

~~THE~~ COMPANIES ACTS, 1862 TO 1900."

637

JAN 1906

COMPANY LIMITED BY SHARES.



A  
Companies'  
Fee Stamp  
of 5s.  
should be  
impressed  
here.

## Application for a Certificate of Incorporation

To be filed by a Company which does not issue any Invitation to the Public  
to Subscribe for its Shares.

(Pursuant to Section 2, Sub-section 3, of The Companies Act, 1900.)

NAME OF PROPOSED COMPANY:

*J. Simeons and*

COMPANY, LIMITED.

5.05.

TELEGRAMS: "CERTIFICATE LONDON."

TELEPHONE NUMBER: 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

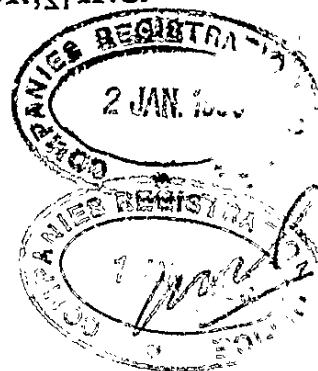
116 & 120 CHANCERY LANE, LONDON, E.C.4.

Entered for filing by

ARMITAGE & SONS

MONUMENT STREET

ROSE VALLEY ROAD, E.C.4.



# COMPANY LIMITED BY SHARES.

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**Application** by the Subscribers to the Memorandum of Association of ~~The~~ *L. Seimeons and Company*

~~COMPANY~~, LIMITED

(being a Company such as is specified in Section 2, Sub-section 3, of The Companies Act, 1900, and which does not issue any Invitation to the Public to Subscribe for its Shares), for a Certificate of Incorporation as a Limited Company under The Companies Acts, 1862 to 1900.

NOTE. the several persons whose Names are subscribed, hereby Declare that

~~The~~ L. Simons and

COMPANY, LIMITED

(whose Memorandum of Association is delivered herewith), does not issue any Invitation to the Public to Subscribe for its Shares.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Simons, 19 Avenue R<sup>d</sup> Highgate, N. London. Merchant.  
Ellis Simons Keinstor House, 1 Exley Road  
Gill Beer 98 Broadwater R. London N.W. Manufacturer  
L. J. Henry, 34 Honiton R<sup>d</sup>, Kilburn N.W. Clerk  
W. A. Henry, 10 Avenue Water Buildings London. Solicitor  
Clarendon J. Armitage, 48 Endymion Road, Finsbury Park, N. Solicitor  
Henry W. Bates 17. Mark Lane R<sup>d</sup> Strand London. Manufacturer

Dated this Twenty-ninth day of December 1905.

Witness to the above Signatures

W. J. Perry  
Clerk to  
Messrs Armitage & Armitage  
Convenient Station Buildings  
Solicitors E.C.

\_\_\_\_\_  
COMPANY LIMITED BY SHARES.  
\_\_\_\_\_

APPLICATION

FOR A

Certificate of Incorporation

OF THE

*h. Simons and* \_\_\_\_\_

COMPANY, LIMITED.

\_\_\_\_\_  
JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, PRINTERS, AND STATIONERS,  
116 AND 120 CHANCERY LANE, LONDON, W.C.



"THE COMPANIES ACTS, 1862 TO 1900."

# Declaration of Compliance



A  
Companies'  
Fee Stamp  
of 5s.  
should be  
impressed  
here.  
(And see  
inside.)

WITH THE

## REQUISITIONS OF THE COMPANIES ACTS

Made pursuant to Section 1, Sub-section 2, of The Companies Act, 1900

(63 & 64 Vict. Ch. 48), on behalf of a Company proposed to be Registered as

*J. Lewis and Company*

**LIMITED.**

(See Page 2 of this Form.)

2-05.

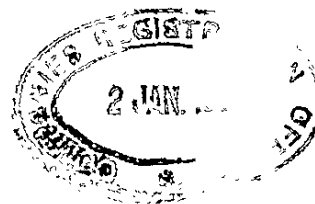
TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE: NUMBER 246 HOLBORN.

**JORDAN & SONS, LIMITED,**  
Company Registration Agents, Printers, Publishers, and Stationers,  
116 & 120 CHANCERY LANE, LONDON, W.C.

Presented for filing by

ARMITAGE  
MONUMENT STATION  
KING WILLIAM



*Wm. J. Lewis*  
2 JAN 1906

I Frederick Semios  
of 70 Finsbury Pavement in the  
County of London, Gelatine Merchant.



A  
Declaration  
Stamp of  
2s. 6d.  
should be  
impressed  
here.

\*Here insert -  
"A Solicitor  
of the High  
Court en-  
gaged in the  
formation,"  
or "A Director  
or the Secre-  
tary named in  
the Articles of  
Association."

Do solemnly and sincerely Declare that I am\* a Director of

*L. Semios & Company*

LIMITED,

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

Declared at *34, Finsbury Pavement*  
*in the City of London*  
the *1<sup>st</sup>* day of *January*,  
One thousand nine hundred and *six*.

Before me,

*Howard Davis*

A Commissioner for Oaths.

*F. Semios*

No. of Certificate

Form No. 25.



REGISTERED  
635  
2. JAN. 1906

COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 95

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 the Nominal Capital is Five Shillings for every £100

or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,

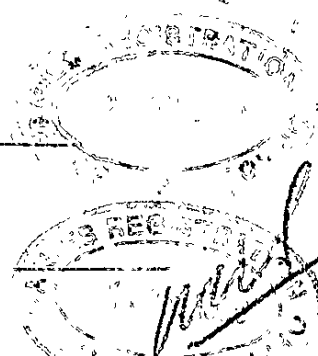
when the Company is registered.

Presented for registration by

HERMITAGE & ...

MONUMENT - TATION BUILDING

MINO 88-0-1144 STAL, E 10



The NOMINAL CAPITAL of the L. Simons and

Company, Limited,

is £ 15000, divided into 15000 shares of £ 1

each.

Signature

Armitage of Armitage  
Hunter Street Buildings, E.C.1

Description

Shares

Date

2 Jan. 1906



THE COMPANIES' ACTS, 1862 TO 1900.

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COMPANY LIMITED BY SHARES.

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# Memorandum

AND

## Articles of Association

OF

**C. SIMEONS & COMPANY, LIMITED.**

---

*Registered the*

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ARMITAGE & ARMITAGE,

Monument Station Buildings, King William Street, E.C.

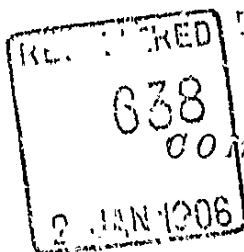
LONDON :

T. J. WHITING & SONS LIMITED, PRINTERS, 7a, SOUTH PLACE FINCHLEY, E.C.

1905

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THE COMPANIES ACTS, 1862 to 1900.

COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

# C. SIMEONS & COMPANY, Limited.

1.—The name of the Company is "C. SIMEONS & COMPANY, LIMITED."

2.—The Registered Offices of the Company will be situate in England.

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

- (A) To acquire and take over as a going concern the business carried on at 70, Finsbury Pavement, in the County of London, under the style or firm of C. Simeons & Company, and all or any of the assets and liabilities of the Proprietors of that business in connection therewith, and to adopt and carry into effect, with or without modification, an agreement which has already been prepared and is expressed to be made between Frederick Simeons and Carl Maria Simeons of the one part, and C. Simeons & Company, Limited, of the other part, and is to be signed immediately after the incorporation of the Company, and a copy whereof has for the purpose of identification been subscribed by Mr. F. Armitage, a solicitor of the Supreme Court.
- (B) To carry on the businesses of gelatine, quinine, and paper manufacturers, dealers in raw materials and machinery, builders and contractors supply merchants, and manufacturers of and dealers in materials of all kinds.
- (C) To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such business as aforesaid, or required



by any customers of or persons having dealings with the Company, either by wholesale or retail, and generally to carry on any other business or businesses which may seem to the Company capable of being carried on in connection with the above, or calculated either directly or indirectly to enhance or render profitable any of the Company's property or rights.

- (D) To apply for, purchase, or otherwise acquire any patents, licenses, concessions and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention or process of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, dispose of, or otherwise turn to account the same.
- (E) To purchase, take on lease, or hire, or in exchange or otherwise acquire any lands, buildings, and hereditaments, and any estate or interest in, and any right or privilege connected with, or in respect of any lands, buildings, or hereditaments, and any furniture, machinery, plant, stock-in-trade, chattels, or other personal property.
- (F) To acquire, undertake, and assume the whole or any part of the business, property, rights, liabilities, and obligations of any person, firm, or company carrying on any business which this Company is authorised to carry on, or entitled to any property or rights in respect of property suitable for the purposes of this Company.
- (G) To erect, construct, alter, pull down, fit up, and maintain buildings, roads, machinery, and works (including works for the supply of gas, water, and electricity), and to procure, contribute to, subsidise, or take part in the construction or maintenance of any buildings, roads, or works.
- (H) To enter into any arrangements for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person, firm, or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to or guarantee the contracts

of or otherwise to assist any such person, firm, or company, and to subscribe for, take, or otherwise acquire the shares, debentures, or securities, of any such company, and to hold, sell, exchange or otherwise deal with the same.

- (I) To enter into any arrangements with municipal, local, or other authorities or bodies which may seem conducive to the Company's objects, and to obtain from any such authority or body any rights, privileges, or authorities which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, right, privilege, or authority.
- (J) To exchange, lease, mortgage, sell, improve, develop, or otherwise dispose of or deal with all or any part of the property and rights of the Company, and to take as the consideration, or part of the consideration for any such sale or disposition the shares, debentures, or securities of any company, and to hold, sell, or otherwise dispose of the same.
- (K) To borrow or raise money, and secure the repayment thereof in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock charged upon or secured by a trust or mortgage of all or any part of the Company's property and undertaking, both present and future, including its uncalled capital, and to redeem or purchase any debentures or obligations of the Company at a premium.
- (L) To draw, make, accept, indorse, or issue bills of exchange, promissory notes and other negotiable instruments.
- (M) To remunerate any person, firm, 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 or securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.
- (N) To promote any company for the purpose of acquiring and taking over all or any part of the property and liabilities of this Company, or for any other purpose which may seem calculated directly or indirectly to benefit this Company, and to guarantee the subscription of or subscribe for, take, or assist in placing and issuing the shares, debentures, or securities of any company.

tures, or securities of any such Company, and to hold, sell, or otherwise deal with the same.

- (o) To sell or dispose of the property and undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for the shares, debentures, or securities of any other company.
- (p) To purchase or otherwise acquire the property and undertaking of any company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being so conducted as directly or indirectly to benefit this Company or possessed of property suitable for the purposes of this Company, or owning or interested in lands or buildings, adjoining or in the neighbourhood of any lands or buildings owned or occupied by this Company, and to hold, manage, develop, carry on or sell, or otherwise deal with or use of any property, business, or undertaking so acquired.
- (q) To amalgamate with any such company as is mentioned in the last preceding paragraph of this clause.
- (r) To distribute any of the property of the Company in specie among the members.
- (s) To establish and support, or aid in the establishment and support of associations, or institutions calculated to benefit this Company or its employees, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object.
- (t) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through agents, trustees, or otherwise, and either alone or in conjunction with others.
- (u) To do all such other things as may be incidental or conducive to the attainment of the above objects.

And it is hereby declared that the objects specified in each paragraph of this clause shall not be restricted by reference to or inference from the terms of any other paragraph thereof.

4.—The liability of the Members is limited.

5.—The capital of the Company is £15,000, divided into 15,000 Shares of £1 each.

