

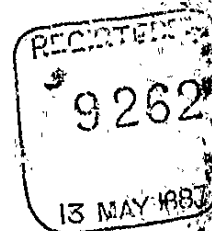
COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF THE

SCARBOROUGH

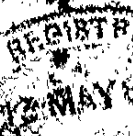
CONSTITUTIONAL CLUB COMPANY,  
LIMITED.



- 1.—The name of the Company is "The Scarborough Constitutional Club Company, Limited."
- 2.—The Registered Office of the Company is to be in England.
- 3.—The objects for which the Company is established are:—To provide *for the erection in Scarborough of a Building available* in Scarborough a Social and Political Club for Persons professing Constitutional principles; to enter into Contracts necessary for the purchasing or acquiring Land or Buildings for the erection and furnishing of such Buildings; also, if necessary, for the erection of Shops and other premises adjoining thereto, and to let ~~as~~ such premises, or any part thereof, for a Club, or to let the same for any other purpose.
- 4.—The liability of the members is limited.

The Capital of the Company is £8,000, divided into 8,000 Shares of £1 each.

28



We the several Persons whose names and addresses are subscribed, do hereby agree into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names:—

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
✓ Charles Legard Ganton Hall York Baronet.	Twenty five
✓ Wm Hebdon. Barker. Scarbro	Twenty five
✓ Jno D Sarony Scarbro Photographic Artist.	Twenty five
✓ Henry Wright Surgeon Scarbro	Twenty five
✓ Henry Darley. Scarborough liquorist	Twenty five <del>One hundred</del>
George Reresby Sitwell Remisham Baronet.	Twenty five
Wm Chas. Smith + Maitland Gentleman	Twenty five

175

Dated the 7<sup>th</sup> day of May 1887.

Signed by the said Charles Legard, William Hebdon Thomas Barker Sarony,  
Henry Wright and Henry Darley in the presence of  
J<sup>rs</sup> Watts Solicitor 28 Queen St. Scarbro

Signed by the said George Reresby Sitwell and William Charles Lane  
in the presence of.

S. W. Fisher

S. W. Fisher

Brookman Road Scarbro

The Seaborough Constitutional Club

Company,

Limited, is Incorporated under the Companies' Acts, 1862 to 188 a Limited

Company, this Thirteenth day of May

One thousand eight hundred and eighty seven

J. B. Rank

Registrar of Joint Stock Companies.

Certificate of Incorporation received by:—

W J Bowdall

pro Watkinson Bros & Co

24 Brichin Lane

Ed

Date \_\_\_\_\_

# Articles of Association

OF THE

## SCARBOROUGH CONSTITUTIONAL CLUB COMPANY,

LIMITED.

RECEIVED

3263

13 MAY 1887

Capital.

1.—The Capital of the Company shall be £8,000, divided into 8,000 shares of £1 each.

Power to reduce capital and to alter amount of shares.

2.—The Company may from time to time reduce its Capital, and may by consolidation or sub-division divide the Capital, or any part thereof, into shares of larger or smaller nominal amount.

Borrowing powers.

3.—The Directors may from time to time, at their discretion, and whether all the nominal Capital of the Company shall have been subscribed or not, raise or borrow from the Directors, Members, or other persons, any sum or sums of money for the purposes of the Company, but so that the monies at any one time owing shall not, without the sanction of a General Meeting, exceed the nominal amount of the Capital.

4.—The Directors may raise or secure the repayment of such monies 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 Bonds of the Company, or by the creation of Debenture Stock, or by making, drawing accepting, and endorsing on behalf of the Company any Promissory Notes or Bills of Exchange, or giving or issuing any other security of the Company, or by Mortgage or charge of all or any part of the property of the Company and of its uncalled Capital for the time being.

Powers to convert ordinary shares into preference shares &c.

5.—The Directors shall have power to issue any of the Ordinary Shares of the Company as Preference Shares, and, on any increase of Capital, to issue Preference or Guaranteed Shares, and to give priority over Original as well as New Capital.

Company's lien on shares.

6.—The Company shall have a first and paramount lien on the Shares of each member 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.

Powers of directors supplemental to.

Table 'A' in 1st schedule of 'The Companies' Act, 1862.'

