, and for such other purposes as the Directors shall, in their discretion, think conducive to the interest of the Company, and to invest the several sums so set aside upon Trustee's securities and in such manner as they may think fit, and from time to time to deal with and vary such investments, and to dispose of all or any part thereof for the benefit of the Company.

(12) From time to time to make, vary and repeal rules, for the regulation of the business of the Company, its officers and servants, or Members and annual subscribers of the Company or any section thereof.

(13) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Company.

THE SEAL.

86. The Directors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Directors previously given, and in the presence of two Directors at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Directors.

DIVIDENDS AND BONUSES.

87. Subject to the rights of Members entitled to shares issued upon special conditions, the profits of the Company shall be divisible among the Members in proportion to the amount paid up on the shares held by them respectively, provided nevertheless that where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.

88. Subject to the provisions aforesaid the Company in General Meeting may declare dividends to be paid to the Members according to their rights and interests in the profits and may fix the time for payment.

89. No larger dividend shall be declared than is recommended by the Directors (but the Company in General Meeting may declare a smaller dividend).

90. No dividend shall be payable except out of the profits of the Company.

91. No dividend shall carry interest as against the Company.

92. Where a share is issued after the commencement of any financial year it shall, unless otherwise provided by the terms of issue rank *pari passu* with previously issued shares as regards any dividend subsequently declared in respect of such year.

93. The Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.

94. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.

95. A General Meeting declaring a dividend may by subsequent Resolution authorize the Directors to apply the same or any part thereof in paying up *pro tanto* the capital uncalled on the shares in respect of which the dividend is declared, and the Directors may give effect to such Resolution accordingly, but any Member whose shares are fully paid up shall be entitled to be paid his proportion of the dividend in cash.

96. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

97. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a Member or which any person under that clause is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same.

98. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered shares in manner hereinafter provided.

99. Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member entitled, or, in the case of joint-holders, to the registered address of that one whose name stands first on the register in respect of the joint-holding; and every cheque so sent shall be made payable to the order of the person to whom it is sent.

100. All dividends unclaimed for one year after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and all dividends unclaimed for five years after having been declared, may be forfeited by the Directors for the benefit of the Company.

ACCOUNTS.

101. The Directors shall cause true accounts to be kept of the stock-in-trade of the Company, of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits, and liabilities of the Company.

102. The books of account shall be kept at the Registered Office of the Company, and subject to reasonable restrictions shall be open for inspection between the hours of 10 a.m. and 4 p.m. for seven days prior to the half-yearly Ordinary Meeting.

103. At the Ordinary Meetings the Directors shall lay before the Company the audited accounts of the Company which shall consist of the revenue or trading account with the various items of receipts and expenditure arranged under such headings as the Shareholders may from time to time direct, together with a profit and loss account and a balance-sheet containing a summary of the property and liabilities of the Company made up to a date not more than two months before the Meeting.

104. Every such balance-sheet shall be accompanied by a report of the Directors as to the state and condition of the Company, and as to the amount which they recommend to be paid out of the profits by way of Dividend to the Members, and the amount (if any) which they propose to carry to the reserve fund according to the provisions in that behalf hereinbefore contained, and the account, report and balance-sheet shall be signed by two Directors, and countersigned by the Secretary.

105. A printed copy of such account, balance-sheet and report shall, seven days previously to the Meeting, be served on the registered holders of shares in the manner in which notices are hereinafter directed to be served.

AUDIT.

106. The half-yearly accounts of the Company furnished in accordance with Article 103 shall be examined, and the correctness of the profit and loss account and balance-sheet ascertained by two Auditors, one of whom shall be a professional accountant.

107. The Auditors shall be appointed by the Company at the second Ordinary Meeting in each year. The remuneration of the Auditors shall be fixed by the Company in General Meeting. Any Auditor quitting office shall be eligible for re-election.

108. The Auditors may be Members of the Company, but no person shall be eligible as an Auditor who is interested otherwise than as a Member of the Company in any transaction thereof, and no Director or other officer shall be eligible during his continuance in office.

109. If any casual vacancy occurs in the office of Auditor the Directors shall forthwith fill up the same.

110. The Auditors shall be supplied with copies of the statement of accounts and balance-sheet intended to be laid before the Company in General Meeting twenty-one days at least before the Meeting to which the same are to be submitted, and it shall be their duty to examine the same, with the accounts and vouchers relating thereto.

111. The Auditors shall at all reasonable times have access to the books of account of the Company, and they may in relation thereto examine the Directors or any Officers of the Company.

112. The Auditors shall make a report to the Members upon the balance sheet and accounts, and in every such report they shall state whether in their opinion the balance-sheet is a full and fair balance-sheet, containing the particulars required by these regulations, and properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs, and such report shall be read, together with the report of the Directors at the Ordinary Meetings.

113. Every account of the Directors when audited and approved by a General Meeting shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof; whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

NOTICES.

114. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address.

115. Each holder of registered shares whose registered place of address is not in the United Kingdom, may from time to time ratify in writing to the Company an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding clause.

116. As regards those Members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

117. Any notice which may be required to be, or which may be given by advertisement shall be advertised once in a Portsmouth newspaper.

118. All notices shall, with respect to any registered shares to which persons are jointly entitled, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

119. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove the envelope or wrapper containing the notice was properly addressed and put into the post office.

120. Any notice or document delivered or sent by post to or left at the registered address of any Member, in pursuance of these presents, shall, notwithstanding such Member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons, by such Member, until some other person be registered in his stead as the holder or joint-holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors, or administrators, and all persons (if any) jointly interested with him or her in any such share.