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

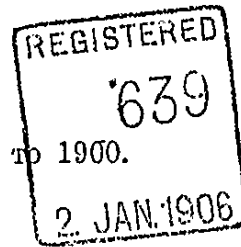
Names, Addresses, and Descriptions of Subscribers.	No. of Shares taken by each Subscriber.
<i>J. Lincovs</i> 19 Avenue N. Highgate N. Berkham.	one.
<i>Ch. Lincovs</i> Leinster House Beale Heath Berkham. N. W.	one
<i>W. B. Beer</i> , 98 Broadchurch Rd. London N. W. Manufacturer	one
<i>L. J. Henry</i> , 34 Hornton Road Clerk. Hillingdon, N. W.	one
<i>Ed. Brinkley</i> Mortimer Station Buildings Dorset. E. B. Solicitor	one
<i>Blunden J. Armitage</i> 148 Endymion Road Finsbury Park N. Solicitor	one
<i>Henry P. Bates</i> 17. Parkway N. Berkham.	one

Dated the 27 day of

December 1905

Witness to the above Signatures—

*W. H. Perry*  
Clerk to  
*W. H. Armitage & Armitage*  
Mortimer Station Buildings.  
Solicitors. E. B.



THE COMPANIES ACTS, 1862 to 1900.

COMPANY LIMITED BY SHARES.

Articles of Association  
OF  
C. SIMEONS & COMPANY, Limited.

PRELIMINARY.

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

“The Statutes” means the Companies Acts, 1862 to 1900, and every other Act for the time being in force concerning joint stock companies and affecting the Company.

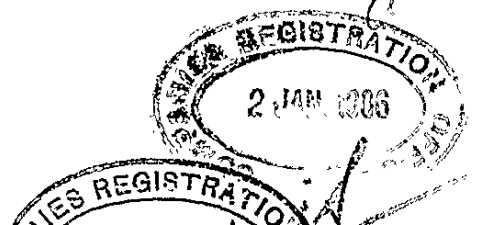
“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies Act, 1862.

“The Office” means the registered office for the time being of the Company.

“The Register” means the register of the members to be kept pursuant to Section 25 of the Companies Act, 1862.

“Month” means calendar month.

“In writing” and “written” include printing, lithography, and other mechanical modes of reproducing letters and figures.





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

Words importing the masculine gender include the feminine gender.

Words importing persons include corporations.

2.—The regulations contained in Table A in the First Schedule to the Companies' Act, 1862, shall not apply to this Company.

3.—The Company shall forthwith enter into an agreement with Frederick Simeons and Carl Maria Simeons, in the terms of the draft which has for the purpose of identification been subscribed by Frederick Armitage, a solicitor of the Supreme Court, and the Directors shall carry the said agreement into effect with full power from time to time to agree to any modification of the terms thereof, either before or after the execution thereof.

4.—The funds of the Company shall not be expended in the purchase of, or lent upon the security of, shares in the capital of the Company.

5.—The business of the Company may be commenced as soon after the incorporation of the Company as the Directors think fit, notwithstanding that part only of the shares may have been allotted.

## SHARES.

6.—The shares agreed to be taken by the subscribers to the Memorandum of Association, and the shares agreed to be allotted to the persons named in the agreement referred to in Article 3, shall be allotted accordingly. No further shares shall be issued without the authority of the Company in General Meeting.

7.—The Company may make arrangements upon the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

8.—If by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the holder of the share, and shall be deemed to be a call duly made and payable on the date fixed for payment.

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

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

### CERTIFICATES.

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

12.—Every member shall be entitled without payment to one or more certificates for the shares registered in his name, so that not more than one certificate shall be issued in respect of any one share. Every certificate shall specify the numbers of the shares in respect of which it is issued and the amount paid up thereon.

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

14.—A fee not exceeding two shillings and sixpence shall be paid to the Company for every certificate issued under the last preceding article.

15.—The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the register.

### CALLS.

16.—The Directors may from time to time make such calls as they think fit upon the members in respect of any moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Directors. A call may be made payable either in one sum or by two or more instalments.

17.—A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Directors may postpone the time for payment of a call and may before payment annul a call.

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

19.—If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being of the share in respect of which the call has been made or the instalment is due shall pay interest for the same at the rate of 5 per cent. per annum from the day appointed for payment thereof to the time of actual payment, but the Directors may, where they think fit, remit altogether or in part any sum becoming payable for interest under this clause.

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

## FORFEITURE AND LIEN.

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

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

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

24.—Notice of the resolution shall be given to the member as directed by Article 156.

25.—Any shares so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot, or otherwise dispose of the same in such manner as they think fit; but the Directors may at any time before any share so forfeited has been sold, re-allotted, or otherwise disposed of, annul the forfeiture thereof upon such terms and conditions as they think fit.

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

27.—The Company shall have a first and paramount lien upon all the shares registered in the name of each member (whether solely or jointly with others), and upon the interest or dividends payable in respect thereof, for his debts, liabilities, and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment, or discharge thereof has actually arrived or not.

28.—For the purpose of enforcing such lien the Directors may sell the shares subject thereto, but no sale shall be made until default has been made in the payment, fulfilment, or discharge of such debts, liabilities, or engagements as aforesaid, and until notice in writing of the intention to sell has been served on the member or his executors or administrators, and until default has been made by him or them in the payment, fulfilment or discharge of such debts, liabilities or engagements for seven days after the notice, The net proceeds of any

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

29.—Where any shares have been sold or disposed of in purported exercise of the powers given by Articles 23 and 28 respectively the Directors may cause the name of the purchaser or allottee to be entered in the register in respect of the shares, and the purchaser or allottee shall not be bound to see to the regularity of the proceedings or the application of the purchase-money, and after his name has been entered in the register in respect of such shares, the sale or disposition shall not be impeached by any person, and the remedy of any member or person aggrieved by such sale or disposition shall be in damages only and against the Company exclusively.

### TRANSFER AND TRANSMISSION OF SHARES.

30.—Any share may at any time be transferred to any member selected by the transferor, but save as provided by Article 36, no share shall be transferred to a person who is not a member, so long as any member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value.

31.—Except where the transfer is made pursuant to Article 36, the person proposing to transfer any shares shall give notice in writing (hereinafter called the transfer notice) to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to any member of the Company or person selected as aforesaid at a price to be agreed on between the parties, or failing agreement, at the fair value which shall be ascertained in manner provided by Article 33. The transfer notice may include several shares, and in that case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the consent of the Directors.

32.—If the Company shall within the space of twenty-eight days after being served with such notice find a member or person selected as aforesaid willing to purchase the share, and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the share to such purchaser.

33.—The fair value of every share shall, until a resolution fixing the fair value is passed by the Company in General Meeting, be the amount

paid up or credited as paid up thereon. The Company in General Meeting may, from time to time, by resolution, declare the fair value of the shares, and such resolution shall remain in force until the expiration of one year from the date thereof, unless it shall before that time be annulled by a resolution of the Company in General Meeting. If at the time when a transfer notice is given any such resolution is in force, the fair value fixed thereby shall be deemed to be the fair value of the shares comprised in such transfer notice. If at the time when a transfer notice is given no such resolution is in force, the fair value of the shares comprised in such transfer notice shall be fixed by the President for the time being of the Institute of Chartered Accountants, or by some person nominated by him. If at the death of a member, any such resolution as aforesaid is in force, the fair value fixed thereby shall be deemed to be the fair value of the shares held by such member, notwithstanding any subsequent resolution.

34.—If in any case the proposing transferor after becoming bound as aforesaid, makes default in transferring any share, the Company may receive the purchase money, and shall thereupon cause the name of the purchaser to be entered in the register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the register in purported exercise of the foregoing power, the validity of the proceedings shall not be questioned by any person.

35.—The Company in general Meeting may make and from time to time vary rules as to the mode in which the shares specified in any transfer notice shall be offered to the members and as to their rights in regard to the purchase thereof, and may give any member or class of members a preferential right to purchase the same. Until otherwise determined the shares specified in any transfer notice shall be offered to the members in such order as shall be determined by lot and the lots shall be drawn in such manner as the Directors think fit.

36.—Any share may be transferred to the child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife, or husband of a member, and any share of a deceased member may be transferred by his executors or administrators to the child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member; and shares standing in the names of the trustees of the will of any deceased member may be transferred on any change of trustees to the trustees for the time being of such will.

44.—The transfer books may be closed during such time as the Directors think fit, not exceeding in the whole thirty days in any one year.

45.—In case of the death of any one or more of the joint holders of any share the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share.

46.—The executors or administrators of a deceased member (not being one of several joint registered holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member.

47.—Any person becoming entitled to shares in consequence of the death or bankruptcy of any member, or otherwise than by transfer, upon producing such evidence that he sustains the character in respect of which he proposes to act under this article or of his title as the Directors think sufficient, may with the consent of the Directors (which they shall not be under any obligation to give), be registered as a member in respect of such shares, or, subject to the regulations as to transfer hereinbefore contained, may transfer the same to some other person.

48.—There shall be paid to the Company in respect of any such registration on transmission a fee not exceeding 2s. 6d.

#### CONVERSION OF SHARES INTO STOCK.

49.—The Directors may, with the sanction of the Company previously given in General Meeting, convert any paid-up shares into stock. When any shares have been converted into stock the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in the manner and subject to the regulations hereinbefore provided for the transfer of shares, or as near thereto as circumstances will permit. Provided always that the Directors may from time to time if they think fit fix the minimum amount of stock transferable and direct that fractions of a pound shall not be dealt with, but with power at their discretion to waive such rules in any particular case.

50.—The stock shall confer on the several holders thereof in proportion to the amounts held by them respectively the same

privileges and advantages as regards voting at meetings of the Company and as regards participation in profits and for other purposes as would have been conferred by shares of equal amount of the class converted 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. No conversion shall affect any preferential or special rights.

51.—All such provisions of these presents relating to shares as are applicable to paid-up shares shall apply to stock.

52.—The Company in General Meeting may re-convert stock into paid-up shares of any denomination.

#### INCREASE AND REDUCTION IN CAPITAL.

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

54.—Any new shares may be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the Company in General Meeting may direct, and, if no direction be given, as the Directors shall determine; and in particular such shares may be issued with a preferential or deferred or qualified right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting. Provided that no shares shall be issued with any preference or priority over, or so as to rank equally with, any Preference Shares then issued, unless with the consent of the holders thereof given under Article 57.

55.—The Company in General Meeting may before the issue of any new shares determine that the same shall be offered, in the first instance, to all the existing members in proportion to the amount of shares then held by them, or make any other provision as to the issue of the new shares, but in default of and subject to any such provision the new shares shall be dealt with as if they formed part of the original capital.

56.—Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital, and be subject to the provisions herein contained with reference to the payment of



calls and instalments, transfer, and transmission, forfeiture, lien, surrender and otherwise.

57.—When the capital is divided into different classes of shares all or any of the rights and privileges attached to any class may be modified, commuted or abrogated (either before or after an order has been made, or an effective resolution passed, for winding up the Company) by agreement between the Company and any member purporting to contract on behalf of that class, provided such agreement is ratified in writing by the holders of at least two-thirds of the issued shares of the class, or is confirmed by an Extraordinary Resolution passed at a separate General Meeting of the holders of shares of the class. And all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such separate General Meeting, but so that the quorum thereat shall be members holding or representing by proxy two-thirds of the nominal amount of the issued shares of the class.

58.—The Company in General Meeting may from time to time reduce the capital in any manner permitted by law, and may consolidate or subdivide any of the shares, and may cancel any shares which have not been taken or agreed to be taken by any person. Capital may be paid off upon the footing that it may be called up again or otherwise.