7.—Without prejudice to, but in furtherance of, the general powers hereinbefore conferred or implied, or contained in the table marked "A" to the first Schedule of the Companies' Act, 1862, it is hereby expressly declared that the Directors shall have power to do the following acts in the name and on behalf of the Company:—

- (a) To pay the costs charges, and expenses, preliminary and incidental, to the promotion, formation, establishment, and registration of the Company.
- (b) To buy, or take on lease, any real or personal property for the purposes of the Company, and again to sell or let the same.
- (c) To erect any buildings and purchase any furniture and appliances for the purposes of the Company.
- (d) To appoint, and at their discretion remove, or suspend such officers and servants as they may from time to time think fit, and to require security in such instances and to such amount as they may deem desirable.
- (e) To bring or defend any action, prosecution, or other legal proceedings, civil or criminal.
- f) To refer any claims or demands by or against the Company to arbitration, and to compromise any debts or claims to or from the Company, and to give time to any debtor for any payment of debts.

- (g) To execute all deeds, receipts, or documents they may think necessary, and for that purpose to use the seal of the said Company.
- (h) To draw, accept, make, or endorse any Bill of Exchange or Promissory Note that may be necessary for the purposes of the business of the Company.
- (i) To invest any monies of the Company not immediately required for the purposes thereof upon such securities and in such manner as they may think fit, and from time to time to vary or realise such investments.
- (j) To set aside out of the profits of the Company, before recommending any dividend such sum as they think proper as a reserve fund to meet contingencies, or for equalising 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 absolute discretion think conducive to the interests of the Company, and to invest the several sums so set aside on such securities as they may think fit, and from time to time to deal with and vary such investments.
- (k) To make Bye-Laws, and from time to time vary, repeal, or add to the same, for the regulation of the business of the Company, and of its officers and servants.
- (l) 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.

Voting power of shareholders. 8.—Every member shall have One Vote for any number of shares not exceeding five, and he shall have an additional Vote for every five shares beyond the first five shares.

Modification of articles of association. 9.—The Company may modify the conditions contained in its Articles of Association by special resolution at any time within the limits allowed by the law affecting Limited Liability Companies for the time being.

Power to remove members. 10.—The Company may, in special meeting, by resolution, remove any shareholder from the Company on payment to such member of the value of the shares held by him at the market price thereof at the date of such meeting, and thereupon he shall cease to be a shareholder of the Company, and the shares shall be dealt with as shares forfeited for non-payment of call.

Incorporation of Table 'A' of "Companies' Act, 1862." 11.—The Company shall be governed by the provisions of Table "A" annexed to the Companies' Act, 1862, and all the provisions of that Act shall be and be deemed to be incorporated herewith so far as the same are not repugnant or varied by the foregoing Articles.

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Names and Addresses and Description of Subscribers.

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*Mr. J. S. L. & Co. 4 (or 5) Terrace, Newbury, Hampshire.*

Names and Addresses and Description of Subscribers.

Charles Legard Ganton Hall York. Twenty five  
 Wm Hebdon Banker, Scarborough. Twenty five  
 Thos D Parow Scarborough photographic artist. Twenty five  
 Henry Wright Surgeon Scarborough Twenty five  
 Henry Darley Scarborough Requirer. Twenty five  
 George Rensby Silwell, Remittance Market Twenty five

Witness to the Signatures of Charles Legard, William Hebdon, Thomas Parow &  
 Henry Wright and Henry Darley.

William Watts Solicitor  
 38 Queen St. Scarbo

Witness to the signatures of William Charles Legard and  
 George Rensby Silwell.

Wm. Fisher

Business & Finance

THE COMPANIES' ACTS, 1862 TO 1883.

Company Limited by Shares.

THE SCARBOROUGH  
CONSTITUTIONAL CLUB COMPANY  
LIMITED.

Memorandum & Articles

of

Association.

Incorporated the day of 1887.

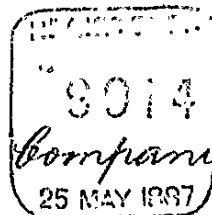
SWAITS & KIRCHING, Scarborough.

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Notice of the Situation of the Registered Office  
of the Scarborough Constitutional Club, &  
Company, Limited.



To the Registrar of Joint Stock Companies,



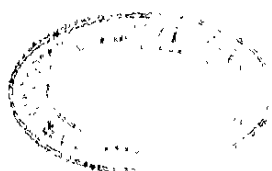
The Directors of the Scarborough Constitutional  
Club, Company, Limited, hereby give you notice  
in accordance with "The Companies Act 1862"  
that the Registered Office of the Company  
is situated at No. 38. Queen Street, Scarborough  
in the County of York.

Henry Darby, Director

Secretary

23rd May 1887.

48





Number of ) 26617  
Company ) 40

[Form No. 103.]