121. The signature to any notice to be given by the Company may be written or printed.

122. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period, unless it is otherwise provided.

SOUTHSEA CLARENCE ESPLANADE PIER COMPANY, LIMITED.

This is the printed document referred to in the special resolution passed at an Extraordinary General Meeting, held on the 29th day of May, 1900, and confirmed at an Extraordinary General Meeting, held on the 21st day of June, 1900.

Dated the 21st day of June, 1900.

J. H. ...

Chairman.

In the High Court of Justice
Chancery Division
Mr Justice Lindley

1,000 0/0
Saturday 11th
day of August 1900

Mr Pemberton 32804
Regr

18 AUG 1900

148

Chancery Registry Office

Entered

14 Aug. 1900

P. E. Reeve

Clerk of Entries

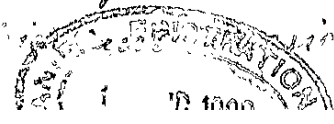
In the Matter of the Southern
Clearance & Pilotage
Company Limited

And in the Matter of the
Companies (Memorandum) of
Association Act 1890

Upon the Petition of the above named Company on
the 7th July 1900 preferred into this Court and upon hearing
counsel for the Petitioner and upon reading the said Petition
the order dated the 31st July 1900 and the evidence therein
contained.

This Court doth order that the special resolution passed
at an extraordinary general meeting of the said Company
held on the 29th May 1900 and confirmed at an extraordinary
general meeting of the said Company held on the 31st
June 1900 be confirmed as modified by this order that
is to say:-

- That the objects of the Company be extended as follows:-
- (1) The erection and maintenance on the shore of the
Portsmouth Harbour Channel on the Southern
Shore in the Parish of Portsea in the County of
Southampton and extending to the said Portsmouth
Harbour Channel of a Pier with all proper approaches
and conveniences to be used for general passenger
traffic.
 - (2) To carry out the erection of a pier and Pavilion
connected in all its members and in particular to
erect and construct on the said pier and Pavilion



business or otherwise, when the company is authorized to do so, and
in and to take a full and complete account of the
such company and to sell hold receive with a without guarantee
otherwise deal, with the same.

(9) To promote any other company for the purpose of carrying on
any of the property and business of the company.

(10) To purchase take or become or in exchange, lease or otherwise acquire
any real and personal property and any rights or interests in it
the company may think necessary or convenient for the purpose
of its business and in particular any land buildings and
machinery plant and stock in trade.

(11) To erect build, construct maintain and alter any building or works
necessary or convenient for the purpose of the company.

(12) To invest and deal with the moneys of the company not
immediately required upon such securities and in such manner
as may from time to time be determined.

(13) To borrow or raise or secure the payment of money in such other
manner as the company shall think fit and in particular by the
issue of debentures or debenture stock perpetual or otherwise charge
upon all or any of the company's property (with present and future)
including its uncalled capital and to underwrite or guarantee
securities.

(14) To draw make accept endorse execute and issue promissory
notes bills of exchange debentures and other negotiable and
transferable instruments.

(15) To sell improve manage dispose lease or otherwise
of land to account or otherwise deal with all or any of
the property of the company.

(16) To amalgamate with any other company or companies
or to be taken over or to be merged with any other
company.

(17) To do all or any of the above things in connection
with or in relation to the business of the company
or in connection with other



(12) To enter into any arrangement with any
government, local municipal, and other
authorities that may seem conducive to its
company's objects and of them, and to obtain
from any such authority any rights, privileges
and concessions which the company may think
it desirable to obtain, and to carry out
exercise and comply with any such arrangements
rights, privileges, and concessions.

And it is ordered that an office copy of
this order be delivered to the Registrar of
Joint Stock Companies within fifteen days
from the date thereof together with a printed
copy of the Memorandum of Association as
altered, under the direction aforesaid.

L. P.

RECEIVED



Clarence, Tex.
M^r Justice Shiras

Dated 4th March 1905

Re Southern Clarence
Explorade Pier P. O.

Wise
Copied

Order

A. W. MILLS,

200 N. 2nd ST. BY LANE, W. C.

To
A. W. Mills

J. S. Mills

COMPANY LIMITED BY SHARES.

Memorandum

AND

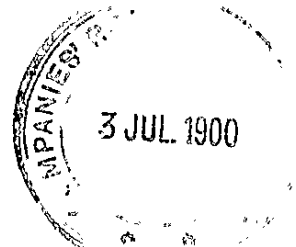
Articles of Association

OF THE

**Southsea Clarence Esplanade Pier
Company, Limited.**

INCORPORATED THE 14th DAY OF AUGUST, 1860.

A. WALLIS WHITE,
PORTSMOUTH.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE

SOUTHSEA CLARENCE ESPLANADE

PIER COMPANY, LIMITED.

Incorporated the 14th day of August, 1860

A. WALLIS WHITE,

PORTSMOUTH.

LIMITED COMPANY.



Memorandum of Association

OF THE

SOUTHSEA CLARENCE ESPLANADE PIER COMPANY, LIMITED.

38805

18 AUG 1909

1. The name of the Company is "THE SOUTHSEA CLARENCE ESPLANADE PIER COMPANY, LIMITED."

2. The Registered Office of the Company is to be established in England.

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

(1) The erection and maintenance on the shore of the Portsmouth Harbour Channel, on the Clarence Esplanade, Southsea, in the Parish of Portsea, in the County of Southampton, and extending to the said Portsmouth Harbour Channel of a Pier with all proper approaches and conveniences, to be used for general passenger traffic.