#### BORROWING POWERS.

59.—The Directors may from time to time, at their discretion, borrow from any person (including a member of their own body) any sum of money for the purposes of the Company, and may secure the repayment thereof in such manner as they may think fit, but so that no debentures or debenture stock charged upon all or any part of the property of the Company (other than the debentures to be issued pursuant to the agreement referred to in Article 3) shall be issued without the sanction of the Company in General Meeting.

60.—Any debenture or other instrument issued by the Company for securing the payment of money may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same is issued. Any debentures, bonds, or other instruments or securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

61.—The Directors shall cause a proper register to be kept in accordance with the Statutes of all mortgages and charges affecting the property of the Company, and shall comply with the requirements of Section 14 of the Companies Act, 1900.

#### GENERAL MEETINGS.

62.—The Statutory Meeting of the Company shall be held within a period of not less than one month nor more than three months from the registration of the Company.

63.—The first Annual General Meeting shall be held in the year 1907, at such time and at such place as the Directors may determine. Subsequent General Meetings shall be held once in the year 1908, and in every subsequent year at such time and place as the Directors may determine.

64.—The General Meetings mentioned in the last preceding Article shall be called Ordinary General Meetings. All other meetings of the Company shall be called Extraordinary General Meetings.

65.—The Directors may, whenever they think fit, and shall upon the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting of the Company.

66.—The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the office. It may consist of several documents in like form, each signed by one or more requisitionists.

67.—If the Directors do not proceed to cause a meeting to be held within 21 days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

68.—If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution, and if thought fit of confirming it as a special resolution, and if the Directors do not convene the meeting within

seven days from the date of the passing of the first resolution the requisitionists, or a majority of them in value, may themselves convene the meeting.

69.—Any meeting convened under the foregoing articles by the requisitionists shall be convened as nearly as possible in the same manner as that in which meetings are to be convened by the Directors.

70.—In the case of every General Meeting, seven days' notice at the least, specifying the place, day and hour of meeting, and the general nature of the business, shall be given by notice sent by post, or otherwise served as hereinafter provided. Whenever any such meeting is adjourned for twenty-one days or more, at least five days' notice of the place and hour of meeting of such adjourned meeting shall be given in like manner.

71.—The non-receipt of notice of a meeting by any member shall not invalidate the proceedings at such meeting.

72.—With the consent in writing of all the members, a meeting may be convened by a shorter notice, and in any manner they think fit.

#### PROCEEDINGS AT GENERAL MEETINGS.

73.—The business of an Ordinary General Meeting shall be to receive and consider the profit and loss account, the balance-sheet, and the reports of the Directors and Auditors, to elect Directors and other Officers in the place of those retiring by rotation, to declare dividends, and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting, and all business transacted at an Extraordinary Meeting, shall be deemed special.

74.—For all purposes the quorum for a General Meeting shall be three members personally present. No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

75.—At every General Meeting the Shareholders present shall choose a Director to be Chairman, or if no Director be present or willing to act, then the members present shall choose one of their number to be Chairman of the meeting.

76. -If within half-an-hour from the time appointed for the meeting a quorum for the transaction of business is not present, the meeting, if convened upon a requisition in manner aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum, and may transact the business for which the meeting was called.

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

78.—At any General Meeting, unless a poll is demanded by the Chairman, or by at least three members, or by a member or members holding or representing by proxy or entitled to vote in respect of at least one-tenth part of the nominal capital represented at the meeting, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

79.—If a poll is demanded as aforesaid, it shall be taken in such manner and at such time (either at once or after an interval or adjournment not exceeding fourteen days), and at such place as the Chairman shall before the close of the meeting direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

80.—Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting without adjournment.

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

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

## VOTES OF MEMBERS.

83.—Subject to any special terms upon which shares may have been issued, every member, present in person, shall, upon a show of hands, have one vote only. Upon a poll every member shall have one vote for every share held by him.

84.—Any person entitled under Article 47 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 or adjourned meeting, as the case may be, 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.

85.—Where there are joint registered holders of any share, any one of the holders shall be entitled to vote either personally or by proxy in respect of such share, but the other holder or holders shall be entitled to be present at any General Meeting, and may act as a proxy or proxies. If more than two of such joint holders be present at any meeting, personally or by proxy, that one of them whose name stands first on the register in respect of the share shall alone be entitled to vote in respect thereof.

86.—Votes may be given personally or by proxy.

87.—The instrument appointing a proxy shall be in writing, under the hand of the appointor, or if the appointor is a corporation under its common seal, and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a member of the Company and qualified to vote.

88.—The instrument appointing a proxy shall be deposited at the office not less than 24 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

89.—A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the appointment, or transfer of the share

in respect of which the vote is given, unless notice in writing of the death, revocation or transfer shall have been received at the office before the commencement of the meeting.

90.—The instrument of proxy, whether for a specified meeting or for all meetings to be held within a specified period not exceeding twelve months, shall, as far as the circumstances will admit, be in the form or to the effect following:—

" I  
 " of  
 " in the County of  
 " being a member of 'The C. Simeons Company,  
 " Limited,' hereby appoint  
 " of  
 " (or failing him  
 " or failing him  
 " of  
 " of )  
 " as my proxy to vote for me and on my behalf at the  
 " (Ordinary or Extraordinary as the case may be)  
 " General Meeting of the Company to be held on the  
 " day of and at any adjournment  
 " thereof [or at any General Meeting of the Company  
 " that may be held within from the  
 " date hereof.] "

" As witness my hand this                      day of

“ Signed by the said \_\_\_\_\_ in the  
“ presence of \_\_\_\_\_

91.—No member shall be entitled to vote at any General Meeting in respect of any share that he has acquired by instrument of transfer unless the transfer of the share in respect of which he claims to vote shall have been left with the Company for registration before the meeting and shall have been duly registered.

92.—A member shall not be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member, at any General Meeting, or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

93.—Any resolution passed by the Directors, notice whereof shall be given to the members in the manner in which notices are hereinafter directed to be given, and which shall within one month

after it shall have been so passed be ratified and confirmed in writing by members holding in the aggregate three-fifths of the issued capital of the Company, shall be as valid and effectual as a resolution of a General Meeting; but this clause shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the statutes or these presents ought to be dealt with by special or extraordinary resolution.

### DIRECTORS.

94.—The number of Directors shall be not less than two and not more than three.

95.—The following persons, namely:—Frederick Simeons, Carl Maria Simeons, and Gustav Max Beer shall be the first Directors. The said Frederick Simeons and Carl Maria Simeons shall join the Board after the allotment of shares, for which purpose one Director shall be a quorum.

96.—The Directors shall have power to appoint any persons to be Directors at any time before the Annual General Meeting to be held in the year 1907, for such period or respective periods as they may think fit, so that the number of Directors shall not at any time exceed three.

97.—The qualification of a Director shall be the holding of shares ~~or stock or debentures or debenture stock~~ of the Company to the nominal amount of £1,000 either in his own name alone, or jointly with any other person, and either in his own right or as trustee for or representative of any other person or corporation. A Director may act before acquiring his qualification, but if not already qualified he must acquire his qualification within two months after his appointment.

98.—There shall be paid to the Directors as remuneration for their services out of the funds of the Company such sum as the Shareholders in General Meeting shall determine.

99.—The continuing Directors may act notwithstanding any vacancy in their body.

100.—The office of a Director shall be vacated—

(A) If he becomes bankrupt or suspends payment or compounds with his creditors.

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 L. 2115.  
 July 19.  
 1897.  
 J. A.  
 47C.  
 W. B. J.

- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he absents himself from the meetings of the Directors during a period of six consecutive months without special leave of absence from the Directors.
- (d) If (being a Director who requires a qualification) he ceases to hold the requisite qualification or does not acquire the same within two months after election or appointment.
- (e) If by notice in writing to the Company he resigns his office.

101.—No Director shall be disqualified by his office from contracting with the Company as vendor, purchaser, or otherwise, nor shall any contract or transaction entered into by or on behalf of the Company in which any Director is interested be avoided by reason only of such interest of his fiduciary relation to the Company, nor shall any Director be liable to account to the Company for any profit or advantage realised by him under or in respect of any such contract or transaction, if the fact of his being interested therein and the nature of his interest are fully and fairly disclosed by him at the meeting of the Directors at which the business is determined on, should his interest then exist, or in any other case at the first meeting of the Directors after the acquisition of his interest. Provided nevertheless that no Director shall vote at any meeting of the Directors in respect of any contract or arrangement in which he is individually interested, and if he do so vote his vote shall not be counted; but this proviso shall not apply to the agreement referred to in Article 2 or any matter or question relating to or arising out of the same.

#### ROTATION OF DIRECTORS.

102.—At the Annual General Meeting in 1907, and at every succeeding Annual General Meeting, one of the Directors shall retire from office.

103.—The Director to retire at the Annual Meeting in 1907 shall, unless the Directors agree among themselves, be determined by lot, and in every subsequent year the Director to retire shall be the one who has been longest in office; as between two or more Directors who have been in office an equal length of time the Director to retire shall, in default of agreement among them, be



decided by lot; for the purpose of this Article the length of time a Director has been in office shall be computed from his last election or appointment. A retiring Director shall be eligible for re-election.

104.—The Company at any General Meeting at which any Director retires in manner aforesaid may fill up the vacated office by electing a new Director.

105.—If at any General Meeting at which an election of Directors might take place, the place of a retiring Director is not filled up, the retiring Director may continue in office until the Ordinary Meeting in the next year, and so on from year to year until his place is filled up, unless it shall be determined to reduce the number of Directors.

106.—The Company in General Meeting may from time to time increase or reduce the number of Directors and may determine in what rotation such increased or reduced number is to go out of office.

107.—The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may appoint another person in his stead, and the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

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

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

#### MANAGING DIRECTOR.

110.—The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors of the Company, either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and at

such remuneration as may be fixed by the Directors, and the Directors may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places.

111.—A Managing Director shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director from any cause, he shall, *ipso facto* and immediately, cease to be a Managing Director.

112.—Subject to the provisions of any contract between him and the Company, the remuneration of a Managing Director shall from time to time be fixed by the Directors, and may be by way of salary or commission, or participation in profits, or by any or all of those modes.

113.—The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may confer such powers, either collatorally with, or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### PROCEEDINGS OF DIRECTORS.

114.—The Directors may meet together for the dispatch of business, adjourn, or otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business, and until otherwise determined, two Directors shall be a quorum.

115.—A Director may, and the Secretary, at the request of any Director, shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of any such meeting to a Director who is not within the United Kingdom.

116.—Questions arising at any meeting of Directors shall be decided unanimously.

117.—A meeting of the Directors at which a quorum is present shall be competent to exercise and perform all or any of the authorities,

powers, duties and discretions by or under these presents vested in or exercisable by the Directors generally, except in cases (if any) in which the concurrence of all the Directors is hereby expressly required.

118.—The Directors may delegate any of their powers (except as aforesaid and except the powers to borrow money and make calls) to committees consisting of such member or members of their body as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

119.—The meetings and proceedings of any such Committee consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of Directors, so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under the last preceding Article.

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

121.—A resolution in writing signed by a majority of all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors.

122.—A Director may hold any other office or place under the Company (other than that of Auditor) in conjunction with his office of Director, and on such terms as to remuneration or otherwise as may be arranged between him and the other Directors.

