

Number of
Certificate

58598

Form No. 25.

THE STAMP ACT, 1891.

(54 & 55 Vict., Ch. 39.)



COMPANY LIMITED BY SHARES.

R.L.

38745

18 AUG 1898

Statement of the Nominal Capital

OF THE

J. T. Stanton & Co., Limited

~~COMPANY, LIMITED.~~

Pursuant to Section 112 of The Stamp Act, 1891.

(See last page of this Form.)

This Statement is to be filed with the Memorandum of Association, or other Document, by which the company is registered.

TELEGRAMS: "CERTIFICATE,"

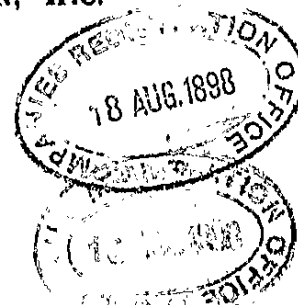
TELEPHONE No. 246 HOLBORN.

JORD & SONS, LIMITED,

Company Registrars, Printers, Publishers, and Stationers,

120 CHANCERY LANE, and 8 BELL YARD, LONDON, W.C.

Presented for filing



THE NOMINAL CAPITAL

OF THE

J. T. Stanton & Co., Limited.

Company, ~~Limited~~,

is *Twenty Thousand* Pounds,
divided into *Two Thousand* Shares
of *Ten Pounds* each.

Signature

Jordan & Sons, Limited
120 Chancery Lane, London, W.C.

Officer

Registration Agents.

Dated the

16th

day

of

August,

189 *8*

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

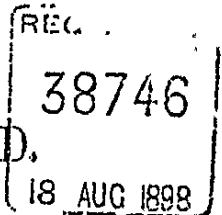
THE COMPANIES ACTS, 1844 TO 1898.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

J. T. STANTON & CO., LIMITED.

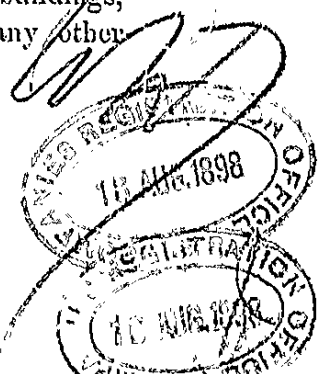


1. The name of the Company is "J. T. STANTON & Co., LIMITED."
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are :—
 - (A) To adopt and carry into effect either with or without modification an agreement between JOSEPH BELL and JOHN THOMAS STANTON as vendors of the one part, and HERBERT ANDERSON LEAKE as Trustee for the Company of the other part, for the sale and transfer by the said JOSEPH BELL and JOHN THOMAS STANTON to the Company of the business of importers and merchants of timber, cement, tiles, slates, and other building material, and saw mill owners, heretofore carried on by them, with certain leasehold hereditaments and other properties and rights as in the said agreement particularly set forth, and providing for the formation of this Company.
 - (B) To purchase take on lease or in exchange, hire, or otherwise acquire for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and real and personal property of any kind and wherever situated necessary or convenient for the Company's business.
 - (c) To erect, construct, lay down, alter, and maintain any buildings, works and machinery, ships, vessels, waggons, or any other

A

Presented for filing

by



vehicle or tool necessary or convenient for the Company's business.

- (D) To sell or let or otherwise dispose of any such land, houses, buildings, or premises and effects as aforesaid.
- (E) To carry on in the Borough of King's Lynn and at such other place or places as the Company may from time to time decide, the business of importers and merchants of timber, cement, tiles, slates, and other building materials, shipowners, lightermen, and carters, and to build, equip, and carry on saw mills, or either of them, and of all or any incidental businesses. To buy and sell any such things as aforesaid as merchants, factors, retailers or otherwise, and to accept commissions for the sale and purchase of all such articles.
- (F) To amalgamate with or take over the whole or any part of the property or business of any other person, company or undertaking, carrying on any business which the Company is authorised to carry on, and to take, hold, sell, and distribute shares or securities of any such company or undertaking, and to issue shares or securities of this Company for the purpose of effecting any such amalgamation or operation.
- (G) To purchase, construct, take in exchange or on lease, rent, hire, occupy, or otherwise acquire, maintain, pull down, remove, rebuild, improve, develop, work, control, and manage any buildings, lands, easements, roads, ways, tramways, railways, branches or sidings, bridges, docks, canals, reservoirs, water-courses, water works, mines, quarries, manufactories, gas works, electric works, depôts, warehouses, wharves, shops, stores, and other works and conveniences calculated directly or indirectly to advance the interests of the Company, and to subsidize, contribute to, or otherwise take part or assist therein. To lend money upon any security or without security to any person or Corporation, and particularly to customers or other persons having dealings with the Company, and to guarantee the performance of any obligation by such person or Company.
- (H) Generally to sell, let, dispose of or otherwise deal with the whole or any part of the property and undertaking of the Company upon any terms.
- (I) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by

instalments, or otherwise, or in shares of any Company or Corporation, with or without deferred or preference rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage, or by debenture or mortgage debentures or debenture stock of any Company or Corporation or partly in one mode or partly in another and generally on such terms as the Company may determine.

- (J) To borrow or raise money by the issue of or upon Bonds, Debentures, Debenture Stock, Bills of Exchange, Promissory Notes, or other obligations or securities of the Company or by Mortgage or charge of all or any part of the property or rights of the Company or of its uncalled Capital or in such other manner or upon such terms as the Company shall think fit, and to confer upon any incumbrancer or any trustee for an incumbrancer of uncalled Capital such powers of making and enforcing calls as the Company may think fit.
- (K) To enter into any contract with any person or persons, Corporation or Corporations, or any Association to regulate the course of business for the purpose of establishing any tariff of prices or otherwise and to contribute out of the Company's funds to any Association of Masters for protection against or for lessening or apportioning or sharing loss consequent upon strikes or combinations of workmen or to any provident or benevolent or charitable fund, institution, or association for the benefit of workmen or others or to any public or local object.
- (L) To enter into partnership or any joint purse arrangement, or any arrangement for sharing profits, union of interests, or co-operation with any Company, firm, or person carrying, or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stocks, or securities of any such Company.
- (M) To establish or promote, or concur in establishing or promoting, any other Company whose objects shall include objects similar to those of this Company or the acquisition and taking over of all or any of the Assets and Liabilities of, or shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company and to acquire and hold shares, stock, or securities of and guarantee the payment of any securities issued by, or any other obligation of such Company.
- (N) To pay out of the funds of the Company all expenses of or incidental to its formation or the issue of its Capital (including

brokers' fees, brokerage or commission for obtaining applications for Shares, legal charges, and costs of advertising), or of, or incidental to, any application to Parliament or to any Court for extension of the Company's powers. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other securities of, or for negotiating any advance or loan to the Company.

- (o) To issue any shares of the Company, as fully or partly paid up, in consideration of any property acquired by, or services rendered to, the Company, or for any other reason whatsoever.
- (v) To purchase or otherwise acquire, work, sell, exchange, let on rent, royalty, share of profits or otherwise grant licences to use or otherwise dispose of or deal with any patent or patent rights, or inventions, or secret processes, or any licence or licences to use any patent invention or process which may be considered desirable for the interests of the Company, or easements and other rights of and over, and in any manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company.
- (q) To invest and deal with the money of the Company not immediately required upon such securities, and to vary or realise such investments in such manner as may from time to time be determined.
- (r) To subscribe to or become a member of or join in establishing any Association or Company formed for the purpose of granting or effecting insurances against fire, explosion, accident, bad debts, or any other risk.
- (s) To effect insurances with any Insurance Company for the purpose of indemnifying the Company in respect of claims by reason of any accident to any servant or servants of the Company in the course of his or their employment by the Company, and to pay the premiums on any such insurance.
- (t) To establish and regulate agencies at home and abroad for the purposes of the Company and to procure the Company to be registered, incorporated, or recognised in any colony, British possession, or foreign country.

- (u) To make and carry into effect contracts and agreements with any other Company, Corporation, or persons, for any of the purposes of the Company.
- (v) To distribute any of the property of the Company amongst the members in specie, but so that no distribution amounting to a reduction of Capital be made without the sanction of the Court, if such sanction be requisite.
- (w) To carry out all or any of the foregoing objects as principals or agents, and either alone or jointly with any Company, Association, Firm, or Person, and in any part of the world.
- (x) To do all such other things as are incidental or conducive to any of the above objects.

4. The liability of the Members is limited.

5. The Capital of the Company is £20,000, divided into 2,000 shares of £10 each, with power to increase or reduce the capital, and to issue any share in the original or any increased capital as Ordinary, Preference, or Deferred Shares, or with any special privileges, or advantages, and subject to any conditions, whether in respect of capital or dividend, or both, and to vary such special privileges or conditions as may be determined upon. Upon any subdivision of Shares, the Company may apportion the rights attached to any subdivided share in any manner as between the Shares resulting from such subdivision.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Joseph Bell Durrant House	one share
John Merchant Saffron Walk	one share
Mr Thomas Stanton ^{Nelson Street} King's Lynn Trincher Merchant.	one share
Herbert Anderson Leake West Winch King's Lynn Merchant	one share
William Henry Lavender Brown London Road King's Lynn Builder	one share
Robert Tebbitt Schaw, Builders ^{Cambridge-street}	one share
Harry James Lingell Builder Park Lane Newmarket	one share
Walter Mason Haverhill Suffolk	one share

Dated the 10th August 1898.

Witness to the signatures of the above named Joseph Bell, John Thomas Stanton, Herbert Anderson Leake and William Henry Lavender. Brown.

R. C. Crelton Solicitor Lynn

Witness to the signature of the above named Robert Tebbitt
Thos. Cuthbert Toham Grocer

Witness to the signature of the above named H. J. Lingell
Ernest Henry Edmondson, Newmarket Clerk

Witness to the signature of the above named Walter Mason
C. Mason Clerk Haverhill

COMPANY LIMITED BY SHARES.

Articles of Association

OF

J. T. STANTON & CO., LIMITED.

REG.

38747

18 AUG 1898

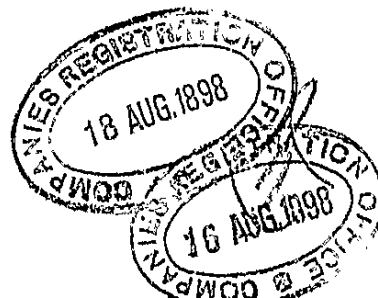
It is agreed as follows:—

1. The Regulations contained in the Table marked "A" in the First Schedule to the Companies Act, 1862, shall not apply to this Company, except so far as they are contained in the following articles.

INTERPRETATION.

2. In the construction of these articles the following words and expressions shall have the following meanings, unless excluded by the subject or the context:

- (A) "The Company" means J. T. Stanton & Co., Limited.
- (B) "The Statutes" mean and include the Companies Acts, 1862 to 1893, and every other Act from time to time in force concerning Joint Stock Companies and which applies to the Company.
- (C) "These Presents" mean and include these Articles of Association and the Regulations of the Company from time to time in force.
- (D) "Member" means a member of the Company, as defined by Section 23 of the Companies Act, 1862, or a shareholder in the Company.
- (E) "Directors" means the Directors for the time being of the Company or such number of them as have power to act for the Company.



- (f) "Office" means the registered office for the time being of the Company.
- (g) "Seal" means the common seal from time to time of the Company.
- (h) "Month" means calendar month.
- (i) "Auditors" means the auditors for the time being of the Company.
- (j) "Secretary" includes any director, manager, agent, or firm, by whom the secretarial duties ought to be performed for the time being to be performed.
- (k) "Ordinary Meeting" means an ordinary general meeting of the Company duly called and constituted, and any adjournment thereof.
- (l) "Extraordinary Meeting" means an extraordinary general meeting of the Company duly called and constituted, and any adjournment thereof.
- (m) "Capital" means the capital for the time being of the Company.
- (n) "Shares" mean the shares of the Company.
- (o) "Stock" means stock into which any paid-up shares may have been converted.
- (p) The words "Special Resolution" mean a special resolution passed in accordance with Section 51 of the Companies Act, 1862.
- (q) "The Register" means the register of members to be kept pursuant to Section 25 of the Companies Act, 1862.
- (r) "Writing" includes printing.
- (s) Words importing the masculine gender only include the feminine gender.
- (t) Words importing persons only include corporations.
- (u) Words importing the singular number only include the plural number, and words importing the plural number only include the singular number.