(2) To carry on the business of a pier and pavilion company in all its branches, and in particular to erect and construct on the said pier any erections whether temporary or of a permanent nature which may seem directly or indirectly conducive to the Company's objects, and to conduct, hold and promote regattas, swimming matches and aquatic sports, and steamer and other excursions, concerts, entertainments, shows and exhibitions, and otherwise utilize the Company's property and rights, and to give and contribute towards prizes, cups, stakes, and other rewards.



(3) To establish any clubs, subscription rooms or other conveniences and to carry on the business of tavern keepers, licensed victuallers and refreshment purveyors in connection with the Company's property.

(4) To adopt such means of making known the business of the Company and in particular by advertising in the Press, by circulars, by purchase, and exhibition of works of art or interest, by publication of books and periodicals, as may seem expedient.

(5) To establish and provide all kinds of conveniences and attractions, for customers and others, and in particular Reading, Writing and Smoking Rooms, Lockers, and Safe Deposits, Telephones, Telegraphs, Shops, and Lavatories in connection with the Company's property.

(6) To carry on the business of carriers by land and water, Warehousemen, Wharfingers, and Forwarding Agents in connection with the Company's property.

(7) To acquire and undertake the whole or any part of the businesses, property and liabilities of any person or company carrying on any business which this Company is authorized to carry on.

(8) To enter into any arrangements for sharing profits, union of interests, co-operation, joint-adventure, reciprocal concessions or otherwise with any person or company carrying on, or engaged in, or about to carry on, or engage in any business or transaction which this Company is authorized to carry on or engage in. And to take or otherwise acquire shares and securities of any such company; and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

(9) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company.

- (10) To purchase, take on lease, or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock-in-trade.
- (11) To erect, build, construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (12) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (13) To borrow or raise or secure the payment of money in such other manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charge upon all or any of the Company's property (both present and future) including its uncalled capital, and to redeem or pay off any such securities.
- (14) To draw, make, accept, indorse, execute, and issue promissory notes, bills of exchange, debentures, and other negotiable and transferable instruments.
- (15) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any of the property of the Company.
- (16) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (17) To do all or any of the above things as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (18) To enter into any arrangements with any government, local, municipal, and other authorities that may seem conducive to the Company's objects, or any of them, and to obtain from any such authority any rights, privileges and

concessions, which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

4. The liability of the Shareholders is limited.

5. The nominal capital of the Company is £8,000, divided into 800 shares of £10 each.

*I hereby Certify that the
above is a copy of the Memorandum
of Association extending the objects
of the Company as sanctioned and
authorised by Order of M^r. Justice
Stirling dated the 4th day of August
1900.*

W. Mills.

4 Chancery Lane W.C.

For

A. Wallis White

Portsmouth

Solicitor to the Company

Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS OR FORM
OF CONSTITUTION.

Pursuant to s. 2 (1) of 53 & 54 Vict., ch. 62.



No. 1955

The Southsea Clarence Esplanade Pier Company
Limited having by Special
Resolution Altered its Objects as confirmed
by an Order of the High Court of Justice Chancery Division
bearing date the 14th day of August 1900

I Hereby Certify the Registration
of the said Order and of a Printed Copy of the Memorandum of
Association as altered

Given under my hand at London, this Eighteenth day of August
one Thousand Nine Hundred

Ernest Shears

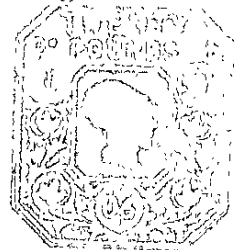
Registrar of Joint Stock Companies

Certificate received by A. W. Mills
4 Chancery Lane W.C.

Date 21st August 1900

No. of Certificate 1955 / 60

Form No. 20.



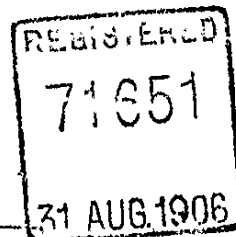
The Southern Clarence Dispensary
Pier COMPANY, LIMITED.

STATEMENT of Increase of Nominal Capital pursuant to s. 112 of 54 and 55

Vict., ch. 39 (Stamp Act, 1891), as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance

Act, 1899). (NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five

Shillings for every £100 or fraction of £100.)



This statement is to be filed with the Notice of Increase registered under Section 34

of the Companies' Act, 1862.

Presented for Registration by



The NOMINAL CAPITAL of the Southern Clarence

Esplanade Pier Company, Limited.

has been increased by the addition thereto of the sum of £ 8000, divided into

800 shares of £ 10 each beyond the Registered Capital of

Eight Thousand pounds

Signature

B. D. White

Description

Secretary

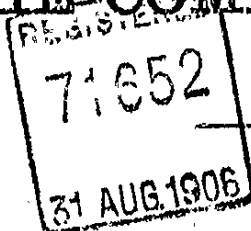
Date

August 30th 1906

This statement must be signed by the Manager or by the Secretary of the Company.

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

"THE COMPANIES' ACTS, 1862 to 1900."



Notice of Increase in the Capital

of the

*Southsea Clarence Esplanade**Pier*

Company,

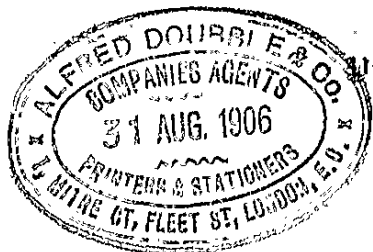
Limited

Pursuant to Section 34 of Principal Act.