#### POWER OF DIRECTORS.

123.—The management of the business and the control of the Company shall be vested in the Directors, who may exercise all such powers, and do all such acts and things as may be exercised or done by the Company, and are not hereby or by statute expressly directed or required to be exercised or done by the Company in General

Meeting, subject, nevertheless, to such regulations as may from time to time be prescribed by the Company in General Meeting. But no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

#### RESERVE FUND.

124.—Subject to the rights of the holders of shares issued on special conditions, the Directors may from time to time set aside out of the profits of the Company such sums as they think proper as one or more reserve funds to meet contingencies, or for equalising dividends, or for repairing, maintaining, improving or restoring any of the property of the Company, or for such other purposes as the Directors may think conducive to the interests of the Company.

125.—Any sums set aside as a reserve fund and any other moneys of the Company not immediately required for the purposes thereof may be invested or employed in such manner as the Directors shall from time to time think proper, and so that if any such moneys are employed in the business of the Company it shall not be necessary to keep the same separate from the other assets.

126.—Any profits carried to a reserve fund which it may subsequently be determined to divide among the members shall be deemed to be profits made in the year of division, and shall be dealt with accordingly.

#### DIVIDENDS.

127.—The profits of the Company applicable to the payment of dividends shall be distributable among the members in proportion to the amount paid up or credited as paid up on the shares held by them, but this provision shall be without prejudice to the rights of the holders of preference and other shares issued on special conditions, and where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right to participate in the profits.

128.—The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits, and may fix the time for payment.

129.—No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

130.—No dividend shall be payable except out of the profits arising from the business of the Company, and the declaration of the Auditors as to the amount of the profits of the Company shall be conclusive.

131.—The Directors may from time to time pay to the members or any class thereof, on account of the next forthcoming dividend, such interim dividends as in their judgment the position of the Company justifies.

132.—The Directors may deduct from the dividends payable to any member all such sums of money as may be due and payable by him to the Company on account of calls, instalments or otherwise.

133.—A transfer of shares shall not pass the right to any dividend or part of a dividend declared thereon before the date of the registration of the transfer.

134.—The Directors may retain the dividends payable upon shares in respect of which any person is under Article 47 entitled to become a member, or which any person under that article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

135. In case several persons are registered as the joint holders of any share any one of such persons may give effectual receipts for all dividends in respect of such share.

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

137.—Dividends may be paid by cheque, warrant or post office order sent by post to the registered address of the member entitled, or in case of joint holders, to the holder whose name stands first on the register in respect of the shares so held, and every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

138.—All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors

for the benefit of the Company until claimed, and all dividends unclaimed for five years after having been declared may be forfeited by the Directors for the benefit of the Company.

139.—No dividend shall bear interest as against the Company.

#### AUTHENTICATION OF DOCUMENTS.

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

141.—All bills of exchange, promissory notes, deposit receipts, and other negotiable instruments shall be accepted, made, drawn, signed or endorsed for and on behalf of the Company by two or more Directors and countersigned by the Secretary or some other person appointed by the Directors, and all cheques and orders for payment shall be signed by at least one Director and countersigned by the Secretary or some other person appointed by the Directors.

#### ACCOUNTS.

142.—The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and of all matters in respect of which such receipts and expenditure take place, and of the assets, credits, and liabilities of the Company.

143.—The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit.

144.—The Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations the accounts and books of the Company or

any of them shall be open to the inspection of the members; and no member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors.

145.—At the Ordinary General Meeting in every year, the Directors shall lay before the Company a profit and loss account, and a balance sheet containing a summary of the property and liabilities of the Company made up to a date not more than six months before the meeting, from the time when the last preceding account and balance sheet were made, or in the case of the first account and balance sheet, from the incorporation of the Company.

146.—Every such balance sheet shall be accompanied by a report of the Directors as to the state and condition of the Company, and as to the amount (if any) which they recommend to be paid out of the profits by way of dividend to the members, and the amount (if any) which they propose to carry to the reserve fund, according to the provisions in that behalf hereinbefore contained, and the account, balance sheet and report shall be signed by two Directors, and countersigned by the Secretary. The Directors may, if they think it desirable, send copies of any account, balance sheet or report to the members, but shall not be bound to do so.

#### AUDIT.

147.—Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors.

148.—The Company at each Ordinary General Meeting shall appoint an Auditor or Auditors to hold office until the next Ordinary General Meeting.

149.—If an appointment of Auditors is not made at an Ordinary General Meeting the Board of Trade may on application of any member of the Company appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.

150.—A Director or officer of the Company shall not be capable of being appointed Auditor of the Company.

151.—The first Auditors of the Company may be appointed by the Directors before the Statutory Meeting, and if so appointed shall hold office until the first Ordinary General Meeting, unless previously removed by a resolution of the Shareholders in General Meeting, in which case the Shareholders at such Meeting may appoint Auditors.

152.—The Directors of the Company may fill any casual vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors (if any) may act.

153.—The remuneration of the Auditors of the Company shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed before the Statutory Meeting or to fill any vacancy may be fixed by the Directors.

154.—Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors, and the Auditors shall sign a certificate at the foot of the balance sheet, stating whether or not all their requirements as Auditors have been complied with, and shall make a report to the Shareholders on the accounts, examined by them, and on every balance sheet laid before the Company in General Meeting during their tenure of office, and in every such report shall state whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs as shown by the books of the Company, and such report shall be read before the Company in General Meeting.

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

#### NOTICES.

156.—A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered place of address.



157.—A member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company some place in England which shall be deemed to be his registered place of address within the meaning of the last preceding article. As regards any member who has no registered place of address within the United Kingdom, a notice posted up in the office shall be deemed to be duly served on him at the expiration of twenty-four hours after it is so posted up.

158.—All notices with respect to shares standing in the names of joint holders shall be given to whichever of such persons is named first in the register in respect thereof, and notice so given shall be sufficient notice to all the holders of such shares.

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

160.—Any person who by operation of law, transfer, or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name being entered in the register shall be duly given to the person from whom he derives title to such share.

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

162.—When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, but the day upon which such notice will expire shall not be included in such number of days or other period.

## WINDING UP.

163.—If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding-up on the shares held by them respectively. And if in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up, paid up, or which ought to have been paid up, on the shares held by them respectively. But the provisions of this clause are without prejudice to the rights of the holders of shares issued upon special conditions.

164.—If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may with the sanction of an extraordinary resolution divide among the contributories 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 think fit, and if thought expedient any such division may be otherwise than in accordance with the legal rights of the members of the Company, and in particular any class may be given preferential or special rights, or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such resolution were a special resolution passed pursuant to Section 161 of the Companies Act, 1862.

## INDEMNITY.

165.—Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay, all costs, losses and expenses which any such

Director, officer or servant may incur or be liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

166.—No Director, Manager, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director, Manager or officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the sufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

J. Sineous 19 Avenue Rd Highgate N.  
Merchant.

W. Sineous Leicester House  
Bealeys. Fleet Street  
Merchant.

W. B. Bee 78 Broadwater Road  
London N.W.  
Manufacturer

L. J. Henry, 34 Houghton Road, Kilburn N.W.  
Clerk.

W. C. Armitage, Monument Station Buildings  
London E.C. 4.  
Solicitor

W. C. Armitage, 48 Endymion Road  
Finsbury Park. N. Solicitor

Henry Cates 17. The Exchange N.  
Chichester  
Manufactures

---

Dated the 29 day of December, 1905.

Witness to the above signatures

W. C. Armitage  
Clerk  
W. C. Armitage & Armitage  
Monument Station Buildings  
Solicitors  
E.C. 4.



# Certificate of Incorporation

I Hereby Certify, That the  
*6 Simeons & Company Limited*

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is  
Limited.

Given under my hand at London this

*Second* day of *January*

One Thousand Nine Hundred and *nine*.

Fees and Deed Stamps £

*90 7 6*

Stamp Duty on Capital £

*37 10 0*

*H. F. Barclay*

Registrar of Joint Stock Companies.

Certificate received by

*L. J. Armitage*

*Mount Station Building, etc.*

Date

*5 Jan 1901*



## C. SIMEONS & CO., LIMITED.

### Copy of Special Resolution

Passed 2nd May, 1908.

Confirmed 20th May, 1908.



At an EXTRAORDINARY GENERAL MEETING of C. SIMEONS & CO. LIMITED duly convened and held at Number 70 Finsbury Pavement E.C. on the 2nd day of May, 1908, the following RESOLUTION was passed and at a subsequent EXTRAORDINARY GENERAL MEETING also duly convened and held at the same place on the 20th day of May, 1908, the following SPECIAL RESOLUTION was duly confirmed:—

### RESOLUTION.

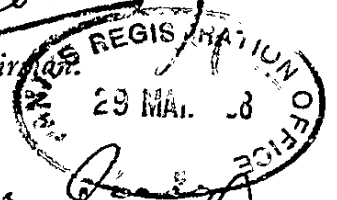
1. That the following Articles be added to the Company's existing Articles of Association and be numbered respectively 10a, 10b, and 10c.

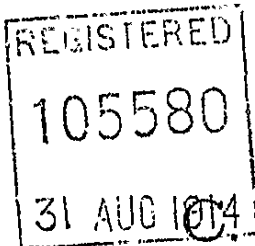
- 10a. No invitation shall be issued or made to the public to subscribe for any shares or debenture of the Company.
- 10b. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares or procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the Company provided that the commission does not exceed 10% on the nominal value of the shares so offered and such commission may be paid in whole or in part in cash or fully or partly paid shares of the Company as may be arranged.
- 10c. The number of Members of the Company (exclusive of persons who are in the employment of the Company) shall not exceed 50. Where two or more persons hold one or more shares jointly they shall for the purposes of this Article be treated as a single Member.

70, Finsbury Pavement, E.C.

20th May, 1908.

*J. Simeons*  
Chairman  
Presented for filing by *J. Henry Jones*  
70 Finsbury Pavement E.C.  
E.C.





1908 16913  
THE COMPANIES ACTS 1908-1908.

# SIMEONS & Co., Limited



Copy of Special Resolution.

Passed 13th August, 1914.

Confirmed 28th August, 1914.

At an EXTRAORDINARY GENERAL MEETING of C. SIMEONS & Co., LIMITED, duly convened and held at No. 17, Wilson Street, Finsbury, London, E.C., on the 13th day of August, 1914, the following RESOLUTION was passed, and at a subsequent EXTRAORDINARY GENERAL MEETING, also duly convened and held at the same place, on the 28th day of August, 1914, the following SPECIAL RESOLUTION was duly confirmed:—

## RESOLUTION.

*That the Articles of Association be altered in manner following:*

- (1). The following Article shall be substituted for Article 83, namely:—  
"83a. The fair value of every share shall be such sum not exceeding [the par value of such share] as shall be equal to 10 times the average dividend paid in respect of such share during the three business years immediately preceding the Transfer thereof."
- (2). After the words "deceased member" in Article 86 insert the following words, in substitution for the remainder of such Article, namely:—  
"or may be transferred to and held by any Trustee or Trustees nominated by the Will of a deceased member. And any shares standing in the name or names of any such Trustee or Trustees may on any change of Trustees be transferred to the Trustee or Trustees for the time being."
- (3). In Article 94 the word "five" shall be substituted for the word "three."
- (4). At the end of Article 100 add the following words, namely:—  
"(f) If he is dismissed by Frederick Simeons and Carl Maria Simeons while they both continue Managing Directors of the Company or by Resolution of the Company in General Meeting after either of them shall have ceased to be a Managing Director for any of the following reasons, namely:—if such Director is guilty of misconduct disentailing him to associate with his fellow Directors or if he neglects his duties or declines to recognise the authority of the Managing Directors or either of them or if he ceases by reason of dismissal or otherwise to be in the employ of the Company. And such powers of dismissal shall be in the absolute and uncontrolled discretion of the said Frederick Simeons and Carl Maria Simeons or of the Company as the case may be. And it shall not be necessary in giving notice of such dismissal to specify the reason for which it was given."
- (5). The following Article shall be added immediately before Article 110 and the Articles relating to "Managing Director" shall be modified accordingly:—  
"109a. Frederick Simeons and Carl Maria Simeons shall be Managing Directors during their joint lives and the survivor of them shall be Managing Director during the remainder of his life."
- (6). The words "and at such remuneration as may be fixed by the Directors" in Article 110 shall be cancelled and the following Article shall be added immediately after Article 110, namely:—  
"110a. The remuneration of each of them the said Frederick Simeons and Carl Maria Simeons while they both continue Managing Directors shall be £500 per annum and the remuneration of the survivor of them or of such one of them as shall continue to be sole Managing Director shall be £750 per annum. The remuneration of any other Managing Director shall be fixed by the Company in General Meeting. And the provisions of Article 112 shall be modified accordingly."
- (7). The following Article shall be added immediately after Article 112, namely:—  
"112a. The qualification of a Managing Director other than the said Frederick Simeons and Carl Maria Simeons shall be the holding of shares of the Company to the nominal amount of £4,000 either in his own name alone or jointly with any other person and either in his own right or as Trustee for or representative of any other person or Corporation and he must possess or acquire his qualification before acting as such Managing Director."
- (8). In Article 6 the words "No further shares shall be issued without the authority of the Company in General Meeting" be deleted.