REGULATIONS.

3. The Company may from time to time by special resolution alter and make new provisions instead of or in addition to any regulations of the Company, whether contained in these Articles of Association or not.

BUSINESS.

4. The business of the Company may be commenced immediately on the Incorporation of the Company, and notwithstanding that part only of the capital may have been then subscribed or allotted.

5. The office of the Company shall be in King's Lynn, or at such other place in England as the Board shall from time to time appoint.

ADOPTION OF AGREEMENT.

6. The Company shall adopt the agreement mentioned in section 3A of the Company's Memorandum of Association, and the Directors shall forthwith affix the seal to an agreement adopting the same, and shall carry the same into effect, with full power nevertheless from time to time to agree to any modification of the terms of such agreement either before or after the adoption thereof.

CAPITAL.

7. The original capital of the Company shall consist of £20,000, divided into 2,000 shares of 10s. each.

SHARES.

8. The shares of the Company shall be under the control of the Directors who may issue and allot them at such time or times, and in such manner in all respects as the Directors shall think fit. And the Directors may, if they shall think it for the advantage of the Company, attach to any shares any preferential, conditional, guaranteed or deferred right, whether in respect of capital or dividend or both, or allot shares as fully or partly paid-up shares.

9. The sum of £2 10s. per share shall be paid, as a deposit on application, and the further sum of £5 per share shall be paid on allotment, and the remaining £2 10s. per share shall be paid when called for by the Directors not less than two months after allotment.

10. Every member shall pay the amount payable on application and allotment as aforesaid, and the amounts of all calls on his shares, to the persons and at the times and places appointed by the Directors, provided that fourteen days' notice at the least of each call shall have been duly given to him. Joint holders of any share shall be jointly and severally liable for all calls made on such share.

11. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

12. If any member shall fail to pay any money due from him in respect of any share on or before the day appointed for payment thereof, he shall be liable to pay interest for the same at the rate of ten per centum per annum from the day appointed for the payment of such money to the time of the actual payment.

13. The Directors may, if they shall think fit, receive from any of the members willing to advance the same, all or any part of the moneys due upon their respective shares beyond the sums paid up or payable thereon, and in particular upon the terms that such moneys shall, so long as they shall be paid in advance, carry interest to be payable irrespective of profits, or shall entitle the holder of the shares in respect of which the said sums shall have been paid to receive dividend thereon in the same manner as if such sums had been called up.

14. No shareholder shall be entitled to receive any dividend, or to be present, or to vote at any meeting, or upon a poll, or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any person, together with interest and expenses (if any).

15. If several persons be registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend or other sum of money payable in respect of such share.

16. No share shall be subdivided except as provided by these presents.

17. The Company shall not be bound to recognise any contingent, future, partial or equitable interest in any share.

18. No member who shall change his name or place of abode, or being a female shall marry, shall be entitled to recover any dividend or to vote until written notice of the change of name or abode or of the marriage be given to the Company in order that it may be registered.

19. The Directors may postpone the issue of any number of shares for such time and from time to time as they may think fit.

20. Every member shall, on payment of such sum, if any, as the Directors may prescribe, be entitled to a certificate under the common seal of the Company specifying the share or shares held by him and the amount paid thereon, and if such certificate be worn out or lost it may be renewed on payment of such sum, if any, as the Directors may prescribe, provided that the Directors may require such evidence of the said certificate being worn out or lost and may require such indemnity as they from time to time may think fit.

21. The Company may pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.

22. The Company shall have a first and paramount lien and charge available at law and in equity on the shares and stock of every member for all debts, liabilities, and engagements due to or subsisting with the Company by or on the part of that member on any account whatsoever whether alone or jointly with any other person, and such lien or charge may if the Directors think fit be made available by a sale of all or any of the said shares or stock ; but no such sale shall be made except under a resolution of the Directors passed after notice in writing shall have been given to such member requiring him to pay, discharge or perform the said debts, liabilities, or engagements, and he shall have failed for fourteen days after the giving of such notice to comply with the requirements thereof. In case of such sale the Directors shall have power to transfer the shares or stock in question to the purchaser thereof and to apply the net proceeds of such sale towards satisfaction of any moneys due to the Company in respect of the debts, liabilities, or engagements aforesaid, and the residue of such proceeds, if any, shall be paid to the member entitled to such shares or stock as aforesaid.

TRANSFER AND TRANSMISSION OF SHARES.

23. The executors, or administrators, or other legal personal representative of a deceased member (not being one of several joint holders), shall be the only person recognised by the Company as having any title to a share held by such deceased member.

24. Any person becoming entitled to a share or stock in any other way than by transfer may, subject to the other provisions of these articles, be registered as a member upon such evidence being produced as may from time to time be reasonably required by the Directors.

25. Subject to the other provisions of these articles, any person who shall have become entitled to a share or stock in any other way than by

transfer or allotment may, instead of being registered himself, elect to have some person to be named by him registered as the holder of such share or stock, and shall testify such election by executing to his nominee an instrument of transfer of such share.

26. The instrument of transfer of any share shall be in writing, 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. Shares shall be transferred in the following form, or in such other form as the Directors may approve, that is to say:—

I of in consideration of the
sum of £ paid to me by of
do hereby transfer to the said the share (or
shares) numbered standing in my name in the books of J. T.
STANTON & Co., LIMITED, to hold unto the said
his executors administrators and assigns, subject to the several conditions
on which I held the same at the time of the execution hereof. And I,
the said do hereby agree to take the said
share (or shares) subject to the same conditions.

As witness our hands the _____ day of _____ 18____

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

29. The transfer books may be closed during the fourteen days immediately preceding the Ordinary General Meeting in each year, and at such other times as the Company may direct, not exceeding in all thirty days in each year.

30. The Directors may in their discretion and without assigning any reason therefor, refuse to register the transfer of any share, whether fully paid up or not, to any person whom they shall not approve as transferee. The Directors may also refuse to register any transfer of shares whether fully paid up or not, on which the Company has a lien.

FORFEITURE OF SHARES.

31. If any Member fail to pay any sum (whether deposit or call) which has become due on or before the day appointed for payment thereof the

Company may at any time thereafter, during such time as the sum remains unpaid, give notice requiring him to pay such sum, together with any interest that may have accrued by reason of such non-payment, and naming a further day and a place or places on and at which such sum and interest (if any) 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 such sum is payable will be liable to be forfeited.

32. If any requisition of any such notice as aforesaid be not complied with, any share in respect of which such notice shall have been given may at any time thereafter be forfeited by a resolution of the Directors to that effect.

33. Any share so forfeited shall thereupon become the absolute property of the Company, and may be sold, re-allotted, or otherwise disposed of in such manner as the Directors may think fit.

34. Any Member whose shares shall have been forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay to the Company all sums and interest owing upon such shares at the time of the forfeiture, without any deduction or allowance in respect of the value of such shares at the time of forfeiture, but the Directors may waive the forfeiture on such terms as they may think fit.

EVIDENCE ON SALE OF SHARES BY DIRECTORS.

35. In case of any sale in purported exercise of the powers given by clauses 22 and 33 hereof, a statutory declaration in writing, made by a person purporting to be the Secretary, or a Manager or Director of the Company, that the sale or forfeiture of the share was made by resolution of the Directors to that effect, shall be sufficient evidence of the facts therein stated, and of the authority of the Directors to make such sale or forfeiture as against all persons entitled to such share, and such declaration and the receipt of the Company for the price of such share, shall constitute a good title to such share, and a certificate of proprietorship shall be delivered to a purchaser, and thereupon he shall be deemed the holder of such share, and discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such forfeiture or sale.

CONSOLIDATION AND CONVERSION OF SHARES INTO STOCK.

36. The Directors may, with the sanction of the Company given in General Meeting, subdivide shares, or consolidate and divide its capital into

shares of larger amount than its then existing shares, or convert any paid-up shares into stock.

37. When any shares have been converted into stock, the several owners of such stock may thenceforth transfer their respective interests therein, or any part of such interests in the same manner and subject to the same regulations as and subject to which any shares in the capital of the Company may be transferred, or as near thereto as circumstances permit, but the Directors may from time to time fix the minimum amount of stock so transferable. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on all holders thereof respectively the same privileges and advantages for the purpose of voting at the meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company, but so that none of such privileges or advantages, except the participation in the dividends and profits of the Company, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privileges or advantages.

INCREASE AND REDUCTION OF CAPITAL.

38. The Company may from time to time, by special resolution, increase its capital by the creation of new shares of such amount as may be expedient.

39. The new shares shall be issued on such terms and conditions as shall be specified in the said special resolution, or if none be so specified, as the Directors shall determine, and in particular such shares or any of them may be issued with or without any preference, priority, guarantee, or other special terms, subject nevertheless to the provisions of these articles.

40. Any Capital raised by the creation of new shares shall, subject and without prejudice to any preference, priority, guarantee or special terms affecting the same, be considered as part of the original ordinary capital, and shall be subject to the same provisions in all respects, whether with respect to the payment of calls, transfer and transmission, forfeiture, lien, surrender, conversion into stock, or otherwise, as if it had been part of the original ordinary capital.

41. Unless it be otherwise provided by the Company in General Meeting the sums to be raised by the creation of new shares shall be divided into shares of such an amount as will conveniently allow the same to be proportioned amongst the then members in proportion to the existing shares or

stock held by them respectively, and such new shares shall be offered to the then members in the proportion aforesaid.

42. Such new shares as shall not be accepted by the said members shall be disposed of in such manner and on such terms and at such times as the Directors may think best for the benefit of the Company.

43. The Company may from time to time, by special resolution, reduce its capital, either by cancelling any lost capital or any capital unrepresented by available assets or by paying off any capital which may be in excess of the wants of the Company, and any paid-up capital may be returned upon the footing that the amount may be called up again in the same manner as if it had never been paid up, and the Company may cancel any shares that at the date of such resolution have not been taken, or agreed to be taken, by any person, and the Memorandum of Association or the conditions thereof may be modified for the purposes of this article.

SURRENDER OF SHARES.

44. The Directors may accept from any member, on such terms as may be agreed, a surrender of his shares, or any of them.

GENERAL MEETINGS.

45. The first General Meeting shall be held at such time (no' being more than four months from the registration of the Memorandum of Association of the Company), and at such place as the Directors shall determine.

46. Subsequent General Meetings shall be held once in every year, at such time and place as may be appointed by the Directors, and if no other time or place be appointed then at the registered office of the Company, in the month of May in every year. The above mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

47. The Directors may, whenever they think fit, and they shall upon a requisition in writing, signed by at least three members entitled to vote, holding in the aggregate not less than one-fifth in amount of the then issued share capital of the Company, convene an Extraordinary Meeting.

48. Any requisition so made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Company. Upon the receipt of such requisition the Directors shall forthwith proceed to convene an Extraordinary Meeting. If such meeting

be not so convened within twenty-one days from the receipt of the requisition, the requisitionists or any other members entitled to vote and holding the required number of shares, may themselves convene such a meeting, and the expenses of the holding of the same shall be paid out of the funds of the Company.

49. At least four and not more than fourteen days notice, exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given, specifying the place, time, and hour of meeting, and the purpose for which any General Meeting or any adjournment thereof is to be held shall be given to each member in the manner herein-after mentioned, but this shall not apply to any adjourned meeting unless adjourned for at least fourteen days, provided that the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

50. No business shall be transacted at any meeting, except the election of Chairman, unless there be present personally or by proxy, at the first commencement of the business, three members entitled to vote and representing one-fourth in amount of the then issued share capital of the Company.

51. All business shall be deemed to be special that is transacted at an *Extraordinary* General Meeting, and all that is transacted at an *Ordinary* Meeting, with the exception of sanctioning a dividend, and the consideration of the accounts, balance sheets, and the reports thereon of the Directors and Auditors, and the election of Directors and Auditors in the place of those retiring.

52. If within one hour from the time appointed for the meeting the required number of members be not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to such time and place as the Directors may appoint, or in default of appointment till that day week, or if that day week shall be a holiday to the next working day thereafter at the same hour and place, and at such adjourned meeting the business of the meeting shall be transacted whatever be the number of members present. The Chairman of the Directors shall preside as Chairman at every meeting of the Company. If there be no such Chairman, or at any meeting he be not present at the time of the commencement of the business, the Directors present shall select one of their number to preside, and failing this the members present shall choose one of their number to be Chairman of such meeting.