In cases where the Resolution is not required to be confirmed, the words "Special" "and duly confirmed on day the day of 190 ," should be struck out.

This Notice must be sent to the Registrar within 15 days from the date at which the Resolution for Increase was passed, under a penalty of £5 per day for default.

Any Increase in the Number of Members, Notice of which (in the same Section) is required to be given to the Registrar, must also be made within 15 days from the date of such Increase, under the like penalty for default.



Published under Authority of the Act,

BY
ALFRED DOUBBLE & Co.,

COMPANIES' AGENTS, PRINTERS & STATIONERS.

1, Mitre Court, FLEET STREET, LONDON, E.C.

FROM SERJEANTS' INN, TEMPLE

31 AUG. 1906

NOTICE

Of Increase in the Capital of the Southern

Clarence Esplanade Pier

Company, Limited

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The

Southern Clarence Esplanade
Pier

Company, Limited

Do hereby give you notice,
in accordance with Section 34, of "The Companies' Act, 1862," and by the authority of a
Special Resolution of the Company, duly passed on Tues day, the twenty eighth
day of August 1906, and duly confirmed on _____ day, the

_____ day of _____ 190____, that the nominal Capital
of the Company has been increased by the addition thereto of the sum of
Eight Thousand Pounds,

divided into Eight Hundred Shares of

Ten Pounds each, beyond the present and Registered Capital of
Eight Thousand Pounds,

and thus making up to this date, the Total Registered Capital of Sixteen
Thousand Pounds.

(Signature)

Dated Thirtieth day
of August 1906

Officer

B. W. White
Secretary

*In cases where the Resolution is not required to be confirmed, the words "Special" "and duly confirmed on
day the _____ day of _____ 190____," should be struck out.

*This Notice is to be signed by a Director, Manager, Secretary, or other authorized Officer of the Company.

Southsea Clarence Esplanade Pier Company LIMITED.

ALL COMMUNICATIONS TO BE ADDRESSED TO
THE SECRETARY.

TELEPHONES—

National 78.
Municipal 323.

PORTSMOUTH, 10th, Jan'y. 1910.

The Registrar,
Joint Stock Companies,
Somerset House,
London.W.C.

Sir,

I send you herewith notice of Change in the Directors of this
Company for registration, together with fee of 5/-, and I will be pleased
to receive acknowledgement in due course.

I am, Sir,
Your obedient Servant,

Wm Budd





Special Resolution

(Pursuant to s. 69 Companies (Consolidation) Act, 1908)

OF THE

SOUTHSEA CLARENCE ESPLANADE PIER COMPANY, LIMITED.

REGISTERED
3621
9 JAN 1919

Passed 10th December, 1918.

Confirmed 31st December, 1918.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at the Reading Room of the Clarence Pier, Southsea, on the 10th day of December, 1918, the following Special Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at the same place on the 31st day of December, 1918, the following Special Resolution was duly confirmed:—

That the Articles of Association of the Company be altered in manner following:—

(a) Article 23 shall be modified by striking out that portion of the clause which follows the word "lien."

(b) The following Article shall be substituted for Article 48, namely,

"A General Meeting shall be held once in every year at such time and place as may be prescribed by the Company in General Meeting, and if no other time or place is prescribed, at such time and place as may be determined by the Directors."

(c) Articles 65, 66, 67 and 68 shall be cancelled and the following Articles shall be substituted therefor, namely,

VOTES OF MEMBERS.

(65). On a show of hands every Member present in person shall have one vote. On a poll every Member shall have one vote for each share of which he is the holder.

(65A). In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

(65B). A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in Lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee or curator bonis, appointed by such court, and such committee, curator bonis, or other person, may, on a poll, vote by proxy.

(66). No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

(67). On a poll votes may be given either personally or by proxy.

(67A). The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

(67B). The instrument appointing a proxy, and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

(68). An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve :—

“ THE SOUTHSEA CLARENCE ESPLANADE PIER COMPANY
LIMITED.

“ I,

“ of in the County
“ of being a Member of THE SOUTHSEA
“ CLARENCE ESPLANADE PIER COMPANY, LIMITED, hereby
“ appoint of
“ as my proxy to vote for me and on my behalf at the
“ Ordinary (or Extraordinary as the case may be) General
“ Meeting of the Company to be held on the
“ day of and at any adjournment thereof.

“ Signed this day of 19 .”

(d) The first two lines of Article 74 shall be struck out and the following paragraph shall be substituted therefor :—

“ At the Ordinary General Meeting to be held in the year
“ 1919, and at every succeeding Ordinary General Meeting,”

(e) Articles 101 to 113 inclusive shall be cancelled, and the following Articles shall be substituted therefor, namely :—

ACCOUNTS.

(101). The Directors shall cause true accounts to be kept—

Of the sums of money received and expended by the
Company and the matter in respect of which such receipt
and expenditure takes place; and

Of the assets and liabilities of the Company.

(102). The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

(103). The Directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

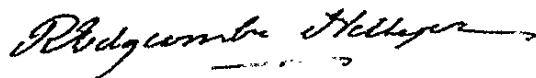
(104). At the Ordinary General Meeting in every year the Directors shall lay before the Company a revenue account, and a profit and loss account for the period since the preceding account, made up to a date not more than three months before such meeting.

(105). A balance sheet shall be made out in every year and laid before the Company at the Ordinary General Meeting, made up to a date not more than three months before such meeting. The balance sheet shall be accompanied by a report of the Directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount, if any, which they propose to carry to a reserve fund.