Chairman.

17, WILSON STREET,  
FINSBURY, LONDON. E.C.

28th August, 1914.

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THE COMPANIES' ACTS 1908 TO 1917.

COMPANY LIMITED BY SHARES.



## SPECIAL RESOLUTION

— OF —

### C. SIMEONS & COMPANY LIMITED.

Passed 8th March, 1922.

Confirmed 23rd March, 1922.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Number 17, WILSON STREET, FINSBURY, in the CITY of LONDON, on the 8TH day of MARCH, 1922, 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 23RD day of MARCH, 1922, such RESOLUTION was duly confirmed as a SPECIAL RESOLUTION.

#### RESOLUTION :

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

1. In Article 10a the words "or debenture stock" shall be inserted immediately after the word "debentures".

2. In Article 10c the words "and of persons who having been formerly in the "employment of the Company were while in such employment and have continued "after the determination of such employment to be Members of the Company" shall be inserted immediately after the words "employment of the Company."

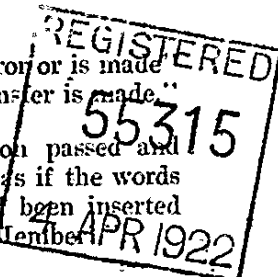
3. In Article 31 the words "to any Member selected by the transferor or is made" shall be inserted immediately after the words "except where the the transfer is made."

4. The alteration made in Article 36 by the Special Resolution passed and confirmed on the 13th and 28th days of August, 1914, shall have effect as if the words "After the words 'widow or widower of such deceased Member' " had been inserted in such Resolution in lieu of the words "After the words 'deceased Member

5. The following Article shall be inserted after Article 48 namely :—

#### "EMPLOYED MEMBERS.

"48a. (1) In this Article the expression 'employed Member' shall mean "any Member (other than Frederick Simeons or Carl Maria Simeons or any son "or sons of either of them) who is an employee of the Company and the expression " 'employee' shall mean a person who is a Director of the Company or who is "engaged either wholly or partially in the service of the Company in any capacity "whatsoever and the expression 'employment' shall have a meaning corresponding "with that of 'employee'.





"(2) The provision contained in Article 30 enabling a share to be transferred to any Member selected by the transferor and the provisions of Article 36 shall not apply in the case of an employed Member proposing to transfer any shares and an employed Member who proposes to transfer any shares shall give a transfer notice pursuant to Article 31 and subsequent proceedings shall (subject to the modifications hereinafter contained) be taken on that footing.

"(3) If an employed Member—

"(a) Dies; or

"(b) Becomes bankrupt; or

"(c) Ceases to be in the employment of the Company; or

"(d) Is in the opinion of the Directors interested as a shareholder, partner, director, manager, lender or otherwise in or otherwise directly or indirectly concerned in carrying on or assisting to carry on any concern carrying on business in competition with the Company or having interest opposed to those of the Company the Directors may resolve that he or the person becoming entitled to his shares in consequence of his death or bankruptcy shall forthwith serve a transfer notice in respect of all the shares of the employed Member and thereupon he or such person as aforesaid shall be deemed to have served the Company with a transfer notice pursuant to Article 31 in respect of all the shares of the employed Member and subsequent proceedings shall (subject to the modifications hereinafter contained) be taken on that footing provided that in the case of an employed Member dying or becoming bankrupt or ceasing to be in the employment of the Company any such Resolution shall be passed in case of his death or bankruptcy within ten years after the Company has notice thereof and in case of his ceasing to be in the employment of the Company within one calendar month after his ceasing to be in such employment. Notice of any Resolution passed under this clause shall when possible be given to the employed Member or person aforesaid.

"(4) The fair value of any share comprised in a transfer notice given or deemed to be given under Clauses (2) or (3) of this Article shall be ascertained in manner provided by Article 33a.

"(5) Notwithstanding the provisions of Article 35 the shares comprised in a transfer notice given or deemed to be given under Clauses (2) or (3) of this Article shall be offered in the first instance to the said Frederick Simeons and Carl Maria Simeons or their respective executors or administrators and as between the said Frederick Simeons or his executors or administrators on the one hand and the said Carl Maria Simeons or his executors or administrators on the other hand they shall be entitled to acquire such shares in such proportions as they may agree or in default of agreement in proportion to the number of shares then held by them respectively in the capital of the Company and notwithstanding any restrictions on transfer contained in the Articles they respectively may require any such shares purchased by them respectively to be transferred to any nominee or nominees whether such nominee or nominees be already Members of the Company or not."

6. The following Clause shall be added at the end of Article 109a, namely:—

"And whilst holding office as Managing Director neither of them shall be subject to removal under Article 107 or to retirement by rotation no. shall he be taken into account in determining the rotation of retirement of Directors. So long as both the said Frederick Simeons and the said Carl Maria Simeons are Managing Directors their remuneration as such shall be at the rate of £1,200 per annum each and if either of them ceases by death or otherwise to be a Managing Director the remuneration of the other of them as Managing Director shall thenceforth be at the rate of £1,500 per annum and in addition to the aforesaid remuneration there shall be paid to them or him by way of additional remuneration for their or his services as Managing Directors or Director such further sums as the Company in General Meeting may from time to time determine. Articles 110, 111 and 112 shall have effect subject to the provisions of this Article."

And Article 110a shall be cancelled.

7. In Article 112 the words "Subject to the provisions of any contract between him and the Company" shall be cancelled and the words "by the Company in General Meeting" shall be substituted for the words "by the Directors."

8. In Article 112a "£3,000" shall be substituted for "£4,000" and at the end of the Article there shall be added the following words "and if he cease to hold it or do not acquire it within two months after his appointment he shall thereupon *ipso facto* vacate office as such Managing Director."

9. The following Article shall be inserted after Article 127 namely:—

"127a. Notwithstanding anything contained in Article 127 the following provisions shall have effect:—

"(1) In this Article the term 'surplus profits' means the profits of the Company for any year or other financial period remaining after setting aside such sums as the Directors think proper for reserve and paying or providing for dividends on preference or other shares issued on special conditions and paying or providing for a dividend for such year or other period at the rate of 12½% per annum on the amount paid up or credited as paid up on the Ordinary Shares.

"(2) So long as the said Frederick Simeons and Carl Maria Simeons are both living and each of them holds at least 1,000 shares in the capital of the Company the surplus profits shall belong to and be divided between the said Frederick Simeons and Carl Maria Simeons in equal shares by way of further dividend on the shares for the time being held by them respectively.

"(3) If either of them the said Frederick Simeons or Carl Maria Simeons dies or ceases to hold at least 1,000 shares in the capital of the Company one half of the surplus profits shall belong and be paid to the other of them so long as he is living and holds at least 1,000 shares in the capital of the Company by way of further dividend on the shares for the time being held by him and the other half shall be carried to the credit of the reserve fund of the Company.

"(4) After both of them the said Frederick Simeons and Carl Maria Simeons have died or ceased to hold at least 1,000 shares each in the capital of the Company the surplus profits shall be carried to the credit of the reserve fund of the Company. Provided always that the provisions of this Clause shall cease to operate as soon as the sums carried to the credit of the reserve fund under the provisions of this Clause and Clause (3) of this Article amount in the aggregate to a sum equal to 50% of the paid up capital for the time being of the Company and the certificate of the Auditors for the time being of the Company as to whether or not this provision had been complied with shall be conclusive.

"(5) No sum carried to the reserve fund under the provisions of Clauses (3) or (4) of this Article shall be distributed by way of dividend or bonus among the Members.

"(6) Articles 128 and 129 shall not apply as regards any dividend payable under this Article to the said Frederick Simeons and Carl Maria Simeons or either of them out of the surplus profits to the intent that they or he shall be absolutely entitled to have the surplus profit distributed in manner aforesaid without the necessity of any declaration of dividend by the Company in General Meeting or any recommendation of dividend by the Directors of the Company."

  
Chairman

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

(COPY)

# Special Resolutions

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

01

## C. SIMEONS & COMPANY, LIMITED.

Passed 16th October, 1929.

Confirmed <sup>31/10</sup> ~~16th~~ October, 1929.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held at the Registered Office, Number 17 Wilson Street, Finsbury, London, E.C.2, on the 16th day of October, 1929, 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 <sup>31/10</sup> ~~16th~~ day of October, 1929, the following SPECIAL RESOLUTIONS were duly confirmed:

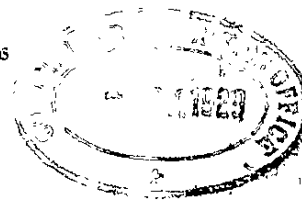
1. "At the end of Clause (3) of Article 127A shall be added the words 'until the Reserve Fund shall have exceeded Fifty per Cent. of the paid up Capital for the time being of the Company, and thereafter such other half shall be applicable to the payment of Dividends or any other purposes as may be agreed upon by the Company in General Meeting, and such Dividends shall be distributed amongst the Members in accordance with Article 127.'"
2. "Clause (4) of Article 127A shall be cancelled and deleted."

Filed with the Registrar of Companies  
on the 7th day of November, 1929.

JORDAN & SONS, LIMITED.

COMPANY REGISTRATION AGENTS, PRINTERS AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2. E1205

*C. Simeons*  
(Chairman.)



No. OF COMPANY 87,089

"The Companies Act, 1929"

COMPANY LIMITED BY SHARES

(COPY)

## Special Resolution

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

OF

# C. SIMEONS & CO. LIMITED

Passed the 18th day of October, 1944

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office of the Company, No. 17 Wilson Street, Finsbury, London, E.C.2, on the 18th day of October, 1944, the following SPECIAL RESOLUTION was duly passed:—

"That Clause 146 of the Company's Articles of Association be amended by deleting the words 'and countersigned by the Secretary'

Presented to the Registrar of Companies  
on the      day of November, 1944

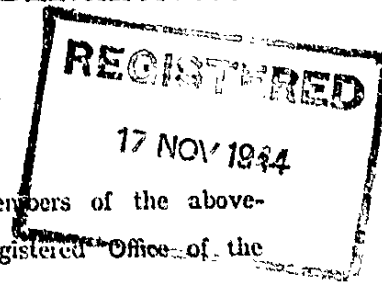
*J. R. Simeons*

*Chairman 1944*

*Lizburgh, Lillett*  
*Abbey House Baker St*  
*London W.C.2*  
*11/11*

JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 23 BRAD STREET PLACE, E.C.2.—116-73381

4585



Number of Company, 87089

66



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

OF

C. SIMEONS & COMPANY LIMITED.

Passed 6th December, 1946.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 36 Wilton Place, Knightsbridge, London, S.W.1, on the 6th day of December, 1946, the subjoined SPECIAL RESOLUTION was duly passed, viz.:

RESOLUTION.