53. The Chairman shall, upon the resolution of the meeting, adjourn any meeting from time to time and 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. Every question shall be decided by a show of hands, unless upon or immediately after such show of hands a poll be demanded by a member or members entitled to vote and holding not less than one-eighth part of the then issued share capital of the Company ; but no poll shall be allowed on a question of adjournment of the meeting, or of the appointment of a Chairman.

54. If a poll be demanded as aforesaid, the same shall be taken, either at once or after an interval, and in such manner as the Chairman of the meeting shall direct, and he shall have power to adjourn the meeting for a reasonable time for the purpose of taking such poll, either before or after proceeding with the other business to be transacted at the meeting ; the result of such poll shall be deemed to be the resolution of the Company in General Meeting.

55. If at any time by the issue of preference shares or otherwise the capital is divided into shares of different classes, all or any of the rights or privileges belonging to any class may be affected, altered, modified, or dealt with in any manner with the sanction of an extraordinary resolution (as defined by section 120 of " The Companies Act, 1862 ") passed at a separate general meeting of the members of that class. To any such general meeting all the provisions of these presents shall *mutatis mutandis* apply, but so that the necessary quorum shall be one half in number of the members of the class holding or representing by proxy one half of the capital paid, or credited as paid, on the usual shares of the class.

56. Minutes shall be made in the books provided for the purpose of all resolutions and proceedings of General Meetings.

57. A declaration by the Chairman of the meeting that a resolution has been carried or rejected, whether after a poll or otherwise, and an entry to that effect in the book of proceedings of the Company, shall be *prima facie* evidence of the fact, without proof of the numbers or proportion of the votes recorded in favour of or against such resolution. A copy of any special resolution shall be given to any member on payment of one shilling, or of such less sum as the Directors may direct.

VOTES OF SHAREHOLDERS:

58. On a poll being taken each member shall have one vote for each ordinary share and one vote for every ten preference shares held by him. On a show of hands every member shall have one vote only.

59. Any person entitled under the transmission clause to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours, at least, before the time of holding the meeting at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares, or that the Directors shall previously to such meeting have admitted his right to vote thereat in respect of such shares.

60. In case of an equality of votes the Chairman of the meeting shall have a casting vote in addition to his original vote.

61. If any member be a lunatic or idiot, he may vote by his committee, curator bonis, or other legal curator, or by any one of such committees or curators if more than one.

62. If two or more persons are jointly entitled to a share, the person whose name stands first in the Register of Members as one of the holders of such share, and no other, shall be entitled to vote in respect of the same.

63. No member shall be entitled to vote at or attend any meeting while any call or interest due from him is in arrear.

64. Votes may be given personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor, or if such appointor be a Corporation, under their common seal, and such writing may be in the form or to the effect following :—

J. T. STANTON & Co., LIMITED.

I, _____ of _____
a member of the above-named Company, and entitled to vote, do hereby
appoint _____ of _____ also a member of
the said Company, and entitled to vote, to be my proxy at the Ordinary (or
Extraordinary or Adjourned) General Meeting of the Company, to be held on
the _____ day of _____ next, and at any adjournment
thereof, and to vote for me and in my name upon all questions before such
meeting or meetings.

As witness my hand this _____ day of _____ 18 ____.

65. No person shall be appointed a proxy who is not a member and entitled to vote; and the instrument or mandate appointing him 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 he proposes to vote.

No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

66. No act or vote done or given by a proxy shall be rendered invalid by the revocation of the appointment, by death or otherwise, until notice of such death or other revocation shall have been given to the Company.

DIRECTORS.

67. The said Herbert Anderson Leake shall be one of the Directors of the Company and also Chairman of the Directors of the Company, and, subject as herein-after provided, shall hold those offices for life.

68. The said Herbert Anderson Leake may at any time retire from the offices of Director or Chairman or either of them by giving three calendar months' previous notice, in writing, at a General Meeting of the Company of his intention so to retire.

69. The said Herbert Anderson Leake shall vacate the offices of Director and Chairman if and when he ceases to hold two hundred shares at least in the Company, but he shall (subject to the qualification herein-after mentioned) be qualified for election as a Director or Chairman.

70. The said John Thomas Stanton shall be one of the Directors of the Company, and shall be the Managing Director, and shall also act as Manager and Secretary, and shall give his whole time to the service of the Company. His remuneration shall be three hundred pounds a year to be paid quarterly, and he shall also be entitled to a bonus of twenty pounds for every complete 1 per cent. by which the dividend paid by the Company (after writing off out of income all proper charges for depreciation) in any year shall exceed 5 per cent.; but if in any year the dividend shall be less than 5 per cent. no bonus shall be paid until the deficiency has been made up to the Shareholders in future years. The Directors shall in any year have power to give to the Managing Director such additional bonus as they shall think proper.

71. The Company may determine the appointment of the said John Thomas Stanton as Managing Director, Manager, and Secretary at any time by three months' notice in writing to be given to him in pursuance of a resolution to be passed at an extraordinary meeting of the Company by a majority of at least three-fourths in value of the Shareholders of the Company.

He the said Joseph Bell shall be one of the original ordinary Directors of the Company.
72. Subject to the foregoing provisions, the Company in General Meeting may appoint Directors and determine the number and remuneration of Directors, and in what order they shall retire from office.

72A. The said Joseph Bell shall be one of the original ordinary Directors of the Company.

*J.H.L.
H.A.L.B.
R.G.
H.L.
W.M.
H.V.*

73. The qualification of Directors to be appointed under the last paragraph shall be the holding of 50 Ordinary Shares, in respect of which all calls for the time being due shall have been paid.

74. The number of Directors shall not be less than three nor more than four, including the Chairman and Managing Director.

75. The Directors may employ any Director or Shareholder as Solicitor, Secretary, Manager, Traveller, or otherwise, and may contract to pay, and may pay, such Director or Shareholder for his services in such employment.

76. The Directors shall be repaid all reasonable travelling and other expenses incurred by them when engaged in the business of the Company.

77. If any Director be required to go abroad, or render any other extraordinary service, special remuneration for the services so rendered may be paid him in respect thereof.

POWERS OF DIRECTORS.

78. The Directors shall have the management of all the affairs and business of the Company, and shall conduct the same in such manner as they in their discretion shall think fit, and may exercise all such powers of the Company as are not by any statutes, or by the Articles of Association, directed or required to be exercised by the Company in General Meeting, subject nevertheless to any regulations for the time being of the Company, and to the provisions of the statutes, and to such regulations not being inconsistent with the aforesaid regulations or provisions as may from time to time be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior acts by the Directors which would have been valid if such regulations had not been made.

79. In particular, and without prejudice to the article lastly herein before contained, it shall be lawful for the Directors from time to time to do all or any of the measures and things following, that is to say:—

(a) To pay the preliminary expenses of and incidental to the formation of the Company.

(b) To purchase, lease, or otherwise acquire any real or personal property wherever situated, under such title, and for such prices, and upon such terms and conditions, as they may think fit, or any interest whatsoever in any real or personal property.

- (c) To pay for the acquisition of any property by these presents authorised to be acquired by the Company, either wholly or partially, in cash or in shares to be treated as either wholly or in part paid up, bonds, debentures, or other securities of the Company, or in such other manner as the Directors may from time to time deem expedient.
- (d) To appoint and remove or suspend such secretaries, officers, servants, and agents for the Company, with such powers, not exceeding the powers of the Directors, and at such salaries as the Directors may think fit.
- (e) To borrow and from time to time to re-borrow such sum or sums of money as the Directors think proper, and such money may be borrowed on such terms and conditions, and the repayment of it with interest, secured either by mortgage of the whole or any part of the property of the Company (including the then unpaid share capital) and with or without powers of sale given to the mortgagees, or by bonds or debentures, or in any other manner whatsoever as the Directors may think fit, provided that the aggregate amount of the principal money borrowed shall not at any time exceed half of the then nominal capital of the Company; but no person lending money to the Company shall be bound to inquire or be affected by any notice of the amount of money borrowed by the Company.
- (f) To invest any of the moneys of the Company in such securities, including Debentures and other securities of the Company, in such manner, and on such terms as the Directors may think fit, and to hold, vary, call in, or realise all or any such investments at the discretion of the Directors.
- (g) To make and give receipts, releases, and other discharges for money payable to the Company, and for the claims and demands of the Company.
- (h) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- (i) To concur with any other company or person in carrying into effect any purpose or object of the Company.
- (j) To make, accept, draw, or endorse any promissory note, bill of exchange, bankers' draft, cheque, bill of lading, or other such like instrument on behalf of the Company, or adopt any act in that behalf in the ordinary course of the business of the

Company, or in pursuance of a resolution of the Directors authorising the act in question.

- (k) To make, vary and repeal from time to time bye-laws for the regulation of the business of the Company, its officers and servants, or the members of the Company, or any section thereof.
- (l) To enter into contracts and arrangements for the sale of the goodwill of the business of the Company to any other Company or person, or for the amalgamation of the Company with any other Company upon such terms as the Directors may think fit, but subject to the approval of the Company to be expressed by a resolution of a General Meeting.
- (m) To bring, conduct, defend, compromise, refer to arbitration, and abandon legal and other proceedings and claims by and against the Company, and the Directors and officers of the Company, and otherwise concerning the affairs of the Company.
- (n) To affix the seal of the Company to, and subscribe, and otherwise execute and complete, or cause to be executed and completed, agreements, conveyances, grants, mortgages, bonds, debentures, deeds of exchange, leases, and all other deeds and assurances.
- (o) 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 measures aforesaid, or otherwise for the purposes of the Company.

80. All acts done by the Directors or by any delegate of the Directors shall, notwithstanding that there was some defect in the appointment of them, or some one or more of them, or that they or some one or more of them were or was disqualified, be valid so far as regards the protection of third persons, as if they respectively were duly appointed and qualified.

DISQUALIFICATION OF DIRECTORS.

81. The office of Director shall be vacated—

- (A) If he resign the office.
- (B) If he cease to hold his qualification.

- (c) If he become bankrupt, or compound with his creditors, or present a petition for arrangement by liquidation or composition with his creditors.
- (d) If he reside out of the United Kingdom.
- (e) If he be found lunatic or become of unsound mind.

ROTATION OF DIRECTORS.

82. Subject to the provisions of Articles 67 to 71 inclusive, at every Ordinary Meeting after the appointment of Directors, one third (as nearly as may be) of the Ordinary Directors shall retire from office, and the Directors to retire shall be selected by agreement or by ballot from those who shall have been longest in office.

83. The Company at the General Meeting at which any Director retires, shall fill up the vacant office by electing another person in the place of every Director so retiring, but a retiring Director, if otherwise duly qualified, shall be re-eligible.

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

PROCEEDINGS OF DIRECTORS.

85. The Directors may meet together for the dispatch of business, adjourn, or otherwise regulate their meetings as they may think fit. The quorum necessary for the transaction of business by the Directors shall from time to time be determined by the Directors.

86. Questions arising at any meetings shall be decided by the majority of votes. Each Director present shall have one vote. In case of an equality of votes the Chairman, in addition to his original vote, shall have a casting vote.

87. On the request of a Director the Secretary shall at any time summon a meeting of Directors.

88. Subject to the provisions of Articles 67 to 69 inclusive the Directors shall select a Chairman, and determine the period for which he is to hold office; and if at any meeting of the Directors the Chairman be 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.

89. The Directors may delegate all or any of their powers to Committees, consisting of such member or members of their body as they think fit.

90. Any Committee of Directors may elect a Chairman of such Committee, may determine the quorum necessary to proceed with business, and otherwise regulate the proceedings of such Committee.

91. Minutes shall be made in books provided for that purpose—

- (A) Of the names of the Directors present at each meeting of Directors and Committee of Directors.
- (B) Of all appointments of officers, and orders made by and resolutions and proceedings of the Directors and Committee of Directors ; and all minutes of agreements and directions relating to the powers, or duties of the Managing Director, or to the duties and remuneration of the Secretary, shall be subscribed by the person affected thereby or referred to therein.
- (C) Of all resolutions and proceedings of meetings of the Company, of meetings of Directors, and of Committees.
- (D) Of all documents to which the seal of the Company is affixed.

92. The Minutes of the proceedings of any and every such Meeting if signed by the person purporting to be the Chairman of the respective meetings, or of the meeting at which the respective minutes were declared to be correctly recorded, shall be sufficing evidence of such proceedings without further proof of the facts stated in such minutes.