(106). A copy of the balance sheet and report shall, seven days previously to the meeting, be sent to the persons entitled to receive notices of General Meetings in the manner in which notices are to be given hereunder.

AUDIT.

107. Auditors shall be appointed and their duties regulated in accordance with sections 112 and 113 of the Companies (Consolidation) Act 1908, or any statutory modification thereof for the time being in force. Provided that one of such Auditors shall be a professional Accountant.



Chairman.

No. OF COMPANY 1,955. / 96

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

(COPY)

Extraordinary Resolution

(Pursuant to The Companies Act, 1929, Section 117)

OF

Southsea Clarence Esplanade Pier Company, Limited.

Passed the 26th day of November, 1931.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at The Clarence Esplanade Pier, Southsea, in the County of Hants, on the 26th day of November, 1931, the following EXTRAORDINARY RESOLUTION was duly passed:—

"That the Shareholders approve the plans now submitted for alterations, additions and special repairs to the Pier as outlined, and hereby recommend that the Directors carry out all or such portion of the work as they may consider desirable."

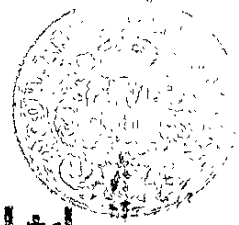
William Luddy
Secretary.

Presented to the Registrar of Companies
on the 16th day of December, 1931.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2 AND 13 BROAD STREET PLACE, E.C.2.—01532-31.

REGISTERED
15 DEC 1931

REGISTERED
2 AUG 1934



The Southsea Clarence Esplanade Pier Co., Ltd.

At a general meeting of the holders of the original shares in the capital of the Company, numbered 1 to 400 inclusive held at Clarence Pier, Southsea, on the 16th day of July, 1934, the following resolution was passed as an extraordinary resolution:—

That this separate general meeting of the holders of the original shares in the capital of the Company numbered 1 to 400 inclusive hereby consents to the cancellation of the rights attached to their shares by Article 41 of the Articles of Association of the Company proposed to be effected by the resolution numbered (4) in the notice of a further extraordinary general meeting of the Company produced to this meeting and for the purpose of identification signed by the chairman thereof but such consent as aforesaid is conditional upon the resolutions numbered (2) and (3) in such notice being duly passed at such further extraordinary general meeting.

E. Flowers

Chairman.

101
2 AUG 1934

The Southsea Clarence Esplanade Pier Co., Ltd.

At an Extraordinary General Meeting of the above-named Company held at Clarence Pier, Southsea, on the 16th day of July, 1934, the following resolution was passed ~~and~~ a special resolution:—

That the Articles of Association of the Company be altered in manner following:—
(A) By inserting immediately after Article 41 the following new Article:—

"41 A. All or any of the rights and privileges attached to the original shares in the capital of the Company numbered 1 to 400 inclusive or to any shares resulting from the sub-division of those shares, and, if at any time the capital by reason of the issue of preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each such class may, subject to the provisions of Section 61 of the Companies Act, 1929, be modified, abrogated, or dealt with, by an extraordinary resolution passed at a separate general meeting of the holders of such original shares or of the shares resulting from the sub-division of those shares or of the shares of that class as the case may be, and all the provisions in these Articles contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum thereof shall be members holding or representing by proxy one-third of the nominal amount of such original shares or of the shares resulting from the sub-division of those shares or of the issued shares of that class as the case may be."

(B) By inserting immediately after Article 100 the following new Articles:—

"100 A. Any general meeting may resolve that any moneys, 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 or representing premiums received on the issue of shares and standing to the credit of the share premium account be capitalised and be distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions, or be distributed in such other manner and amongst such shareholders and in such proportions as such general meeting may by extraordinary resolution determine, on the footing that they become 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 or debentures or debenture stock 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 fund. It shall be no objection to any such extraordinary resolution as aforesaid that the same provides for any class of shares being given preferential or special rights or being excluded altogether or in part and the original shares in the capital of the Company numbered 1 to 400 inclusive and the shares resulting from the sub-division of those shares shall be deemed to be a separate class of shares for the purposes of the provisions of this article."

"100 B. For the purpose of giving effect to any resolution under the last preceding article 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 determine that fractions of less value than £1 may be disregarded in order to adjust the rights of all parties. Where requisite a proper contract shall be delivered to the Registrar of Companies for registration in accordance with Section 42 of the Companies Act, 1929, and the directors may appoint any person to sign such contract on behalf of the persons entitled to the capitalised fund and such appointment shall be effective."

E. Flowers

Chairman.

2 AUG 1934

The Southsea Clarence Esplanade Pier Co., Ltd.

At a further Extraordinary General Meeting of the above-named Company held at Clarence Pier, Southsea, on the 16th day of July, 1934, the following resolutions were passed, the resolution numbered (3) being passed as an extraordinary resolution and the resolutions numbered (1) and (4) being passed as special resolutions:—

RESOLUTIONS.

(1) That each of the existing £10 shares in the capital of the Company be divided into 10 shares of £1 each.

(2) That the capital of the Company be increased to £32,000 by the creation of 16,000 6 per cent. Preference Shares of £1 each.