## THE COMPANIES ACT, 1948

### Notice of



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

Place where the Register of Members is  
kept, and of any change thereof

Pursuant to Section 110 of The Companies Act, 1948

NAME OF COMPANY

*The Scarborough Constitutional*  
*Club - Company*  
**LIMITED.**



110-96586

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 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



R  
11/4.

Notice  
of  
Place where the Register of Members is kept,  
and of any change thereof,  
of

*The Scarborough Constitutional Club Company*  
**LIMITED.**

To the Registrar of Companies

*The Scarborough Constitutional Club*  
*Company* **LIMITED**

hereby gives you Notice, in accordance with Section 110 of The Companies Act, 1948, that the place where the Register of Members is kept is

NOTE.  
The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

*Greensmith Chambers,*  
*29 St. Nicholas Street Scarborough, Yorkshire.*  
*(in custody of the Secretary of the Company,*  
*a partner in J.R. Morgan & Co., Accountants & Auditors.)*

Signature *G.E. Wilton*  
Officer *Secretary*  
(State whether Director or Secretary.)

Dated the *Twenty third* day  
of *July* 19*48*

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

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION

Pursuant to Section 141 (2)

- of -

SCARBOROUGH CONSTITUTIONAL CLUB COMPANY LIMITED.

Passed 3rd October 1960.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Greensmith Chambers, 29 St. Nicholas Street, Scarborough on the 3rd day of October 1960 the following SPECIAL RESOLUTION was duly passed :-

That the Articles of Association of the Company be amended as follows :-

(i) That in the present article 7 the words "The table marked "A" to the first Schedule to the Companies Act 1862" shall be deemed to be omitted and there shall be substituted therefor the words "Part I of Table A in the first Schedule of the Companies Act 1948".

(ii) By deleting Article 11 and substituting therefor the following new Article namely :-

"11. The Company shall be governed by the provisions of Part I of Table A in the first Schedule of the Companies Act 1948 amended as below."

(iii) By inserting the following new Articles.

"12. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member."

"13. A Resolution signed by all the Directors or all the members of a Committee of Directors shall be effective as a Resolution passed at a meeting of the Directors or the Committee duly called and constituted as the case may be."

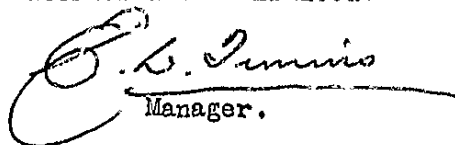
"14. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age."

FILED with the Registrar  
of Companies this  
day of OCTOBER 1960

*N. S. To...*  
(H. ...)  
Chairman of Directors.

THIS IS TO CERTIFY that this Resolution is produced by lithographic printing by Waterlow & Sons Limited of London Wall, E.C.2. and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.

  
Manager.

NO. OF COMPANY

2144-17/106

[C.F. 103]

THE COMPANIES ACT, 1948.

COMPANIES  
REGISTRATION.

A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

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

Pursuant to Section 110 (3).

NAME OF  
COMPANY

*Scarbrough Constitutional Club Building*  
LIMITED.

CAT. NO. C.F. 103.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

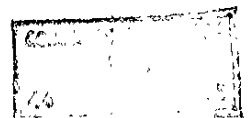
SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1906 (N) L

Presented by

*J. D. Carter, FRCCA.*  
*11 Holborn Avenue,*  
*Scarbrough*



ST.

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

To the REGISTRAR OF COMPANIES.

*Harbourside Industrial Club Company*  
.....  
..... LIMITED

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

*11 HOLBEK AVENUE, SEPPORUM*  
.....  
.....

(Signature).....

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

DATED *21<sup>st</sup>* day of *February* 19*70*

THE COMPANIES ACT, 1948.

COMPANIES  
REGISTRATION.

A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

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

Pursuant to Section 110 (3).

NAME OF  
COMPANY

*Chandos Constitutional Club Company*  
LIMITED.

CAT. NO. C.F. 103.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

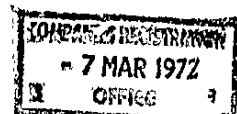
51908 (N) L

Presented by

*J. E. OATES, F.C.I.A., F.C.I.S.*

*11 HALL PARK CLOSE*

*SEABAY, SEABOROUGH*



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

To the REGISTRAR OF COMPANIES.

*Handwriting Co. Institutional Plab Company*  
.....  
.....LIMITED

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

*11 Hall Park Close, Seaby, Scarborough*  
.....  
.....

(Signature).....

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

DATED.....

*15<sup>th</sup>*

day of.....

*February*

19*72*