93. The seal shall not be used except in the presence of the Directors of the Company, who shall power to alter and change the seal from time to time, but so that there be always subscribed thereon the name of the Company, with the word "Limited" as the last word of the same.

INDEMNITY TO OFFICERS.

94. Every Director, Auditor, Manager, Secretary, and other officer of the Company, and his heirs, executors, administrators, and assigns shall be indemnified by the Company from all losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happen from their own respective wilful acts or defaults.

95. No Director or other officer of the Company, his heirs, executors, administrators, or assigns, shall be liable for any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company by insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested; or from any loss or damage arising from the bankruptcy or insolvency, or other acts of any persons with whom any moneys, securities, or effects shall be deposited; or for any loss, damage, or misfortune whatsoever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same shall happen through his own wilful act or default.

EVIDENCE.

96. Any minute of any General Meeting of the Company, or meeting of any Board of Directors or Committee thereof, if signed by any person purporting to be the Chairman of such meeting, or of the next succeeding meeting, or, as the case may be, of such Committee, shall be receivable in evidence of the facts therein stated without further proof.

97. Any extract from any minutes of any General Meeting of the Company, or any meeting of any Board or Committee of Directors, which shall by the signature of any person purporting to be the Chairman of the Company be certified to be a true and correct statement of such minutes, shall be receivable in evidence in place of the original or originals respectively, and without the production thereof.

RESERVE FUND.

98. The Directors may from year to year set aside out of the net profits of the Company, and carry to the credit of a fund, to be called the "Reserve Fund," such proportion of the net profits as they may think fit. The reserve fund shall be applicable by the Directors to meet contingencies, or for equalising dividends, or for maintaining or enlarging the property or business of the Company, or in such other manner for the benefit of the Company, as they may think fit.

99. The reserve fund may be retained or employed in the business of the Company, or may be invested by the Directors in such public stocks or funds, or Colonial or other Government bonds or debentures of any Corporation or Corporations, Company or Companies, incorporated by Royal Charter or by Act of Parliament, or upon deposit at interest at any bank, or upon such freehold, copyhold, leasehold, or mortgage securities as they may think proper, or upon such other securities as they may select, including debentures of the Company, and the Directors may from time to time alter and

vary such investments, and shall not incur any personal liability in respect thereof except for wilful default. All interest and profits which may accrue in respect of the reserve fund shall be treated as annual profits of the Company.

100. The Directors may from time to time distribute all or any part of the reserve fund amongst the members in proportion to their shares, either in cash, or by crediting the amount as paid up in respect of new shares to be issued in like proportion under the power herein-before contained, or partly in one way and partly in the other, as the Directors may think fit.

DIVIDENDS.

101. The balance of net profits of the Company shall be applicable to dividend, and shall be applied first in payment of the cumulative preference dividend on the amount paid or credited as paid upon the preference shares for the time being of the Company, and the Directors, with the sanction of the Company at Ordinary Meeting, may declare out of the residue of the net profits a dividend or bonus on the Ordinary shares to be paid to the members, in proportion to the amount paid or credited as paid upon their shares, out of the net profits of the Company after carrying to the reserve fund such sum, if any, as the Directors may determine; provided that in case of the issue of any shares with any preference, priority, guarantee, or any other special terms, regard shall be had thereto in the declaration and payment of the dividends.

102. The Directors may from time to time declare and pay to the members on account of the next forthcoming dividends such interim dividends as they may think proper.

103. No dividends or bonuses shall be declared or paid except out of the net profits of the Company after writing off proper sums from the price paid by the Company for goodwill and lease and from the value of buildings, machinery, tools, and utensils for depreciation thereof.

104. The Company may deduct from the dividends or bonuses payable to a member all such sums of money as may be due from him either individually or jointly with others to the Company on account of calls or otherwise.

105. Every dividend, interim dividend, or bonus shall, subject to the Company's lien, belong to the member who at the time when the dividend, interim dividend, or bonus is declared shall be the holder of the shares in respect of which it is payable, notwithstanding any subsequent transfer or transmission of such shares, and the receipt of such member shall be sufficient for such dividend, interim dividend, or bonus.

106. Notice of any dividends that may have been declared shall be given to each member as herein-after provided with respect to notices in general, and all dividends unclaimed for five years after having been declared may be forfeited by a resolution of the Directors for the benefit of the Company.

107. No dividend shall bear interest as against the Company.

ACCOUNTS.

108. The Directors shall cause proper and accurate accounts to be kept of the affairs and transactions of the Company.

109. The Directors shall from time to time determine whether in any particular case or class of cases or generally, 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; and no Member shall have any right of inspecting any account or book or document of the Company except as conferred by the Statute or authorised by the Directors or by a resolution of the Company in General Meeting.

110. At the Ordinary Meeting in each year the Directors shall lay before the Company a balance sheet showing, first, the income and expenditure for the past year, made up to the previous 31st day of March; and secondly, the property and liabilities of the Company. Provided that the Directors shall not be required to show on any such balance sheet any further particulars than they shall think fit.

AUDIT.

111. Once at least in every year the accounts of the Company shall be examined and audited.

112. Any Auditor to be appointed shall be a member of the Institute of Chartered Accountants of England and Wales, and may or may not be a member of the Company. No person shall be eligible as an Auditor who is interested in any transactions of the Company otherwise than as a member of the Company.

113. Every Auditor shall, as remuneration for his services as Auditor, receive such sum as the Directors may from time to time think fit.

114. The election of Auditors shall be made by the Company at their Ordinary Meeting in each year.

115. Any Auditor shall be re-eligible on his quitting office.

116. If any casual vacancy occur in the office of Auditor, the Directors shall appoint another person to act as Auditor until the next General Meeting of the Company.

117. If no election or appointment be made as aforesaid, the Board of Trade may, on the application of any number of members holding in the aggregate not less than one-fifth part in amount of the then issued share capital of the Company, appoint an Auditor for the current year, and fix the remuneration to be paid to him by the Company for his services.

118. The Auditors shall be supplied with copies of the statement of Income and Expenditure and the Balance Sheet; and it shall be their duty to examine the same with the accounts and vouchers relating thereto, and to make from the Directors and officers of the Company all proper inquiries in reference to the accounts and affairs of the Company, and to report to the Company in General Meeting thereon.

119. If one Auditor only is appointed, all the provisions herein contained relating to Auditors shall apply to him.

NOTICES.

120. Notices required to be served by the Company upon the members may be served either personally or by leaving the same at or sending them through the post to the registered places of abode of the members.

121. All notices given to the members by post shall be deemed to have been given on the day next following that on which the same shall have been posted.

122. All notices with respect to any share to which two or more persons are jointly entitled, may be given to such of the said persons as is named first in the register of members.

123. No member who shall be described in the register as residing out of the United Kingdom shall be entitled to receive any notice from the Company.

SPECIAL PROVISIONS APPLICABLE TO MR. JOSEPH BELL AND MR. JOHN THOMAS STANTON AS VENDORS.

124. The said JOSEPH BELL and JOHN THOMAS STANTON or either of them shall, notwithstanding their interest as vendors to the Company, be entitled to act as Directors in carrying out the said agreement with or without modification, and in accepting delivery

and transfers and conveyances of the respective properties agreed by them to be sold to the Company, and in allotting, sealing, and issuing shares, and in all other respects as fully and effectually as if they were not such vendors to the Company. And the said HERBERT ANDERSON LEAKE shall also, notwithstanding his being a party to the said agreement, be entitled to act as Director in carrying out the same with or without modification, and in accepting delivery and transfers and conveyances of the said property, and in allotting, sealing, and issuing shares.

DISSOLUTION OF THE COMPANY.

125. The winding up of the Company may be determined on for any purpose whatsoever, and whether the object be the absolute dissolution or reconstitution or modification of the Company, or the amalgamation thereof with any other Company or any other object.

126. Upon any winding up the liquidators may, with the authority of the resolution of a General Meeting, accept and take shares of any other Company, either then already existing or to be formed for that purpose, as payment for the business and property of the Company, or any part thereof, and distribute the same amongst the shareholders, who shall be bound to accept the same, and shall not be entitled to have the value of their shares in this Company paid to them in money.

127. No absolute dissolution of the Company, not being a winding up by the Court under the Statutes, shall take place if, at or before the General Meeting at which the special resolution to wind up the Company is confirmed, any of the shareholders enter into a sufficient and binding contract to purchase at par, or on such terms as are agreed on, the shares of all the shareholders who wish to retire from the Company, and make sufficient provision for their indemnity against the liabilities of the Company.

128. If the Company shall be wound up the surplus assets shall (subject to the rights of the holders of any other shares which may be hereafter issued on special conditions) be applied, first, in paying off the capital paid up or credited as paid upon the ordinary shares, and the surplus (if any) shall be divided amongst the holders of the ordinary shares in proportion to the nominal amount of the ordinary shares held by them at the commencement of the winding up.

129. If the Company should be wound up the liquidators (whether voluntary or official) may, subject and without prejudice to the claims of the preference shareholders, with sanction of an extraordinary resolution, divide among the contributors in specie any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories as the liquidators, with the like sanction, shall think fit.

ARBITRATION.

130. Whenever any difference shall arise between the Company or the Directors, on the one hand, and any of the members, their or his heirs, executors, administrators, or assigns, on the other hand, or between any members or classes of members, touching the true intent or construction, or the incidents or consequences of these presents, or touching anything then or thereafter done, executed, omitted, or suffered in pursuance of these presents of the statutes, or touching any breach, or alleged breach of these presents, or any claim on account of any such breach, or alleged breach, or otherwise relating to the premises or to these presents, or to any of the affairs of the Company, every such difference shall be referred to the decision of an arbitrator to be appointed by the parties in difference, or, if they cannot agree upon a single arbitrator, to the decision of two arbitrators, of whom one shall be appointed by each of the parties in difference, or an umpire to be appointed by the two arbitrators, who shall respectively have power to examine the parties and witnesses upon oath or affirmation.

131. The costs of, and incidental to, any such reference and award, shall be in the discretion of the arbitrator, arbitrators, or umpire respectively, who may determine the amount thereof, or direct the same to be taxed, as between solicitor and client or otherwise, and may award by whom and to whom and in what manner the same shall be borne and paid.

132. The submission to arbitration shall be subject to the provisions of the Arbitration Act, 1889, or any then subsisting modification thereof, and may be made a rule or order of Her Majesty's High Court of Justice, upon the application of either party, and the party so applying may instruct Counsel to consent thereto for the other party.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Joseph Bell Dorset House
 Saffron Walden Linen Merchant
 John Thomas Stanton ^{Nelson Street} King's Lynn
 Linen Merchant.
 Herbert Anderson Leake
 West Street King's Lynn Merchant
 William Henry Lavender Brown
 London Road King's Lynn Builder
 Robert Tebbitt John Cambridge live
 Builder to
 Harry James Lingell ^{Park Lane} Builder Newmarket
 Walter Mason ^{Ham Hill} Builder
 Suffolk.

Dated the 10th August 1898.

Witness to the signatures of the above named
 Joseph Bell, John Thomas Stanton Herbert -
 Anderson Leake and William Henry Lavender
 Brown

R. C. Concuton Solicitor Lynn

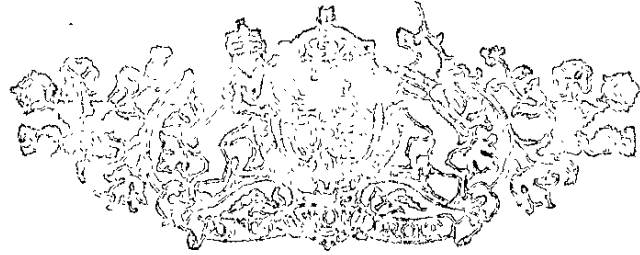
Witness to the signature of the above named Robert Tebbitt
 Thos. Geo Lewis John Grocer

Witness to the signature of the above named H. J. Lingell
 Ernest Henry Edmondson

Witness to the signature of the above named ^{Newmarket} Walter Mason
 W. Mason Clerk Haverhill

DUPLICATE FOR THE FILE.

58598



Certificate of Incorporation

OF THE
J. T. Stanton & Co., limited

I hereby Certify, That ~~the~~
J. T. Stanton & Co., limited

is this day Incorporated under the Companies' Acts, 1862 to 1898, and that the Company is
Limited.