(3) That it is desirable to capitalise a sum of £10,000 being part of the undivided profits of the Company in the hands of the Company and accordingly that such sum be capitalised and distributed among the members on the footing that they become entitled thereto as capital in pursuance of Article 100A of the Articles of Association of the Company and that the said capital sum be applied in payment in full for 10,000 6 per cent. Preference Shares of the Company of £1 each and that such Preference Shares credited as fully paid up be accordingly allotted as follows, namely, to the holders of the shares resulting from the sub-division of the original shares in the capital of the Company numbered 1 to 400 inclusive one Preference Share for every one of the shares resulting from such sub-division held by them respectively, and to the holders of the shares resulting from the sub-division of the shares in the capital of the Company numbered 401 to 1600 inclusive one Preference Share for every two of the shares resulting from such sub-division held by them respectively and that the Preference Shares so distributed shall be treated for all purposes as an increase of the nominal amount of the capital of the Company held by each such shareholder and not as income.

(4) That Article 41 of the Articles of Association of the Company be cancelled.

(5) That the following provisions shall apply with regard to the above-mentioned 16,000 6 per cent. Preference Shares:—

(a) The said Preference Shares shall carry a fixed cumulative preferential dividend at the rate of 6 per cent. per annum on the capital for the time being paid up thereon and such dividend shall subject to Articles 88 and 89 be made up to the 31st day of October in each year and paid on or before the 31st day of December in each year, the first of such dividends to accrue on the Preference Shares issued as fully paid under the resolution numbered (3) above from the date of the passing of these resolutions and on the Preference Shares subscribed in cash thereafter from the date when such Shares are fully paid.

(b) The said Preference Shares shall rank for dividend, and, in a winding-up, as regards repayment of capital and payment of arrears of dividend whether earned or declared or not in priority to the existing shares in the capital of the Company but shall not be entitled to any further participation in the profits or assets of the Company.

(c) The 6,000 Preference Shares which shall remain after allotting or setting aside for allotment the said 10,000 Preference Shares pursuant to the resolution numbered (3) above shall be offered at par to the shareholders whose names are on the register of shareholders at the date of the passing of these resolutions in proportion to the number of shares other than Preference Shares held by them respectively.

(d) In the event of any shareholders failing to apply for their proportion of the said Preference Shares on or before such date as the Directors may determine the Directors may dispose of such shares as are not applied for to such persons and in such manner as the Directors may think fit.

E. Flowers Chairman.

No. of Certificate...1955.../103

Form No. 26A.



THE SOUTHSEA CLARENCE ESPLANADE PIER

----- COMPANY, LIMITED.

The rate of Companies Capital Duty is reduced from £1 per cent. to 10s. per cent. on and after 26th April, 1933.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound for every £100 or fraction of £100.)

REGISTERED
2 AUG 1934

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903.)

NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

GLANVILLES

SOLICITORS. PORTSMOUTH.

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

The NOMINAL CAPITAL of..... THE SOUTHSEA CLARENCE ESPLANADE

PIER

Company, Limited,

has by a Resolution of the Company dated 16th July 1934

been increased by the addition thereto of the sum of £ 16,000 ---, divided into

16,000 shares of £ 1. --- each, beyond the Registered Capital of

£16,000.---.

FOR SOUTHSEA CLARENCE ESPLANADE PIER CO. LTD

Signature.....

Wm. Laddy
Secretary & General Manager.

Description..... SECRETARY.

Date..... 27th July 1934.

This statement should be signed by an Officer of the Company.

Number of
Company } 1955 / 104

Form No. 20.

THE COMPANIES ACT, 1929.

Notice of Increase in Nominal Capital

Pursuant to Section 52.

Insert the
Name
of the
Company.

THE SOUTHSEA CLARENCE ESPLANADE

PIER COMPANY

LIMITED.

2 AUG 1934

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. 52 (3) of the Act).

Presented by

Glanvilles

Solicitors.

Portsmouth.

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, 2, and 66 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

20172.20-7-33

Companies Form No. 6A.

[See Back.]

To THE REGISTRAR OF COMPANIES.

The Southsea Clarence Esplanade Pier
Company Limited, hereby gives you notice, pursuant to
Section 52 of the Companies Act, 1929, that by a * Ordinary
Resolution of the Company dated the 16th day of July 1934
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 16,000
beyond the Registered Capital of £ 16,000 ✓

* "Ordinary,"
"Extraordin-
ary," or
"Special".

The additional Capital is divided as follows:—

| Number of Shares. | Class of Shares. | Nominal amount of each Share. |
|-------------------|------------------|----------------------------------|
| 16,000 | Preference | £1. |

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new
shares have been, or are to be, issued are as follows:—

See Resolution 5 (a) (b) (c) and (d).

The preference shares are not redeemable.

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

Signature

State whether Director,
Manager or Secretary

Dated the 27th day of July 1934

"THE COMPANIES ACT, 1929."



Compa
Fee Sh
of 5
must
impre
here

**Notice of Consolidation, Division, Sub-Division,
or Conversion into Stock of Shares**

(Specifying the Shares so Consolidated, Divided, Sub-Divided,
or Converted into Stock)

OR OF THE

Re-conversion into Shares of Stock

(Specifying the Stock so Re-converted)

OR OF THE

Redemption of Redeemable Preference Shares,

OR OF THE

Cancellation of Shares

(Otherwise than in connection with a Reduction of Share Capital
under Section 55 of The Companies Act, 1929)

OF

**SOUTHSEA CLARENCE ESPLANADE PIER COMPANY
LIMITED.**

Pursuant to Section 51 of The Companies Act, 1929.

(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NUMBER: HOLBORN 0434 (3 LINES.)