That the Regulations 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.

*H. A. Simeons*

Chairman.

M112

Filed by  
Collyer Bristow & Co. L<sup>rs</sup> Bedford Row L<sup>rs</sup> B<sup>y</sup>.

THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY SHARES.

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NEW  
**Articles of Association**  
— OF —

**C. SIMEONS & COMPANY, LIMITED.**

*(Adopted by Special Resolution passed on the 1<sup>st</sup> day of January, 1946).*

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PRELIMINARY.

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

“The Statutes” means the Companies Act, 1929, and every other Act for the time being in force concerning joint stock companies and affecting the Company.

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies Act, 1929.

“The office” means the registered office for the time being of the Company.

“The Register” means the Register of the Members to be kept pursuant to the Companies Act, 1929.

“Month” means calendar month.

“In writing” and “written” include printing, lithography, and other mechanical modes of reproducing letters and figures.

(u) ~~To do all such other things as may be incidental or conducive to the attainment of the above objects.~~

And it is hereby declared that the objects specified in each paragraph of this clause shall not be restricted by reference to or inference from the terms of any other paragraph thereof.

4. ~~The liability of the Members is limited.~~

5. ~~The capital of the Company is £15,000, divided into 15,000 shares of £1 each.~~

WE, the several persons whose names and addresses are subscribed, do desire 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.
F. SIMMONS, 19, Avenue Road, Highgate, N., Merchant.	One.
C. M. SIMEONS, Leinster House, Bexley Heath, Kent, Merchant.	One.
G. M. BEER, 98, Brondesbury Road, London, N.W., Manufacturer.	One.
L. J. HENRY, 34, Honiton Road, Kilburn, N.W., Clerk.	One.
FRED. ARMITAGE, Monument Station Buildings, London, E.C., Solicitor.	One.
CLARENDON J. ARMITAGE, 48, Endymion Road, Finsbury Park, N., Solicitor.	One.
HENRY F. GATES, 17, Northanger Road, Streatham Common, Manufacturer.	One.

DATED the 29th day of December, 1905.

WITNESS to the above signatures:—

W. H. PERRY,

Clerk to Messrs. Armitage & Armitage,  
Monument Station Buildings, E.C.,  
Solicitors.

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

"Share" shall include stock.

Words importing the masculine gender include the feminine gender.

Words importing persons include corporations.

2. The regulations contained in Table "A" in the First Schedule to the Companies Act, 1929, shall not apply to this Company.

3. The funds of the Company shall not be expended in the purchase of, or lent upon the security of, shares in the capital of the Company.

#### SHARES.

4. The Company may make arrangements upon the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

5. If by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the holder of the share, and shall be deemed to be a call duly made and payable on the date fixed for payment.

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

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

8. No invitation shall be issued or made to the public to subscribe for any shares or debentures or debenture stock of the Company.

9. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares or procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the Company provided that the commission does not exceed ten per cent. on the nominal value of the shares so offered and



such commission may be paid in whole or in part in cash or fully or partly paid shares of the Company as may be arranged.

10. The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not exceed fifty. Where two or more persons hold one or more shares jointly they shall for the purposes of this Article be treated as a single Member.

#### CERTIFICATES.

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

12. Every Member shall be entitled without payment to one or more certificates for the shares registered in his name, so that not more than one certificate shall be issued in respect of any one share. Every certificate shall specify the numbers of the shares in respect of which it is issued and the amount paid up thereon.

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

14. A fee not exceeding Two Shillings and Six Pence shall be paid to the Company for every certificate issued under the last preceding Article.

15. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the Register.

#### CALLS.

16. The Directors may from time to time make such calls as they think fit upon the Members in respect of any moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each Member

shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Directors. A call may be made payable either in one sum or by two or more instalments.

17. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Directors may postpone the time for payment of a call and may before payment annul a call.

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

19. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being of the share in respect of which the call has been made or the instalment is due shall pay interest for the same at the rate of five per cent. per annum from the day appointed for payment thereof to the time of actual payment, but the Directors may, where they think fit, remit altogether or in part any sum becoming payable for interest under this clause.

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

#### FORFEITURE AND LIEN.

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

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

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

24. Notice of the resolution shall be given to the Member as directed by Article 156.

25. Any shares so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot, or otherwise dispose of the same in such manner as they think fit; but the Directors may at any time before any share so forfeited has been sold, re-allotted, or otherwise disposed of, annul the forfeiture thereof upon such terms and conditions as they think fit.

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

27. The Company shall have a first and paramount lien upon all the shares registered in the name of each Member (whether solely or jointly with others), and upon the interest or dividends payable in respect thereof, for his debts, liabilities, and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment, or discharge thereof has actually arrived or not.

28. For the purpose of enforcing such lien the Directors may sell the shares subject thereto, but no sale shall be made until default has been made in the payment, fulfilment, or discharge of such debts, liabilities, or engagements as aforesaid, and until notice in writing of the intention to sell has been served on the Member or his executors or administrators, and until default has been made by him or them in the payment, fulfilment or discharge of such debts, liabilities or engagements for seven days after the notice. The net proceeds of any such sale shall be applied in or towards satisfaction of the debts, liabilities or engagements, and the residue (if any) shall be paid to such Member, his executors, administrators, or assigns.

29. Where any shares have been sold or disposed of in purported exercise of the powers given by Articles 25 and 28 respectively the Directors may cause the name of the purchaser or allottee to be entered in the Register in respect of the shares, and the purchaser or allottee shall not be bound to see to the regularity of the proceedings or the application of the purchase money, and after his name has been entered in the Register in respect of such shares, the sale or disposition shall not be impeached by any person, and the remedy of any Member or person aggrieved by such sale or disposition shall be in damages only and against the Company exclusively.

#### TRANSFER AND TRANSMISSION OF SHARES.

30. Any share may at any time be transferred to any Member selected by the transferor, but save as provided by Article 36, no share shall be transferred to a person who is not a Member, so long as any Member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value.

31. Except where the transfer is made to any Member selected by the transferor or is made pursuant to Article 36, the person proposing to transfer any shares shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to any Member of the Company or person selected as aforesaid, at a price to be agreed on between the parties, or failing agreement, at the fair value which shall be ascertained in manner provided by Article 33. The transfer notice may include several shares, and in that case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the consent of the Directors.

32. If the Company shall within the space of twenty-eight days after being served with such notice find a Member or person selected as aforesaid willing to purchase the share, and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the share to such purchaser.

33. The Auditors of the Company shall on the application of the Directors certify in writing the sum which in their opinion is the fair value of every share and such sum shall be deemed to be the fair value, and in so certifying the Auditors shall be considered to be acting as experts and accordingly the Arbitration Act, 1889, shall not apply.

34. If in any case the proposing transferor after becoming bound as aforesaid, makes default in transferring any share, the Company may receive the purchase money, and shall thereupon cause the name of the purchaser to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register in purported exercise of the foregoing power, the validity of the proceedings shall not be questioned by any person.

35. The Company in General Meeting may make and from time to time vary rules as to the mode in which the shares specified in any transfer notice shall be offered to the Members and as to their rights in regard to the purchase thereof, and may give any Member or class of Members a preferential right to purchase the same. Until otherwise determined the shares specified in any transfer notice shall be offered to the Members in proportion to their then existing holdings in the Company.

36. Subject to Article 10 any share may be transferred to the child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife, or husband of a Member, and any share of a deceased Member may be transferred by his executors or administrators to the child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased Member, or may be transferred to and held by any trustee or trustees nominated by the Will of a deceased Member. And any shares standing in the name or names of any such trustee or trustees may on any change of trustees be transferred to the trustee or trustees for the time being.

37. No transfer shall be made to an infant or person of unsound mind.

38. The Directors may, in their discretion, and without assigning any reason, refuse to register a transfer of any share to any person not already a Member of the Company or whom it shall in their opinion be undesirable in the interests of the Company to admit to membership. The Directors may however refuse to register any transfer for the purpose of ensuring that the number of Members does not exceed the limit prescribed by Article 10, or any transfer of shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act, 1929.



recognised by the Company as having any title to or interest in such share.

46. The executors or administrators of a deceased Member (not being one of several joint registered holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such Member.

47. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member, or otherwise than by transfer, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors think sufficient, may with the consent of the Directors (which they shall not be under any obligation to give), be registered as a Member in respect of such shares, or, subject to the regulations as to transfer hereinbefore contained, may transfer the same to some other person.

48. There shall be paid to the Company in respect of any such registration on transmission a fee not exceeding 2s. 6d.

#### CONVERSION OF SHARES INTO STOCK.

49. The Directors may, with the sanction of the Company previously given in General Meeting, convert any paid-up shares into stock. When any shares have been converted into stock the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in the manner and subject to the regulations hereinbefore provided for the transfer of shares, or as near thereto as circumstances will permit. Provided always that the Directors may from time to time if they think fit fix the minimum amount of stock transferable and direct that fractions of a pound shall not be dealt with, but with power at their discretion to waive such rules in any particular case.

50. The stock shall confer on the several holders thereof in proportion to the amounts held by them respectively the same privileges and advantages as regards voting at meetings of the Company and as regards participation in profits and for other purposes as would have been conferred by shares of equal amount of the class converted 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. No conversion shall affect any preferential or special rights.

51. All such provisions of these presents relating to shares as are applicable to paid-up shares shall apply to stock.

52. The Company in General Meeting may re-convert stock into paid-up shares of any denomination.

#### INCREASE AND REDUCTION IN CAPITAL.

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

54. Any new shares may be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the Company in General Meeting may direct, and, if no direction be given, as the Directors shall determine; and in particular such shares may be issued with a preferential or deferred or qualified right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting. Provided that no shares shall be issued with any preference or priority over, or so as to rank equally with, any Preference Shares then issued, unless with the consent of the holders thereof given under Article 57.

55. The Company in General Meeting may before the issue of any new shares determine that the same shall be offered, in the first instance, to all the existing Members in proportion to the amount of shares then held by them, or make any other provision as to the issue of the new shares, but in default of and subject to any such provision the new shares shall be dealt with as if they formed part of the original capital.

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

57. When the capital is divided into different classes of shares all or any of the rights and privileges attached to any class may be modified, commuted or abrogated (either before or after an order has been made, or an effective resolution passed, for winding up the Company) by agreement between the Company and any Member purporting to contract on behalf of that class, provided such agreement is ratified in writing by the holders of at least two-thirds of the issued shares of the class, or is confirmed by an Extraordinary



Resolution passed at a separate General Meeting of the holders of shares of the class. And all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such separate General Meeting, but so that the quorum thereat shall be Members holding or representing by proxy two-thirds of the nominal amount of the issued shares of the class.

58. The Company in General Meeting may from time to time reduce the capital in any manner permitted by law, and may consolidate or sub-divide any of the shares, and may cancel any shares which have not been taken or agreed to be taken by any person. Capital may be paid off upon the footing that it may be called up again or otherwise.