Given under my hand at London this Eighteenth day of August
One Thousand Eight Hundred and Ninety eight.

Fees and Deed Stamps £ 10

Stamp Duty on Capital £ 20

Ernest Cleaver

Assistant Registrar of Joint Stock Companies.

Certificate received by

Jordan Lonsdale
120 Chancery Lane

W.C.
Date *22nd* Aug. 189*8*.

[SEE BACK.]

Special Resolution

* (Enacted by Companies Act, 1862 & 31)

J. T. Stanton & Company
Limited.
COMPANY LIMITED.

Passed 2nd July 1907, Confirmed 1st August 1907

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at The Registered Offices of the

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

Company, 14 Amn's Street King's Lynn

on the fourth day of July in the County of Norfolk,
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 first day of August,
the following Special Resolution was duly confirmed

The Special
Resolution to
be printed on
this space and
not affixed to
it. The Act
does not admit
of writing.

That Article 74 of the Company's Articles of Association
(which limits the number of Directors to four),
be rescinded.

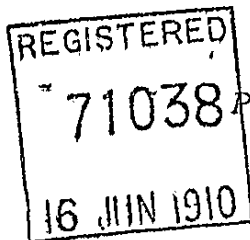
Signature B. R. Leake

Officer Director & Secretary

To be authenti-
cated by the
written signature
of an Officer of
the Company.

* (NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting by a three-fourth's majority, and must be confirmed by a majority at a subsequent Meeting held at an Interval of not less than Fourteen Days nor more than one month from the day on which the Resolution was passed. Mr. Justice Chitty decided in the case of the Railway Sleeper Supply Company (1894) 1 R. 29 Ch. Div. 204, that the Interval of not less than 14 days required to elapse between the passing and confirmatory meetings must be reckoned exclusively of the days of the holding of the

J. T. STANTON & CO., LIMITED.



Special Resolution.

Passed the 5th May, 1910.

Confirmed 26th May, 1910.

At an EXTRAORDINARY GENERAL MEETING of J. T. STANTON & CO., LIMITED, duly convened and held at the Registered Offices of the Company, St. Ann's Street, Kings Lynn, Norfolk, on the 5th May, 1910, the following SPECIAL RESOLUTION was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened and held at the same place on the 26th May, 1910, the following SPECIAL RESOLUTION was duly confirmed:—

Resolution.

(A) That the Capital of the Company be increased by the creation of 2,000 new Shares of £10 each to be numbered 1 to 2,000 inclusive and that such Shares be called Preference Shares.

(B) That the said Shares shall be entitled to a fixed Cumulative Preferential Dividend of 5½ per cent. per annum, payable in accordance with the provisions of the Articles of Association of the Company, and shall rank for dividend according to the amount paid up on each Share.

(C) That in a winding up or upon any return of Capital the said Preference Shares shall be entitled to be repaid the amount of Capital paid or credited as paid up thereon together with any arrears of dividend thereon in priority to any payment on account of the Ordinary Shares of the Company.

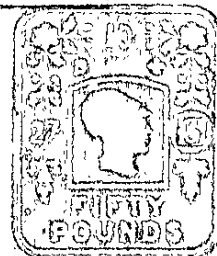
(D) That the said new Preference Shares be offered to the existing Shareholders as appearing by the Register on the 5th day of May, 1910, Share for Share, and that the Directors may fix a day by which the offer must be accepted or may be deemed to be refused.

J. T. STANTON & CO., LIMITED.

C. R. Leake

DIRECTOR & SECRETARY.



*J. T. Stanton*

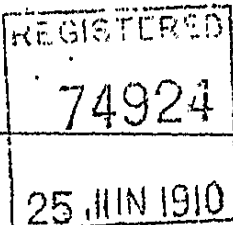
COMPANY, LIMITED.



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 44 of the Companies (Consolidation) Act, 1908. If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, 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.)



Presented for Registration by

Kings Lynn

THE NOMINAL CAPITAL of the

J. L. Pearson

and

Company, Limited,

has by a Resolution of the Company dated

26th May 1910

been increased by the addition thereto of the sum of £ *20,000*, divided into

2000 shares of £ *10* each beyond the Registered Capital of

£20,000 in 2000 shares of £10 each

Signature

C. R. Leake

Description

Director & Secretary

Date

27th June 1910

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

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

64870

Certificate No. 5857 *mt*

Price Twopence.

Form No. 10.

457 N

"THE COMPANIES (CONSOLIDATION) ACT, 1908."



Notice of Increase in the Nominal Capital

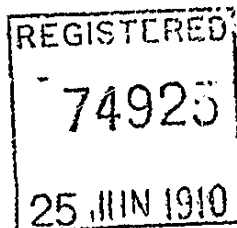
of the

J. I. Stanton

and

Company, *Limited*

Pursuant to Section 44.



This Notice should be signed by the Manager or by the Secretary of the Company, on page 3.

Presented for Filing by

[Signature]

NOTICE

Of increase in the nominal Capital of the J. T.
Stanton & Company Limited

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Secretary of J. T. Stanton & Company
Limited hereby gives you

notice, in accordance with Section 44 of "The Companies (Consolidation) Act, 1908," that by a

Resolution of the Company dated the 26th day of May 1910

the nominal Capital of the Company has been increased by the addition thereto of the sum of
Twenty thousand pounds,

divided into 2000 Preference Shares of

ten pounds each, beyond the registered Capital of

£ 20,000

Dated the 24th day of June 1910.

Signature

C. R. Leake
Secretary

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

No. of Certificate 58,598

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolutions

(Pursuant to The Companies (Consolidation) Act, 1908, Sections 13, 41 (1) (c), and 69)

OF

J. T. STANTON & CO.
LIMITED.

REGISTERED
174291

Passed 6th November, 1919.

Confirmed 25th November, 1919.

3 DEC 1919

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office of the Company, St. Ann Street, King's Lynn, in the County of Norfolk, on the 6th day of November, 1919, 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 25th day of November, 1919, the following SPECIAL RESOLUTIONS were duly confirmed:—

1. "That the Nominal Capital of the Company be increased to £60,000, by the creation of 2,000 new Ordinary Shares of £10 each, and that such new Shares be issued at such time or times and either in one or more instalments, and at such price or prices (not less than par) on such terms and conditions, and to such persons as the Directors may determine."
2. "That the provisions of Article 79, Section (c), of the Company's Articles of Association be deleted."

A. R. J. J. J.
Secretary.

Filed with the Registrar of Companies
on the 3rd day of December, 1919.

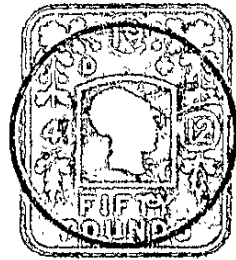
JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
110 AND 117 CHANCERY LANE, LONDON, W.C.2. AND 13 LLOYD STREET PLACE, E.C.2. 54610

Number of Certificate, 68740

Form No. 26.

THE STAMP ACT, 1891; THE FINANCE ACT, 1899; and
THE REVENUE ACT, 1903.

COMPANY LIMITED BY SHARES.



Land
Revenue
Duty Stamp
to be
impressed
here

Statement of Increase of the Nominal Capital

OF

— J. S. Stanton —
— and Company —
LIMITED,

REGISTERED
174373
3 DEC 1919

Pursuant to Section 112 of The Stamp Act, 1891;
Section 7 of The Finance Act, 1899; and Section 5 of
The Revenue Act, 1903.

(See Page 2 of this Form.)

This Statement has to be registered with the Notice of Increase in the
Nominal Capital required under Section 44 of The Companies (Consolidation)
Act, 1908.

50268-4.19.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

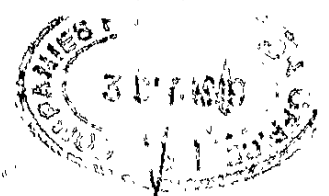
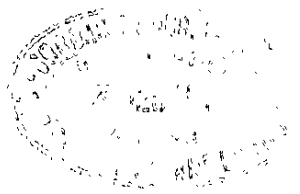
TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



THE NOMINAL CAPITAL

OF

— J. F. Stanton —

— and Company LIMITED,

has been increased by the addition thereto of the sum of

Twenty thousand — Pounds,

divided into *Two thousand* — Shares

of *Ten pounds* — each,

beyond the Registered Capital of *Forty thousand*
pounds —

Signature

J. F. Stanton

Description

Secretary

Dated the *Twenty-fifth* day

of *November* 19*19*.

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

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

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY



Ad valorem
Companies
Fee Stamp
to be
impressed
here.

Notice of Increase in the Nominal Capital

OF

REGISTERED

174377

J. I. Stanton and Company 7 DEC 1919

LIMITED.

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form.)

50381-5.19

TELEGRAMS: "CERTIFICATE, FLEET. LONDON."

TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



Notice of Increase in the Nominal Capital

OF

J. I. Stanton
and Company Limited

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a ^{Special} Resolution of the Company, ~~passed~~ ^{passed on the 6th day of November, 1919, and confirmed on the} dated the twenty fifth day of November 1919, the Nominal Capital of the Company has been increased by the addition thereto of the sum of Twenty thousand Pounds, divided into Two thousand Shares of Ten pounds each, beyond the Registered Capital of Forty thousand Pounds.

Signature H. J. J. J.
Description Secretary

Dated the Twenty fifth day
of November 1919.

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolutions

(Pursuant to The Companies (Consolidation) Act, 1908, Section 69)

OF

J. T. Stanton and Company, LIMITED.

Passed 12th May, 1920.

Confirmed 27th May, 1920.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office of the Company, St. Ann Street, King's Lynn, in the County of Norfolk, on the 12th day of May, 1920, 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 27th day of May, 1920, the following SPECIAL RESOLUTIONS were duly confirmed:—

1. That, notwithstanding anything contained in the Special Resolution passed at an Extraordinary General Meeting of the Company, held at King's Lynn, Norfolk, on the 6th day of May, 1910, and confirmed at a further Extraordinary General Meeting of the Company, held at the same place on the 26th day of May, 1910, the 753 Preference Shares numbered 1248-2000 still unissued of the 2000 Preference Shares authorised to be issued by such Special Resolution, be issued as Ordinary Shares numbered 4001-4753, ranking with the existing Ordinary Shares both for Dividend and repayment.
2. That the said 753 Ordinary Shares be offered, at par, to the existing Preference Shareholders as appearing on the Company's books on the 1st day of April, 1920, in the proportion of eight Ordinary Shares for every thirteen Preference Shares then held, and that any of the said Shares not issued in respect of such offer be offered in such proportions, and at such time or times, and at such price or prices, not below par, and on such terms and conditions, and to such parties as the Directors may determine.

Secretary.

Filed with the Registrar of Companies
on the 12th day of June, 1920.



JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
116 AND 117 CHANCERY LANE, LONDON, W.C. 2, AND 13 BROAD STREET PLACE, E.C. 4.



"The Companies Act, 1929."



COMPANY LIMITED BY SHARES.

(COPY)

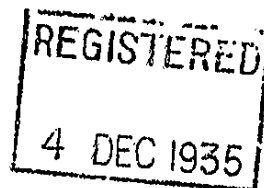
Extraordinary Resolution

OF THE

HOLDERS OF ORDINARY SHARES OF

J. T. STANTON & CO., LIMITED.

Passed the 25th day of November, 1935.



AT an EXTRAORDINARY GENERAL MEETING of the Holders of Ordinary Shares of the above-named Company, duly convened, and held at the Registered Office, St. Ann's Fort, King's Lynn, in the County of Norfolk, on the 25th day of November, 1935, the following EXTRAORDINARY RESOLUTION was duly passed:—

"That this Meeting of the Ordinary Shareholders of J. T. STANTON & Co., LIMITED, approves the creation of 2470 new Ordinary Shares of £1 each and 12,530 new Preference Shares of £1 each in the Company, such Shares respectively to rank *pari passu* both as to Dividends and repayment with the existing Ordinary and Preference Shares of the Company."

Arthur L. S. C. C.
Secretary.

Presented to the Registrar of Companies
on the 14th day of December, 1935.

"The Companies Act, 1929."



COMPANY LIMITED BY SHARES.

(COPY)

Extraordinary Resolution

OF THE

HOLDERS OF PREFERENCE SHARES OF

J. T. STANTON & CO., LIMITED.

Passed the 25th day of November, 1935.