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers
116 CHANCERY LANE, LONDON, W.C. 2
And 13 BROAD STREET PLACE, E.C. 2

Presented by

W. B. 15.
W. B. 15.
W. B. 15.

To THE REGISTRAR OF COMPANIES.

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

... SOUTHSEA CLARENCE ESPLANADE PIER COMPANY, LIMITED,

hereby gives you Notice in accordance with Section 51 of The Companies Act, 1929, that* each of the existing £10 Shares in the capital of the Company was divided into 10 Shares of £1 each in pursuance of Special Resolution passed at an Extraordinary General Meeting of the Company held on the Sixteenth day of July, 1934.

FOR SOUTHSEA CLARENCE ESPLANADE PIER CO. LTD.

Signature

Officer... Secretary & General Manager
(State whether Director, Manager, or the Secretary of the Company.)

Dated the 14th
day of February, 1935.

*e.g. In the case of Consolidation and Division, "the 1000 Preference £10 Shares of this Company numbered 1 to 1000 have been Consolidated and Divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock, "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been Converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares, "the £50,000 Ordinary Stock of this Company has been Re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-Division, "each of the 5000 Ordinary Shares of £5 each has been Divided into 5 Shares of £1 each." In the case of Redemption, "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been Redeemed." In the case of Cancellation, "2500 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been Cancelled."

"The Companies Act, 1929."

Notice

OF CONSOLIDATION DIVISION, SUB-
DIVISION, OR CONVERSION INTO STOCK
OF SHARES OR OF THE RE-CON-
VERSION INTO SHARES OF STOCK, OR
OF THE REDEMPTION OF REDEEMABLE
PREFERENCE SHARES OR OF THE
CANCELLATION OF SHARES,

OF

SOUTHSEA CLARENCE

ESPLANADE PIER COMPANY

LIMITED.

COMPANY LIMITED BY SHARES.

Extraordinary Resolution

(Pursuant to Section 117 (1))

OF

**THE SOUTHSEA CLARENCE ESPLANADE PIER CO.,
LIMITED.**

Passed 16th day of July 1934.

AT a GENERAL MEETING of the holders of the original shares in the capital of the Company numbered 1 to 400 inclusive, held at Clarence Pier, Southsea, on the 16th day of July, 1934, the following Resolution was passed as an Extraordinary Resolution :—

That this separate General Meeting of the holders of the original shares in the capital of the Company numbered 1 to 400 inclusive hereby consents to the cancellation of the rights attached to their shares by Article 41 of the Articles of Association of the Company proposed to be effected by the Resolution numbered (4) in the notice of a further Extraordinary General Meeting of the Company produced to this meeting and for the purpose of identification signed by the Chairman thereof but such consent as aforesaid is conditional upon the Resolutions numbered (2) and (3) in such notice being duly passed at such further Extraordinary General Meeting.

E. FLOWERS,

Chairman.

Filed with the Companies Registrar
2nd August 1934.

~~CONFIDENTIAL~~ ~~CONFIDENTIAL~~

(6) Give full particulars, in the form of the following table, of the property which is the subject of the sale, shewing in detail how the total purchase price is apportioned between the respective heads :—

| | | |
|---|---|---|
| Legal estates in Freehold property and Fixed Plant and Machinery and other fixtures thereon (a) | } | £ |
| Legal estates in leasehold property (a) | } | £ |
| Fixed plant and machinery on leasehold property (including tenants, trade, and other fixtures) | } | £ |
| Equitable interests in freehold or leasehold property (a) | } | £ |
| Loose plant and machinery, stock in trade, and other chattels (b) | } | £ |
| Goodwill and Benefit of Contracts | | £ |
| Patents, Designs, Trade Marks, Licences, Copyrights, &c. | } | £ |
| Book and other debts | | £ |
| Cash in hand and at Bank on Current Account, Bills, Notes, &c. | } | £ |
| Cash on Deposit at Bank or elsewhere | | £ |
| Shares, Debentures and other Investments | | £ |
| Other property, viz. :— | | |
| | | |
| | | |
| | | |
| | | |
| | | £ |

COMPANY LIMITED BY SHARES.

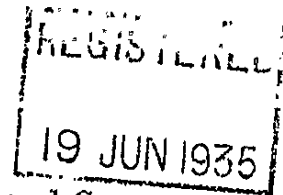
Special Resolution

(Pursuant to Section 117 (2))

OF

**THE SOUTHSEA CLARENCE ESPLANADE PIER CO.,
LIMITED.**

Passed 12th June 1935.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, held at Clarence Pier, Southsea, on Wednesday, the 12th day of June 1935, the following Resolution was duly passed as a Special Resolution:—

RESOLUTION.

That the Articles of Association of the Company be altered in manner following:—

(A) The following Article shall be substituted for Articles 61 and 63:—

“If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment not exceeding thirty days and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll is demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.”

(B) The following Article shall be substituted for Article 65:—

“On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every share held by him. Provided that the holders of preference shares shall have no right to receive notice of or be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holding preference shares unless their preferential dividend shall be in arrears at the date of such Meeting or unless such Meeting be convened for the purpose of altering the regulations of the Company or of winding up the Company.”

(C) The following Article shall be substituted for Article 70:—

“The qualification of every Director shall be the holding of One hundred £1 Ordinary Shares of the Company.”

E. Flowers

Chairman.