#### BORROWING POWERS.

59. The Directors may from time to time, at their discretion, borrow from any person (including a member of their own body) any sum of money for the purposes of the Company, and may secure the repayment thereof in such manner as they may think fit, but so that no debentures or debenture stock charged upon all or any part of the property of the Company shall be issued without the sanction of the Company in General Meeting.

60. Any debenture or other instrument issued by the Company for securing the payment of money may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same is issued. Any debentures, bonds, or other instruments or securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

61. The Directors shall cause a proper register to be kept in accordance with the Statutes of all mortgages and charges affecting the property of the Company, and shall comply with the requirements of the Companies Act, 1929.

#### GENERAL MEETINGS.

62. A General Meeting shall be held in every calendar year at such time and at such place as the Directors may determine, but so that not more than fifteen months shall be allowed to elapse between any two such General Meetings.

63. The General Meetings mentioned in the last preceding Article shall be called Ordinary General Meetings. All other meetings of the Company shall be called Extraordinary General Meetings.

64. The Directors may, whenever they think fit, and shall upon the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting of the Company.

65. The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the office. It may consist of several documents in like form, each signed by one or more requisitionists.

66. If the Directors do not proceed to cause a meeting to be held within 21 days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

67. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution, and if thought fit of confirming it as a Special Resolution, and if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution the requisitionists, or a majority of them in value, may themselves convene the meeting.

68. Any meeting convened under the foregoing Articles by the requisitionists shall be convened as nearly as possible in the same manner as that in which meetings are to be convened by the Directors.

69. In the case of every General Meeting, seven days' notice at the least, specifying the place, day and hour of meeting, and the general nature of the business, shall be given by notice sent by post, or otherwise served as hereinafter provided. Whenever any such meeting is adjourned for twenty-one days or more, at least five days' notice of the place and hour of meeting of such adjourned meeting shall be given in like manner.

70. The non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at such meeting.

71. With the consent in writing of all the Members, a meeting may be convened by a shorter notice, and in any manner they think fit.

### PROCEEDINGS AT GENERAL MEETINGS.

72. The business of an Ordinary General Meeting shall be to receive and consider the profit and loss account, the balance-sheet, and the reports of the Directors and Auditors, to elect Directors and other officers in the place of those retiring by rotation, to declare dividends, and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting, and all business transacted at an Extraordinary Meeting, shall be deemed special.

73. For all purposes the quorum for a General Meeting shall be two Members personally present. No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

74. At every General Meeting the shareholders present shall choose a Director to be Chairman, or if no Director be present or willing to act, then the Members present shall choose one of their number to be Chairman of the meeting.

75. If within half-an-hour from the time appointed for the meeting a quorum for the transaction of business is not present, the meeting, if convened upon a requisition in manner aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned meeting a quorum is not present, those Members who are present shall be a quorum, and may transact the business for which the meeting was called.

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

77. At any General Meeting, unless a poll is demanded by the Chairman, or by at least three Members, or by a Member or Members holding or representing by proxy or entitled to vote in respect of at least one-tenth part of the nominal capital represented at the meeting, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the

book of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

78. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time (either at once or after an interval or adjournment not exceeding fourteen days), and at such place as the Chairman shall before the close of the meeting direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

79. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting without adjournment.

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

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

#### VOTE OF MEMBERS.

82. Subject to any special terms upon which shares may have been issued, every Member, present in person, shall, upon a show of hands, have one vote only. Upon a poll every Member shall have one vote for every share held by him.

83. Any person entitled under Article 47 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 or adjourned meeting, as the case may be, 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.

84. Where there are joint registered holders of any share, any one of the holders shall be entitled to vote either personally or by proxy in respect of such share, but the other holder or holders shall be entitled to be present at any General Meeting, and may act as a proxy or proxies. If more than two of such joint holders be present at any meeting, personally or by proxy, that one of them whose

name stands first on the Register in respect of the share shall alone be entitled to vote in respect thereof.

85. Votes may be given personally or by proxy.

86. The instrument appointing a proxy shall be in writing, under the hand of the appointor, or if the appointor is a corporation under its common seal, and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote.

87. The instrument appointing a proxy shall be deposited at the office not less than 24 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in <sup>sach</sup> the instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

88. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the appointment, or transfer of the share in respect of which the vote is given, unless notice in writing of the death, revocation or transfer shall have been received at the office before the commencement of the meeting.

89. The instrument of proxy, whether for a specified meeting or for all meetings to be held within a specified period not exceeding twelve months, shall, as far as the circumstances will admit, be in the form or to the effect following:--

"I of  
in the County of  
 "being a Member of 'C. SIMEONS & COMPANY, LIMITED,'  
 "hereby appoint of  
 " (or failing him  
 "of or failing him  
 "of ) as my proxy  
 "to vote for me and on my behalf at the (Ordinary or  
 "Extraordinary as the case may be) General Meeting of  
 "the Company to be held on the day of  
 "and at any adjournment thereof [or at any General  
 "Meeting of the Company that may be held within  
 " from the date hereof].

"As witness my hand this day of

"Signed by the said in the  
 "presence of "

name stands first on the Register in respect of the share shall alone be entitled to vote in respect thereof.

85. Votes may be given personally or by proxy.

86. The instrument appointing a proxy shall be in writing, under the hand of the appointor, or if the appointor is a corporation under its common seal, and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote.

87. The instrument appointing a proxy shall be deposited at the office not less than 24 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in the <sup>said</sup> instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

88. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the appointment, or transfer of the share in respect of which the vote is given, unless notice in writing of the death, revocation or transfer shall have been received at the office before the commencement of the meeting.

89. The instrument of proxy, whether for a specified meeting or for all meetings to be held within a specified period not exceeding twelve months, shall, as far as the circumstances will admit, be in the form or to the effect following: —

"I \_\_\_\_\_ of  
 " \_\_\_\_\_ in the County of  
 "being a Member of 'C. SIMONS & COMPANY, LIMITED,'  
 "hereby appoint \_\_\_\_\_ of  
 " \_\_\_\_\_ (or failing him  
 "of \_\_\_\_\_ or failing him  
 "of \_\_\_\_\_ ) as my proxy  
 "to vote for me and on my behalf at the (Ordinary or  
 "Extraordinary *as the case may be*) General Meeting of  
 "the Company to be held on the \_\_\_\_\_ day of  
 "and at any adjournment thereof [or at any General  
 "Meeting of the Company that may be held within  
 " \_\_\_\_\_ from the date hereof].

"As witness my hand this \_\_\_\_\_ day of

"Signed by the said \_\_\_\_\_ in the  
 "presence of \_\_\_\_\_."

90. No Member shall be entitled to vote at any General Meeting in respect of any share that he has acquired by instrument of transfer unless the transfer of the share in respect of which he claims to vote shall have been left with the Company for registration before the meeting and shall have been duly registered.

91. A Member shall not be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another Member, at any General Meeting, or upon a poll or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such Member.

92. Any resolution passed by the Directors, notice whereof shall be given to the Members in the manner in which notices are hereinafter directed to be given, and which shall within one month after it shall have been so passed be ratified and confirmed in writing by Members holding in the aggregate three-fifths of the issued capital of the Company, shall be as valid and effectual as a resolution of a General Meeting; but this clause shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Statutes or these presents ought to be dealt with by Special or Extraordinary Resolution.

#### DIRECTORS.

93. The number of Directors shall be not less than two and not more than five.

94. The present Directors are Charles Albert Simeons and William Raymond Simeons. The said Charles Albert Simeons and William Raymond Simeons shall be entitled to hold office as Directors so long as they respectively live and accordingly Article 101 shall not apply to any one of them.

95. The Directors shall have power from time to time and at any time to appoint any persons to be Directors. Provided that the number of Directors shall not at any time exceed the prescribed maximum. A Director so appointed shall retire from office at the next Ordinary General Meeting but shall be eligible for re-election.

96. It shall not be necessary for a Director to hold any qualification share.

97. There shall be paid to the Directors as remuneration for their services out of the funds of the Company such sum as the Shareholders in General Meeting shall determine.

98. The continuing Directors may act notwithstanding any vacancy in their body.

99. The office of a Director shall be vacated:—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If he absents himself from the meetings of the Directors during a period of six consecutive months without special leave of absence from the Directors.
- (d) If by notice in writing to the Company he resigns his office.

100. No Director shall be disqualified by his office from contracting with the Company as vendor, purchaser, or otherwise, nor shall any contract or transaction entered into by or on behalf of the Company in which any Director is interested be avoided by reason only of such interest of his fiduciary relation to the Company, nor shall any Director be liable to account to the Company for any profit or advantage realised by him under or in respect of any such contract or transaction, if the fact of his being interested therein and the nature of his interest are fully and fairly disclosed by him at the meeting of the Directors at which the business is determined on, should his interest then exist, or in any other case at the first meeting of the Directors after the acquisition of his interest. Provided nevertheless that no Director shall vote at any meeting of the Directors in respect of any contract or arrangement in which he is individually interested, and if he do so vote his vote shall not be counted.

#### ROTATION OF DIRECTORS.

101. At every Annual General Meeting one of the Directors shall retire from office.

102. The Director to retire shall be the one who has been longest in office; as between two or more Directors who have been in office an equal length of time the Director to retire shall, in default of agreement among them, be decided by lot; for the purpose of this Article the length of time a Director has been in office shall be computed from his last election or appointment. A retiring Director shall be eligible for re-election.



103. The Company at any General Meeting at which any Director retires in manner aforesaid may fill up the vacated office by electing a new Director.

104. If at any General Meeting at which an election of Directors might take place, the place of a retiring Director is not filled up, the retiring Director may continue in office until the Ordinary Meeting in the next year, and so on from year to year until his place is filled up, unless it shall be determined to reduce the number of Directors.

105. The Company in General Meeting may from time to time increase or reduce the number of Directors and may determine in what rotation such increased or reduced number is to go out of office.

106. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may appoint another person in his stead, and the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

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

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

#### MANAGING DIRECTOR.

109. Charles Albert <sup>Simeons</sup> and William Raymond Simeons shall be Managing Directors during their joint lives and the survivor of them shall be Managing Director during the remainder of his life, and whilst holding office as Managing Director neither of them shall be subject to removal under Article 106 or to retirement by rotation, nor shall he be taken into account in determining the rotation of retirement of Directors. Articles 110 and 111 shall have effect subject to the provisions of this Article.

110. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors of the

✓ E. G. S.

Company, either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and at such remuneration as may be fixed by the Directors, and the Directors may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places.

111. A Managing Director shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director from any cause, he shall, *ipso facto* and immediately, cease to be a Managing Director.

112. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may confer such powers, either collaterally with, or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### PROCEEDINGS OF DIRECTORS.

113. The Directors may meet together for the dispatch of business, adjourn, or otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business, and until otherwise determined, two Directors shall be a quorum.

114. The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them or him to act as Directors or Director for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.

115. All moneys, bills and notes belonging to the Company shall be paid to or deposited with the Company's bankers to an account in the name of the Company. Cheques on the Company's bankers, until otherwise from time to time resolved upon by the Directors, shall be signed by at least one Director and countersigned

by the Secretary. The Company's banking account shall be kept with such banker or bankers as the Directors shall from time to time determine.

116. A Director may, and the Secretary, at the request of any Director, shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of any such meeting to a Director who is not within the United Kingdom.

117. Questions arising at any meeting of Directors shall be decided by a majority of the Directors then present.

118. A meeting of the Directors at which a quorum is present shall be competent to exercise and perform all or any of the authorities, powers, duties and discretions by or under these presents vested in or exercisable by the Directors generally, except in cases (if any) in which the concurrence of all the Directors is hereby expressly required.