REGISTERED

4 DEC 1935

AT an EXTRAORDINARY GENERAL MEETING of the Holders of Preference Shares of the above-named Company, duly convened, and held at the Registered Office, St. Ann's Fort, King's Lynn, in the County of Norfolk, on the 25th day of November, 1935, the following EXTRAORDINARY RESOLUTION was duly passed:—

"That this meeting of the Preference Shareholders of J. T. Stanton & Co., Limited approves the creation of 12,530 new Preference Shares of £1 each in the Company, to rank *pari passu* both as to dividend and repayment with the existing Preference Shares of the Company."

as per list of 12,530
Secretary.

Presented to the Registrar of Companies
on the 14th day of December 1935.

JORDAN & SONS, LIMITED,

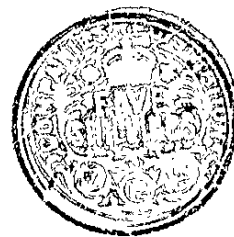
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.—85025-35



Number of
Company

(Form No. 28.)

"THE COMPANIES ACT, 1929."



A
Companies
Fee Stamp
of 5s.
must be
impressed
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

J. T. Stanton and Company
LIMITED.

Pursuant to Section 51 of The Companies Act, 1929.

(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NUMBER: HOLBORN 0484 (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



107

TO THE REGISTRAR OF COMPANIES

J. T. Stanton and Company

, LIMITED,

hereby gives you Notice in accordance with Section 51 of The Companies

Act, 1929, that* *each of the 1247 5½% Cumulative Preference Shares of £10 each has been divided into 10 5½% Cumulative Preference Shares of £1 each and each of the 4753 Ordinary Shares of £10 each has been divided into 10 Ordinary Shares of £1 each.*

Signature

Arthur J. Stanton

Officer

Secretary

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

Dated the *eleventh*

day of *December*, 19*25*.

* 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 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."

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

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.



(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1929, Sections 10, 50, and 117)

OF

J. T. STANTON & CO., LIMITED.

Passed the 9th day of December, 1935.

REGISTERED
16 DEC 1935

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office, St. Ann's Fort, King's Lynn, in the County of Norfolk, on the 9th day of December, 1935, the following SPECIAL RESOLUTIONS were duly passed:—

1. "That the existing 1247 $5\frac{1}{2}$ per cent. Cumulative Preference Shares of £10 each and the 4753 Ordinary Shares of £10 each be respectively converted into 12,470 $5\frac{1}{2}$ per cent. Cumulative Preference Shares of £1 each and 47,530 Ordinary Shares of £1 each."
2. "That the nominal Capital of the Company be increased to £75,000 by the creation of 2470 Ordinary Shares of £1 each and 12,530 $5\frac{1}{2}$ per cent. Cumulative Preference Shares of £1 each, such Shares respectively to rank *pari passu* both as to Dividends and repayment with the existing Ordinary and Preference Shares of the Company."
3. "That the following Article be substituted for Articles 41 and 42, namely:—
41. The Shares hereby created shall be issued in such manner on such terms to such persons and at such times as the Directors may in their absolute discretion think best for the benefit of the Company."

Arthur Lupton
Secretary.

Presented to the Registrar of Companies
on the 16th day of December, 1935.



JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2 AND 13 BROAD STREET PLACE, E.C.2.—85257/35

Number of
Company

[Form No. 26.]

THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital

OF

J. T. Stanton and Company



LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of
The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

16 DEC 1935

- The Statement has to be registered with the Notice of Increase in the
Nominal Capital and printed copy of the Resolution authorising the
Increase required under Section 52 of The Companies Act, 1929.

80068-35

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: 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



THE NOMINAL CAPITAL

OF

J. T. Stanton and Company.

LIMITED,

has, by a Resolution of the Company dated the *ninth* day
of *December*, 19*35*, been increased by the addition thereto of the
sum of *Fifteen thousand* Pounds,
divided into *Fifteen thousand* Shares
of *one pound* each,
beyond the Registered Capital of *Sixty thousand*
pounds

Signature *Arthur Suggett*

Description *Secretary*

Dated the *ninth* day

of *December* 19*35*

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

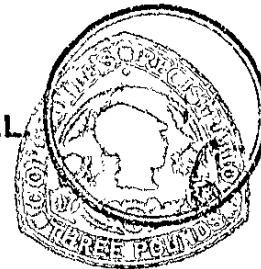
Number of
Company

808578 / 1875

[Form No. 10.]

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL



Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here.

Notice of Increase in the Nominal Capital

OF

J. T. Gordon and Co.



LIMITED.

16 DEC 1935

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 2 of this Form)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE No. 1: 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



Notice of Increase in the Nominal Capital

OF

W. J. & C. Ltd.

Limited.

TO THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) *Special* Resolution of the Company dated the *twentieth* day of *December* 19*34*, the Nominal Capital of the Company has been increased by the addition thereto of the sum of *£15000*, beyond the Registered Capital of *£60000*.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
<i>12530</i>	<i>5% Cumulative Preference Shares (non redeemable)</i>	<i>One pound.</i>
<i>2470</i>	<i>Ordinary Shares</i>	<i>One pound.</i>

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

To rank pari passu with the existing Preference and Ordinary Shares of the Company

Signature *W. J. & C. Ltd.*
Description (c) *Secretary*

Dated the *twentieth* day
of *December* 19*34*

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) State whether Director or Manager or Secretary of the Company.



THE COMPANIES ACT, 1929.

J. T. STANTON & CO., LIMITED.

REGISTERED

Special Resolution

17 JUL 1942

At an EXTRAORDINARY GENERAL MEETING of J. T. STANTON & Co., LIMITED, duly convened and held at St. Ann's Fort, King's Lynn, Norfolk, on Tuesday, the 7th day of July, 1942, the following SPECIAL RESOLUTION was duly passed:—

- (A) That the Company be converted into a private Company,
- (B) That the Regulations contained in Table A in the First Schedule to the Companies Act, 1929, with the modifications contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

DATED this 7th day of July, 1942.

B. R. Leake

Chairman



A 553

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

J. T. STANTON & CO., LIMITED

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1862, shall not apply to the Company, but subject as hereinafter provided, the regulations contained in Table A (hereinafter called "Table A") in the First Schedule to the Companies Act, 1929, shall apply to the Company.

2. The Company shall be a Private Company, and for this purpose the number of Members of the Company (exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty, provided that where two or more persons hold one or more share or shares in the Company jointly they shall for the purposes of this Article be treated as a single Member.

3. The Company is hereby prohibited from issuing any invitation to the public to subscribe for any shares, debentures or debenture stock of the Company.

4. The Share Capital of the Company is £75,000, divided into 25,000 5½ per cent. Cumulative Preference Shares of £1 each and 50,000 Ordinary Shares of £1 each. The said Preference Shares shall be entitled to a fixed cumulative preferential dividend of 5½ per cent. per annum and shall rank for dividend according to the amount paid up on each share, and in a winding up or upon any return of capital the said Preference Shares shall be entitled to be repaid the amount of capital paid or credited as paid up thereon, together with any arrears of dividend thereon, in priority to any payment on account of the Ordinary Shares of the Company.

5. Clause 19 of Table A shall be read subject to the following provision. The Directors shall have an absolute right to refuse to register a transfer of any share, whether the proposed transferee be a Member of the Company or not, without assigning any reason therefor.

6. Clause 35 of Table A shall not apply. Subject to any direction to the contrary given by the Company in General Meeting, either generally or in any particular case, the whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors, who may grant options over, allot or otherwise dispose of the same to such persons, on such terms and conditions, and with such preferred, deferred, or other special rights and privileges, or subject to such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, and either at par or at a premium, and at such times as the Directors may think fit, and Clause 2 of Table A shall be regarded as modified accordingly.

7. Clause 39 of Table A shall not apply. A General Meeting shall be held once at least in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, and if no time and place be prescribed, at such time and place as may be determined by the Directors.

8. Two Members present in person or by attorney or by proxy and entitled to vote shall be a quorum for a General Meeting, and a poll may be demanded by any one Member present in person or by proxy, whether or not he holds 15 per cent. of the paid up capital of the Company, and Clauses 45 and 50 of Table A shall be regarded as modified accordingly.

9. Clause 64 of Table A shall not apply. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two.

10. Any Member or Members holding together not less than 75 per cent. in nominal value of the issued Ordinary Share Capital in the Company may at any time and from time to time appoint any person to be a Director of the Company and may remove any Director so appointed. Any person so appointed is herein referred to as "the nominated Director." The nominated Director shall not retire by rotation or be removable by the Company by Extraordinary Resolution or otherwise. Any such appointment or

removal shall be in writing and shall take effect on being lodged at the registered office of the Company.

11. The following words shall be added at the end of Clause 65 of Table A, viz.: "The Directors shall be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in or with a view to the performance of their duties or in attending meetings of the Directors or Committees of the Directors."

12. If any Director shall be called upon to render or to perform and shall render or perform extra or special services of any kind, including services on any Committee established by the Directors, or to travel or to go or reside beyond his usual place of residence for any business or purposes of the Company, he shall be entitled to receive such sum as the Directors may think fit for expenses, and also such remuneration as the Directors think fit, either as a fixed sum or as a percentage of profits or otherwise, and such remuneration may, as the Directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive, and the same shall be charged as part of the ordinary working expenses.

13. Clause 66 of Table A shall not apply. A Director shall not be required to hold any qualification.

14. A resolution or decision in writing signed by all the Directors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, provided such resolution is signed by the nominated Director.

15. In Clause 68 of Table A the following words shall be omitted:—

"but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a director, or if the Company in general meeting resolve that his tenure of the office of managing director or manager be determined"

and the following words shall be added in their place:—

"but, subject to the provisions of any contract between him and the Company, he shall be subject to the same provisions as to resignation and removal as the other directors of the Company."

16. The Directors from time to time, and at any time, may delegate to any attorney or agent any of the powers, authorities and

discretions for the time being vested in the Directors, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time remove any persons so appointed and may annul or vary any such delegation, but no persons dealing in good faith and without notice of such removal, annulment or variation shall be affected thereby.

17. Clause 69 of Table A shall not apply. The Directors may, subject to the provisions of Article 3 hereof, at any time borrow or raise for the purposes of the Company, from the Directors, Members and other persons such sums of money and at such rates of interest as the Directors may think proper, and may secure the repayment of such moneys or any other moneys which the Company may be liable to pay or secure by mortgage or charge or by debentures or debenture stock, perpetual or otherwise, forming a charge upon the whole or any part of the property, assets and undertaking of the Company, both present and future, including its unpaid or uncalled capital for the time being, in such manner and upon such terms and conditions, and with such security as the Directors shall determine. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors or otherwise.

18. Clause 71 of Table A shall not apply. The Seal of the Company shall not be affixed to any instrument except in the presence of at least two Directors or of one Director and of the Secretary or the Assistant Secretary or some other person appointed by the Directors, and such persons, as the case may be, shall sign every instrument to which the Seal is affixed.

19. The Directors may from time to time determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.

20. Clause 72 of Table A shall not apply. The office of Director shall *ipso facto* be vacated :—

(A) If he resign his office by writing under his hand left at the registered office of the Company.

- (B) If he or his substitute (if any) shall have absented himself (such absence not being absence with leave or by arrangement with the Directors on the affairs of the Company) from meetings of the Directors for three months in succession, and the Directors shall have resolved that his office shall be vacated.
- (C) If he become a lunatic or of unsound mind.
- (D) If he become bankrupt, suspend payment or compound with his creditors, or pursuant to any of the provisions of the Act he become prohibited from being a Director.
- (E) If he be required to resign by notice in writing lodged at the registered office of the Company and signed by the holder or holders of not less than three-fourths in nominal amount of the Ordinary Share Capital of the Company for the time being issued.

Provided that until an entry of his office having been so vacated be made in the Minutes of the Directors, his acts as a Director shall be as effectual as if his office were not vacated.

21. The following shall be substituted for Clause 73 of Table A: "At the Ordinary General Meeting in every year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office, but this Article shall not apply to the nominated Director."

22. The following words shall be omitted from Clause 81 of Table A: "In the case of an equality of votes the Chairman shall have a second or casting vote," and in substitution therefor the following words shall be added in their place: "The nominated Director shall be entitled to exercise at any Board Meeting such number of votes as will exceed by one vote the total number of votes of all other Directors present."