19.55/126

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



RESOLUTIONS OF THE SOUTHSEA CLARENCE ESPLANADE PIER
COMPANY LIMITED PASSED on the 30th day of DECEMBER, 1948.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at the Clarence Esplanade Pier, Southsea, Hants, on the 30th day of December, 1948, the following Resolutions were duly passed as Special Resolutions:—

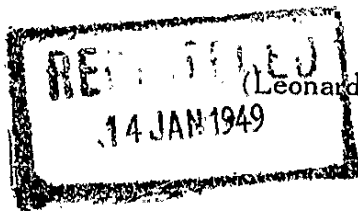
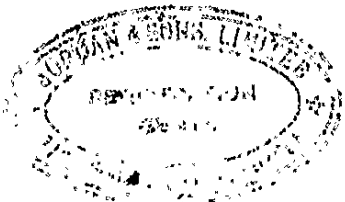
- (1) That there be added to the Articles of Association of the Company the following, to be known as Article 71a:—

"There shall not be any age limit for Directors and sub-sections (1) to (6) of Section 185 of the Companies Act, 1948, shall not apply to the Company".

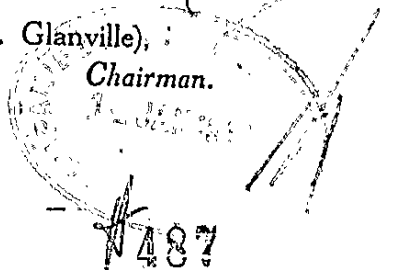
- (2) That the following Article be substituted for Article 42:—

"The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company".

Leonard F. Glanville



(Leonard F. Glanville),
Chairman.



487

1955

130

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

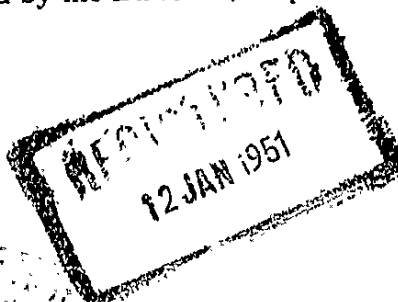


RESOLUTION OF THE SOUTHSEA CLARENCE ESPLANADE PIER
COMPANY LIMITED PASSED on the 28th day of DECEMBER, 1950

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at the Clarence Esplanade Pier, Southsea, Hants, on the 28th day of December, 1950, the following Resolution was duly passed as a Special Resolution:—

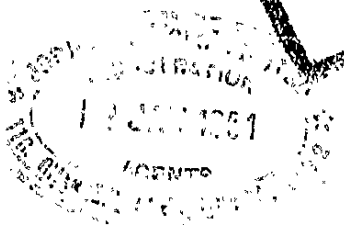
That the following Article (increasing the registration fee payable on each transfer of shares from 1s. 0d. to 2s. 6d.) be substituted for Article '31':—

"A fee not exceeding 2s. 6d. may be charged for each transfer and shall, if required by the Directors, be paid before the registration thereof."

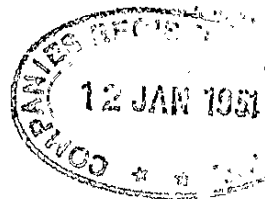


(Leonard F. Glanville),

Chairman.



4298



THE COMPANIES ACTS 1948 TO 1980

Declaration by old public company that it does not meet the requirements for a public company

Pursuant to section 8(9) of the Companies Act 1980

Please do not
write in this
binding margin

R9

For official use

Company number

183

1955

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

Name of Company

SOUTHSEA CLARENCE ESPLANADE PIER COMPANY

Limited

I, ALFRED ALBERT GROBB
of 35 PORTSDOWN HILL ROAD, BEDHAMPTON
HAVERANT HANTS

*Delete as
appropriate

being [the Secretary] ~~to Director~~ * of the above named company do solemnly and sincerely declare:
that the company does not at the time of this Declaration satisfy the conditions
specified in section 8(11) of the Companies Act 1980.

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

Portsmouth in Hampshire

the

the Seventeenth day of April
One thousand nine hundred and EIGHTY TWO

before me

A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Signature of Declarant

A. A. Grobb

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

MORRIS, CROCKER & CO
6 OUTRAM ROAD
PORTSMOUTH.
PO5 1QF

For official use
General section

Post room



FILE COPY



CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 1955 / 184

I hereby certify that

SOUTHSEA CLARENCE ESPLANADE PIER COMPANY LIMITED

is, with effect from10TH MAY 1982..... a private company
within the meaning of the Companies Acts 1948 to 1981.

Dated at Cardiff the 10TH MAY 1982

A stylized signature or stamp, possibly representing the Assistant Registrar of Companies.

Assistant Registrar of Companies

Morris Crocker

Chartered Accountants

1955

6 Outram Road, Portsmouth,
Hampshire PO5 1QF.
Telephone (0705) 811414

21 East Street, Havant,
Hampshire PO9 1HW.
Telephone (0705) 484356

28 Chapel Street, Petersfield,
Hampshire GU32 3DP.
Telephone (0730) 64521

COMMUNICATION FROM:

PORTSMOUTH

OUR REF: EWW/JJL/CAG

YOUR REF:

COMPANY SECRETARIAL DEPARTMENT
Manager : Mrs. J. Lashmore B.A.,

31st March 1988

The Directors,
Southsea Clarence Esplanade Pier Company Limited,
Clarence Pier,
Southsea,
Hampshire.

Dear Sirs,

We hereby resign our office as auditors of the Company and we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the Members or Creditors of the Company.

Yours faithfully,
MORRIS CROCKER



EWART W. WOOD

V.A. FENNER

R.W. HAYES

K.M. GILBERT

R.M.L. PERRY

A.B. CRISPIN

S.M. JOHNSTON