23. Clause 82 of Table A shall not apply. The quorum necessary for the transaction of the business of the Directors shall, until otherwise determined by the Board, be two, of whom one shall be the nominated Director. A Director interested shall be counted in a quorum, notwithstanding his interest.

24. Clause 101 of Table A shall not apply.

25. A Director of the Company may be or become a director of any company promoted by this Company, or in which it may

be interested as vendor, purchaser, lessor, lessee, mortgagor, mortgagee, shareholder or otherwise, and no Director shall be disqualified by his office from contracting with the Company (either as vendor, purchaser, lessor, lessee, mortgagor, mortgagee, manager, agent, broker or otherwise), and no such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company with any person, firm or company in which any Director shall be in any way interested, shall be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established. Any Director so contracting or being so interested as aforesaid shall duly disclose his interest as required by Section 149 of the Act. A general notice that a Director is a director, member, partner, creditor or employee of or otherwise interested in any specified company or firm, and is to be regarded as interested in any contract or transaction with such company or firm, shall be a sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such company or firm as aforesaid. A Director may vote in respect of any contract or arrangement by or in which he is so contracting or interested as aforesaid, notwithstanding his interest. A Director may occupy any other place or office of profit in the Company (other than that of Auditor) or act in any professional capacity to the Company in conjunction with his office of Director on such terms as to remuneration and otherwise as the Directors shall approve.

26. If any Director shall be resident out of or be about to leave or shall have left the United Kingdom, or be unable through illness or other cause to attend any meetings of the Board, he may, by a writing under his hand, appoint any person who is approved by the Board to be his substitute, but no such approval shall be required in the case of any substitute for a nominated Director; and every such substitute shall, during the absence from the United Kingdom of the Director appointing him, or whilst such Director is unable to attend meetings of the Board, as the case may be, be entitled to attend and vote at meetings of the Board, and shall have and exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of a substitute appointed by him and, subject to such approval if necessary as aforesaid, appoint another person in his place, and if a Director shall die or cease to

hold the office of Director, the appointment of his substitute shall thereupon cease and determine. Every person acting as a substitute for a Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such substitute shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the substitute and the Director appointing him.

27. It shall not be necessary to give to any Director who is not within the United Kingdom notice of the meetings of the Board to be held there, but where such Director is represented by a substitute under the last preceding Article, due notice of such meetings shall be given to such substitute, either personally or by sending the same through the post addressed to him at his last known place of address in the United Kingdom.

28. Clause 104 of Table A shall not apply. A Member who has no registered address in the United Kingdom, and who has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to any notice.

29. Subject to the provisions of the Act, the Directors, Managing Directors, Managers, Agents, Auditors, Secretary and other officers or servants for the time being of the Company, and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company, and every of them, and every of their personal representatives, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all liabilities incurred by them and any of them in relation to the matters referred to in paragraph (c) of the proviso to Section 152 of the Act.

C. R. Leake

C. Leake

"The Companies Act, 1929"

COMPANY LIMITED BY SHARES

(COPY)

Special Resolution

(Pursuant to The Companies Act, 1929, Sections 10 and 117)

OF

J. T. STANTON & CO., LIMITED

Passed the 14th day of July, 1947

REGISTERED

20 AUG 1947

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office of the Company, St. Ann's Fort, King's Lynn, in the County of Norfolk, on the 14th day of July, 1947, the following SPECIAL RESOLUTION was duly passed:—

"That the following Article be added to the Company's Articles of Association, namely:—

30. For the purposes of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees the Directors shall be deemed employees of the Company and may accordingly (if otherwise qualified under the provisions of the Scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's monies any premiums or contributions becoming payable by the Company under the provisions of any such schemes in respect of Directors who are members thereof, and any Director may vote at board meetings upon any resolution or matter relating to any such scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter. In the event of any conflict between this Article and any other Article of these presents the provisions of this Article shall in all cases prevail."

B. R. Leake, Chairman

Presented to the Registrar of Companies
on the 20th day of August, 1947

JORDAN & SONS, LIMITED,

COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
116, CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.



A2333





The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolution

(Pursuant to The Companies Act, 1948, Sections 10 and 141)

OF

J. T. Stanton & Co., Limited

Passed the 18th day of July, 1957

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at St. Ann's Fort, King's Lynn, Norfolk, on the 18th day of July, 1957, the following SPECIAL RESOLUTION was duly passed:—

That the Articles of Association of the Company be altered by inserting after Article 10 the following new Article to be called Article 10A namely:—

- 10A (i) The Directors may in connection with or after the retirement of any Director from an executive position with the Company appoint him to be an Honorary Life Director of the Company.
- (ii) An Honorary Life Director shall be entitled to attend and vote only at such Meetings of the Board to which he may be invited. He shall not be counted in reckoning the minimum or maximum number of Directors or a quorum of Directors.
- (iii) An Honorary Life Director shall not be required to hold any share qualification, nor be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be subject to the provisions of Article 20 (E).
- (iv) An Honorary Life Director shall not be entitled to receive any remuneration from the Company by virtue of his appointment as such.

A. Colin C. Walby.

Chairman. 13

Presented to the Registrar of Companies
on the day of 1957.



12 AUG 1957

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The Companies Act, 1947

Company Limited by Shares

Special Resolution

of

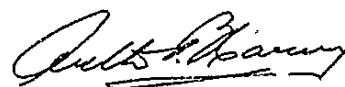
J.T. STANTON & CO. LIMITED

(Passed 7th November, 1977)

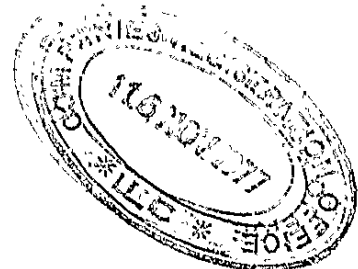
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held of the 7th day of November, 1977 the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the regulations placed before the Meeting and initialled for identification by the Chairman thereof be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.



A.P. HARVEY
CHAIRMAN



COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 7th November, 1977)

OF

J.T. STANTON & CO. LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated. The regulations in any Table A which may be applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY

2. The Company is a private company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

SHARE CAPITAL

3. Subject to the provisions of Article 22(6) hereof all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

4. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

5. Subject to the provisions of Regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

6. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

PROCEEDINGS AT GENERAL MEETINGS

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 shall be modified accordingly.

8. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 56 shall be modified accordingly.

9. An instrument appointing a proxy may be in any form or in any form which the Directors may approve. Regulations 70 and 71 shall not apply.

10. A resolution in writing signed by the holders of not less than 90 per cent in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorized representative.

DIRECTORS

11. Subject as hereinafter provided the Directors shall not be less than two nor more than ten in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or the maximum number of Directors. Regulation 75 shall not apply.

12. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

13. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 shall not apply.

14. In Regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

15. Regulation 84(2) shall be deemed to be extended by the addition after sub-clause (d) thereof of the following sub-clause (e):

"(e) any contract or arrangement with Mallinson-Denny Limited or any subsidiary company of Mallinson-Denny Limited."

16. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

17. The office of a Director shall be vacated in any of the events specified in Regulation 88 save that a Director shall vacate office under paragraph (F) of such Regulation only if in the circumstance therein mentioned the Directors by resolution so determine.

18. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of Regulations 95 and 97 shall not apply.

19. A resolution in writing signed by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 105 shall not apply.

ASSOCIATE DIRECTORS

20. The Directors may from time to time designate any person to be an Associate Director of the Company. Any person so designated shall not be a Director of the Company and shall therefore not be entitled to exercise any of the powers or be subject to any of the duties of Directors under these Articles or under the Companies Acts 1948 to 1976 (as they may from time to time be amended). An Associate Director shall not be entitled to receive notice of or attend or vote at any Meeting of the Board of Directors of the Company. The appointment removal and remuneration of an Associate Director shall be determined by the Directors.

INDEMNITY

21. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1976, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 shall be extended accordingly.

OVER-RIDING PROVISIONS

22. Whenever Mallinson-Denny Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

- (A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) No unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) Any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

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THE COMPANIES ACTS 1948 - 76

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

J.T. SLAYTON & CO. LIMITED

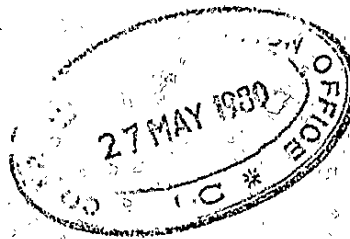
(PASSED 11TH APRIL, 1980)

At an Extraordinary General Meeting of the above named Company duly convened and held on the 11th day of April, 1980, the following Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

That the 25,000 authorised and issued 5 $\frac{1}{2}$ % Cumulative Preference Shares of £1 each in the Capital of the Company stand converted into 25,000 Ordinary Shares of £1 each ranking pari passu in all respects with existing Ordinary Shares of the Company.

Certified a true copy



Anthony Barry
.....
Chairman.

Presented by

A.P. HARVEY

MALLINSON-DENNY LTD
130 HACKNEY ROAD
LONDON E2 7QR

CHAIRMAN.

Certified a true copy

No; 58598 / 171

[Signature]
Director

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

J T Stanton & Co. Limited
(Passed on 22nd July 1985)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the twenty second day of July 1985 the following resolutions were passed as Special Resolutions namely:-

SPECIAL RESOLUTIONS

1. THAT clause 3 of the Memorandum of Association of the Company be altered by deleting the whole of clause 3 after and excepting sub-clause (A) thereof and by substituting in lieu thereof the sub-clauses et seq as set out in a print annexed hereto and for purposes of identification initialled by the Chairman of this meeting.
2. THAT the regulations placed before the meeting and initialled for identification by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

F F ANDREW
CHAIRMAN



MALLINSON-DENNY LTD
130 HACKNEY RD D
LONDON E2 7QR

J.T. STANTON & CO. LIMITED

New Sub-clause to clause 3 of the Memorandum of Association,
as adopted by Special Resolution passed 22nd July 1985

- (B) To carry on any other business whatsoever which can in the opinion of the Directors be advantageously or conveniently carried on by the Company by way of extension of or in connection with any business which the Company is authorised to carry on or is calculated directly or indirectly to develop any business which the Company is authorised to carry on or to increase the value of or turn to account any of the Company's assets property or rights.
- (C) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (D) To acquire the whole or any part of the business property and liabilities of any company or person possessed of property suitable for the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to undertake and carry on or to liquidate and wind up any such business.
- (E) To acquire and hold any shares stock securities or debentures of or other investments in any company have objects wholly or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (F) To purchase take on lease exchange hire or otherwise acquire for any estate or interest any real or personal property and any rights and privileges for any purpose in connection with any business which the Company is authorised to carry on.
- (G) To apply for take out purchase or otherwise acquire and maintain any designs trade marks patent rights inventions copyrights or secret processes and any other intangible property and to use exercise develop grant licences in respect of or otherwise turn to account any such property rights and information.
- (H) To build construct maintain alter enlarge pull down remove or replace any buildings works plant and machinery for any purpose in connection with any business which the Company is authorised to carry on.
- (I) To receive money on deposit or loan with or without allowance of interest thereon and to borrow raise or secure the payment of money by mortgage charge or lien or by the issue of debentures or debenture stock perpetual or otherwise or in any other manner either with or without security and to charge all or any of the property or assets of the Company whether present or future including its uncalled capital to support any obligation of the Company or any other company or person (including without limitation, any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985, or a subsidiary, as defined by the said Section, of the Company or of the Company's holding company or any company which may for the time being have any shareholders and/or directors in common with the Company, or any company associated with the Company in business) and collaterally or further to secure any securities of the Company by a trust deed or other assurance.



- (J) To invest and turn to account any moneys in the acquisition or upon the security of any real or personal property of any kind whatsoever or by placing the same on deposit or in any other manner.
- (K) To draw make accept endorse negotiate discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (L) To make advances or give credit to any company, firm or person with or without security, and upon such terms as the Company may approve, and either with or without the Company receiving any consideration or advantage (whether direct or indirect) to guarantee support and secure the performance (and to assume liability as principal in respect) of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of any company, firm or person, (and in the case of a company, whether having objects similar to those of this Company or not) and, in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985, or a subsidiary, as defined by the said Section, of the Company or of the Company's holding company or any company which may for the time being have any shareholders and/or directors in common with the Company, or any company associated with the Company in business, and to create mortgage charges (whether in third party form or otherwise) or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantee (or assumption of liability) or otherwise.
- (M) To pay for any property rights or easements acquired by the Company either in cash or in exchange for any stock shares securities or debentures of or other investments in any company as the Directors may think fit or otherwise and to accept any stock shares securities debentures of or other investments in any company or otherwise as the Directors may think fit in payment or part payment of any obligation of any company.
- (N) To vest any real or personal property rights or interests acquired by or belonging to the Company in any company or person on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company.
- (O) To sell lease grant licences easements and other rights over and in any other manner dispose of the undertaking property assets rights and effects of the Company or any part thereof for such consideration as the Directors may think fit.
- (P) To distribute in specie among the members of the Company any property of the Company.

- (Q) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax and to surrender or claim or make payments in respect of any other like or similar relief and to enter into and carry into effect any agreement for such purposes.
- (R) To establish or promote or concur in establishing or promoting any company for the purposes of acquiring the whole or any part of the property business or undertaking of the Company or for furthering any of the objects of the Company and to acquire and hold any shares stock securities or debentures of or other investments in any such company and to issue place underwrite or guarantee the subscription for or concur in issuing placing underwriting or guaranteeing the subscription for any shares stock securities or debentures of or other investments in any company whatsoever.
- (S) To enter into and carry into effect any agreement or arrangement for the sharing of profits or for the conduct of any business of the Company in association with or through the agency of any other company or person or any joint adventure reciprocal concession or other agreement of a like nature with any company or person.
- (T) To amalgamate with any other company the objects of which include the carrying on of any business which the Company is authorised to carry on and to re-construct the Company in any manner authorised by any legislation for the time being in force.
- (U) To take all necessary or proper steps in Parliament or with the authorities national local municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of furthering the interests of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (V) To subscribe or guarantee money for any national charitable benevolent public general or useful object or for any purpose which in the opinion of the Directors is likely directly or indirectly to further the objects of the Company or the interest of its members.

- (W) To grant pensions or gratuities to and provide for the welfare of any persons who are or at any time have been employees officers or Directors of the Company or its predecessors in any business of the Company or of any company in which the Company is in any way interested or the families relations connections or dependants of any such persons and to establish or support associations institutions clubs funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members and to make payments towards insurances to institute or contribute to pension schemes and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including officers and Directors) or any of them.
- (X) To undertake and carry on the office or offices and duties of trustee custodian trustee executor administrator liquidator receiver attorney or nominee of or for any company or person scheme trust fund government state municipal or other body politic and to undertake and execute any trust or discretion and to distribute amongst the beneficiaries pensioners or other persons entitled thereto any income capital or annuity whether periodically or otherwise and whether in money or specie in furtherance of any trust discretion or other obligation or permission.
- (Y) To do all or any of the things and matters aforesaid in any part of the world and either as principals agents independent contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (Z) To do all such other things as the Directors may think incidental or conducive to the above objects or any of them.

For the avoidance of doubt, each of the above sub-clauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company. None of the above sub-clauses shall be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Where the context so admits the phrase "company or person" shall be deemed to include any body corporate or unincorporate association firm company or person and the word "company" shall be deemed to include any body corporate or unincorporate.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 22nd July 1985)

- of -

J.T. STANTON & CO. LIMITED

PRELIMINARY

1. Regulations numbered 41, 53, 64, 73, 74, 75, 76, 80, 81, 93, 94 and 118 of Table A in The Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) ("Table A") shall not apply to the Company. The remaining regulations of Table A shall, together with the following regulations, constitute the Articles of Association of the Company.
2. In these Articles "the Parent Company" means any company which is the registered holder of not less than 75% of the equity share capital of the Company.
3. A person shall be deemed to be present in person at a meeting of the members or the Directors or of a committee of the Directors of the Company if he is able to participate in the meeting by means of televisual, telephone or similar apparatus provided that all persons participating can hear each other and for the avoidance of doubt two persons only so participating shall constitute a meeting.



SHARES

4. (A) The shares in the capital of the Company from time to time shall be under the control of the Directors who may allot, grant options or, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act (as defined in Table A)) of the Company to such persons and generally on such terms and in such manner as they think fit.
- (B) The general authority conferred by paragraph (A) of this Article shall extend to all relevant securities of the Company which are unissued on incorporation of the Company, and shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.
- (C) The Directors shall be entitled under the general authority conferred by this Article 2 to make, at any time before the expiry of such authority, any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
5. The provisions of Section 89(1) and Section 90 sub sections (1) to (6) of the Act shall not apply to the Company.
6. The transferor of a share shall be deemed to remain the holder of it until the name of the transferee is entered in the register of members in respect of such share.
7. The Directors may, in their absolute discretion refuse to register any transfer of any share whether or not it is a fully paid share without giving any reason for such refusal.

GENERAL MEETINGS

8. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution.
9. A resolution in writing signed or approved by letter, fax or telex by or on behalf of all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved may consist of several documents each signed or approved by one or more of the persons aforesaid or being corporations by their duly authorised representatives or their attorneys.

10. If, within half an hour from the time appointed for a members' meeting, a quorum is not present the meeting (if convened upon the requisition of members) shall be dissolved. In any other case the meeting shall stand adjourned to the same time, place and day in the next week or otherwise as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

DIRECTORS

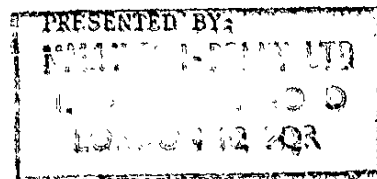
11. Unless otherwise determined by the Company in general meeting the number of Directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two. The quorum for meetings of the Directors shall be determined by the Directors from time to time and failing such determination two Directors present in person or by an alternate shall constitute a quorum but one alternate representing two Directors shall not constitute a quorum.
12. (A) Regulation 77 of Table A shall be amended by omitting the words "(other than a director retiring by rotation at the meeting)".
- (B) Regulation 78 of Table A shall be amended by omitting the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire".
- (C) Regulation 79 of Table A shall be amended by omitting the second and third sentences.
13. A Director or former Director shall not be accountable to the Company or the members for any benefit of any kind referred to in regulation 87 of Table A and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.
14. Notwithstanding Section 293 of the Act, a person who has attained the age of seventy shall be capable of being appointed or elected a Director and a Director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age.
15. Subject to the Act and provided he has disclosed his duty or interest to the Directors a Director (including an alternate Director) may vote as a Director in regard to any matter, contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and he shall be included in determining the quorum for any meeting at which such matter, contract or arrangement is considered.
16. The office of a Director shall be vacated if the Director:-
- (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes in the opinion of the other Directors incapable by reason of mental disorder (within the meaning of the Mental Health Act 1983) of discharging his duties as a Director; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) absents himself from meetings of the Directors during a continuous period of six months without leave of absence from the Directors and within three months they resolve that by reason of such absence he vacates his office.
17. Notwithstanding any provision in these Articles of Association, the Parent Company may at any time by written notice signed by a director of the Parent Company to the Company appoint any person to be a director or secretary of the Company, and may remove any person from office as a director or secretary of the Company, such notice to be effective upon delivery to the registered office of the Company.
18. A resolution in writing signed or approved by letter, fax or telex by each Director or his alternate who was entitled at the relevant time to notice of a meeting of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed or approved by one or more of the persons.
19. Subject to the provisions of the Act but without affecting any indemnity to which a Director may otherwise be entitled:
- (a) No Director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in consequence of the execution of the duties of his office or in relation thereto;
 - (b) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him
 - (i) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and
 - (ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
 - (iii) in or about the execution of the duties of his office or otherwise in relation thereto.

No:

58598/173

J.T. STANTON & CO. LIMITED



On 8th August 1985, the holders of all the issued and allotted shares RESOLVED in writing, pursuant to Article 9 of the Company's Articles of Association, that the following Resolutions be passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

That:

- (1) the Company enter into a mortgage debenture ("the Debenture") to be made between the Company (1) and Bankers Trust Company ("the Agent") (2) substantially in the form of a draft dated 2nd August 1985 a copy of which is annexed hereto in connection with a loan agreement ("the Loan Agreement") to be entered into by Mallinson-Denny Limited (1) the Banks (2) the Associated Banks (3) and Bankers Trust Company as Agent for the Banks (4);
- (2) any Director and the Secretary of the Company or any two Directors be and they are hereby authorised and directed to affix the common seal of the Company to the Debenture and to attest such sealing in the form of the above draft with any alterations thereto that they may approve, such approval to be conclusively evidenced by their witnessing the affixation of the Company's common seal thereto;
- (3) any Director or the Secretary, either singly or with another Director or the Secretary, be and he is/they are hereby authorised on behalf of the Company, to execute (in whatever manner may be required) and do all such deeds, documents and things (other than those the subject of the specific authorisation in paragraph (2) above) as he/they may consider expedient in connection with the execution or performance by the Company of the Debenture or the execution or performance by Mallinson-Denny Limited of the Loan Agreement and/or any related documents;
- (4) these Resolutions shall have effect notwithstanding any provision of the Company's Memorandum and Articles of Association.

.....
DIRECTOR



22nd August, 1985



COMPANIES FORM No. 225(2)

**Notice by an holding or subsidiary
company of new accounting
reference date given after the end
of an accounting reference period**

27/8
225(2)

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

58598

Name of company

* J.T. STANTON & CO. LIMITED

* Insert full name
of company

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes
1 to 4 overleaf
before completing
this form

Day Month

3	1	1	2
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The previous accounting reference period of the company is to be treated as ~~shortened~~ ☒ extended ☐ and ~~has been treated as having come to an end~~ ☒ will come to an end ☐ on

Day Month Year

3	1	1	2	1	9	8	7
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1 delete as
appropriate

The company is a ~~(subsidiary) holding company~~ of HUNTER PLC

company number 1169267

the accounting reference date of which is 31st December

Signed

[Director] ~~[Secretary]~~ Date 15 JUL 1987

Presentor's name address and
reference (if any):
Mallinson-Denny Limited
Malden House, Radlett Road
Park Street
St. Albans
Herts AL2 2JE

For official Use
General Section

Post room



No: 58598

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

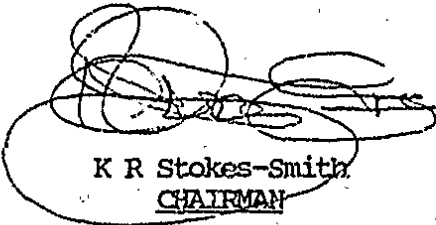
J T Stanton & Company Limited

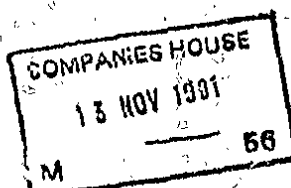
(Passed on 2nd January 1991)

At a General Meeting of the above Company duly convened and held on the second day of January 1991 the following resolution was passed as a Special Resolution namely:-

SPECIAL RESOLUTION

That the Company, having satisfied the provision of section 250 of the Companies Act 1985 relating to dormant companies, be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

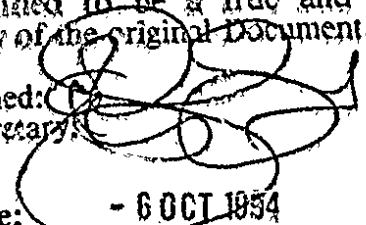

K R Stokes-Smith
CHAIRMAN



Copy to be a true and exact
copy of the original Document.
Signed:
Secretary:


Date: 11 NOV 1991

Certified to be a true and exact
copy of the original Document,

Signed: 
Secretary

REGISTERED NUMBER: 58598

Date: - 6 OCT 1984

THE COMPANIES ACT 1985

ELECTIVE RESOLUTION

OF

J T STANTON & COMPANY LIMITED

We, the undersigned, being all the members for the time being of the above-named company entitled to receive notice and to attend and vote at general meetings hereby, pass the following Elective Resolution and agree that the said Resolution shall pursuant to Clause 8 of the Company's Articles of Association for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

IT IS HEREBY UNANIMOUSLY RESOLVED as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

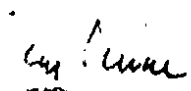
THAT (A) The provisions of Section 80A of the Act shall apply instead of the provision of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

(B) The Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the company as if for the references to 95% in those provisions there were substituted references to 90%.

Signed 
For and on behalf of
MALLINSON-DENNY LIMITED

Date 27/9/84

Signed 
For and on behalf of
WICKES NOMINEE LIMITED

Date 27/9/84



A36 *AEMEJSBN* 291
COMPANIES HOUSE 08/10/94