119. The Directors may delegate any of their powers (except as aforesaid and except the powers to borrow money and make calls) to committees consisting of such Member or Members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

120. The meetings and proceedings of any such committee consisting of two or more Members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of Directors, so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under the last preceding Article.

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

122. A resolution in writing signed by a majority of all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors.

123. A Director may hold any other office or place under the company (other than that of Auditor) in conjunction with his office

of Director, and on such terms as to remuneration or otherwise as may be arranged between him and the other Directors.

### POWERS OF DIRECTORS.

124. The management of the business and the control of the Company shall be vested in the Directors, who may exercise all such powers, and do all such acts and things as may be exercised or done by the Company, and are not hereby or by Statute expressly directed or required to be exercised or done by the Company in General Meeting, subject, nevertheless, to such regulations as may from time to time be prescribed by the Company in General Meeting. But no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

### RESERVE FUND.

125. Subject to the rights of the holders of shares issued on special conditions, the Directors may from time to time set aside out of the profits of the Company such sums as they think proper as one or more reserve funds to meet contingencies, or for equalising dividends, or for repairing, maintaining, improving or restoring any of the property of the Company, or for such other purposes as the Directors may think conducive to the interests of the Company.

126. Any sums set aside as a reserve fund and any other moneys of the Company not immediately required for the purposes thereof may be invested or employed in such manner as the Directors shall from time to time think proper, and so that if any such moneys are employed in the business of the Company it shall not be necessary to keep the same separate from the other assets.

127. Any profits carried to a reserve fund which it may subsequently be determined to divide among the Members shall be deemed to be profits made in the year of division, and shall be dealt with accordingly.

### CAPITALISATION OF RESERVES, Etc.

128. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (a) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on

the issue of any shares or debentures of the Company, or (b) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the Ordinary Shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the Ordinary Shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares or debentures of the Company on behalf of the Ordinary Shareholders aforesaid and appropriate such shares or debentures and distribute the same credited as fully paid up to and amongst such shareholders or their nominees in the proportion aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalised sum or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued Ordinary Shares held by such shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with Section 42 of the Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

#### DIVIDENDS.

129. The profits of the Company applicable to the payment of dividends shall be distributable among the Members in proportion to the amount paid up or credited as paid up on the shares held by them, but this provision shall be without prejudice to the rights of the holders of Preference and other share issued on special conditions, and where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right to participate in the profits.

130. The Company in General Meeting may declare a dividend to be paid to the Members according to their rights and interest in the profits, and may fix the time for payment.

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

132. No dividend shall be payable except out of the profits arising from the business of the Company, and the declaration of the Auditors as to the amount of the profits of the Company shall be conclusive.

133. The Directors may from time to time pay to the Members or any class thereof, on account of the next forthcoming dividend, such interim dividends as in their judgment the position of the Company justifies.

134. The Directors may deduct from the dividends payable to any Member all such sums of money as may be due and payable by him to the Company on account of calls, instalments or otherwise.

135. A transfer of shares shall not pass the right to any dividend or part of a dividend declared thereon before the date of the registration of the transfer.

136. The Directors may retain the dividends payable upon shares in respect of which any person is under Article 47 entitled to become a Member, or which any person under that Article is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same.

137. In case several persons are registered as the joint holders of any share any one of such persons may give effectual receipts for all dividends in respect of such share.

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

139. Dividends may be paid by cheque, warrant or post office order sent by post to the registered address of the Member entitled, or in case of joint holders, to the holder whose name stands first on the Register in respect of the shares so held, and every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

140. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors

for the benefit of the Company until claimed, and all dividends unclaimed for five years after having been declared may be forfeited by the Directors for the benefit of the Company.

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

#### AUTHENTICATION OF DOCUMENTS.

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

#### ACCOUNTS.

143. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and of all matters in respect of which such receipts and expenditure take place, and of the assets, credits, and liabilities of the Company.

144. The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit.

145. The Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the Members; and no Member shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors.

146. At the General Meeting in every year, the Directors shall lay before the Company a profit and loss account, and a balance sheet containing a summary of the property and liabilities of the Company made up to a date not more than six months before the meeting, from the time when the last preceding account and balance sheet were made, or in the case of the first account and balance sheet, from the incorporation of the Company.

147. Every such balance sheet shall be accompanied by a report of the Directors as to the state and condition of the Company, and as to the amount (if any) which they recommend to be paid out of the profits by way of dividend to the Members, and the amount

(if any) which they propose to carry to the reserve fund, according to the provisions in that behalf hereinbefore contained, and the account, balance sheet, and report shall be signed by two Directors. The Directors may, if they think it desirable, send copies of any account, balance sheet or report to the Members, but shall not be bound to do so.

#### AUDIT.

148. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors.

149. The Company at each Ordinary General Meeting shall appoint an Auditor or Auditors to hold office until the next Ordinary General Meeting.

150. If an appointment of Auditors is not made at an Ordinary General Meeting the Board of Trade may on application of any Member of the Company appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.

151. A Director or officer of the Company shall not be capable of being appointed Auditor of the Company.

152. The Directors of the Company may fill any casual vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors (if any) may act.

153. The remuneration of the Auditors of the Company shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed to fill any vacancy may be fixed by the Directors.

154. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors, and the Auditors shall sign a certificate at the foot of the balance sheet, stating whether or not all their requirements as Auditors have been complied with, and shall make a report to the Shareholders on the accounts, examined by them, and on every balance sheet laid before the Company in General Meeting during their tenure of office, and in every such report shall state whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit



a true and correct view of the state of the Company's affairs as shown by the books of the Company, and such report shall be read before the Company in General Meeting.

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

#### NOTICES.

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

157. A Member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company some place in England which shall be deemed to be his registered place of address within the meaning of the last preceding Article. As regards any Member who has no registered place of address within the United Kingdom, a notice posted up in the office shall be deemed to be duly served on him at the expiration of twenty-four hours after it is so posted up.

158. All notices with respect to shares standing in the names of joint holders shall be given to whichever of such persons is named first in the Register in respect thereof, and notice so given shall be sufficient notice to all the holders of such shares.

159. Any notice sent by post shall be deemed to have been served on the day following that on which the letter containing the same was posted, and in proving such <sup>service</sup> notice it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

160. Any person who by operation of law, transfer, or other means who ever or shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name being entered in the Register shall be duly given to the person from whom he derives title to such share.

161. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding such Member be then deceased, and

✓ L.A.B.

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

162. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, but the day upon which such notice will expire shall not be included in such number of days or other period.

### WINDING UP.

163. If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding-up on the shares held by them respectively. And if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding-up, paid up, or which ought to have been paid up, on the shares held by them respectively. But the provisions of this clause are without prejudice to the rights of the holders of shares issued upon special conditions.

164. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidators may with the sanction of an Extraordinary Resolution divide among the contributories 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 think fit, and if thought expedient any such division may be otherwise than in accordance with the legal rights of the Members of the Company, and in particular any class may be given preferential or special rights, or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a

right to dissent and ancillary rights as if such resolution were a Special Resolution passed pursuant to the Companies Act, 1929.

#### INDEMNITY.

165. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay, all costs, losses and expenses which any such Director, officer or servant may incur or be liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

166. No Director, Manager, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director, Manager or officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the sufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

This is the printed document  
referred to in the Special  
Resolution passed by C.  
Simmons & Company Limited  
on the sixth day of  
December 1946

C. A. Simmons

Chairman



## SPECIAL RESOLUTIONS

— OF —

## C. SIMEONS &amp; COMPANY, LIMITED.

Passed 6th November, 1951.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 46, Wilton Place, Knightsbridge, London, S.W.1, on the 6th day of November, 1951, the SPECIAL RESOLUTIONS set out hereunder were duly passed :—

## RESOLUTIONS.

1. That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting *in toto* Sub-clause (s) of Clause 3 thereof and by substituting therefor the following new sub-clause, namely :—

"(s) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees."

2. That this meeting hereby ratifies and approves the under-mentioned payments made to Mr. Charles Albert Simeons in respect of his services to the Company as Managing Director from the 1st January, 1947, to the 30th June, 1950, inclusive, namely :—

	£	s.	d.
1st January, 1947, to 30th June, 1947	2,129	4	0
1st July, 1947, to 30th June, 1948	4,877	19	4
1st July, 1948, to 30th June, 1949	3,599	15	10
1st July, 1949, to 30th June, 1950	3,515	11	10

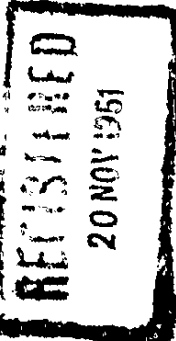
3. That this meeting hereby ratifies and approves the under-mentioned payments made to Mr. William Raymond Simeons in respect of his services to the Company as Managing Director from the 1st January, 1947, to the 30th June, 1950, inclusive, namely :—

	£	s.	d.
1st January, 1947, to 30th June, 1947	1,129	4	0
1st July, 1947, to 30th June, 1948	2,877	19	4
1st July, 1948, to 30th June, 1949	1,599	15	10
1st July, 1949, to 30th June, 1950	1,384	7	10

4. That this meeting authorises and directs the Directors of the Company to enter into service agreements with Mr. Charles Albert Simeons and Mr. William Raymond Simeons respectively (to take effect as from 1st July, 1950) in the terms of the respective draft agreements which have been produced to this meeting and for identification signed by the Chairman hereof.

5. That this meeting authorises and directs the Directors of the Company to enter into Deeds of Covenant with Mrs. Christine Elsie Nora Simeons and Mrs. Vera Hildegard Simeons respectively in the terms of the respective draft Deeds which have been produced to this meeting and for identification signed by the Chairman hereof.

6. That this meeting authorises and directs the Directors of the Company to exercise the voting rights conferred upon the Company by its shareholding in The British Gelatine Works, Limited in favour of the resolution to be proposed at an Extraordinary General Meeting of that Company (a copy of the notice convening such meeting and setting out such resolutions having been produced to this meeting and for identification initialled by the Chairman hereof) notwithstanding the interests of the Directors in such resolutions.



Collyer Bristow, P.

A 435

H. Watson  
Chairman

20 NOV 1951

THE COMPANIES ACT, 1948<sup>1948</sup>

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COMPANY LIMITED BY SHARES.

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# Memorandum

## ~~Articles of Association~~

— OF —

C. SIMEONS & COMPANY, LIMITED.

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Registered the 2nd January, 1906.

COLLYER-BRISTOW & Co.,  
4, Bedford Row, W.C.1.

87089

I CERTIFY that this is a true copy of the Memorandum of Association of C. Simeons & Company Limited as amended by a Special Resolution passed on the 6th day of November 1951

H. Wilson  
Secretary



THE COMPANIES ACTS, 1862 TO 1900.

COMPANY LIMITED BY SHARES

REGISTERED  
13 MAR 1952

## Memorandum of Association

— OF —

C. SIMEONS & COMPANY, LIMITED.

1. The name of the Company is "C. SIMEONS & COMPANY, LIMITED."

2. The Registered Offices of the Company will be situate in England.

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

- (a) To acquire and take over as a going concern the business carried on at 70, Finsbury Pavement, in the County of London, under the style or firm of C. Simeons & Company, and all or any of the assets and liabilities of the proprietors of that business in connection therewith, and to adopt and carry into effect, with or without modification, an Agreement which has already been prepared and is expressed to be made between Frederick Simeons and Carl Maria Simeons of the one part, and C. Simeons & Company, Limited, of the other part, and is to be signed immediately after the incorporation of the Company, and a copy whereof has for the purpose of identification been subscribed by Mr. F. Armitage, a solicitor of the Supreme Court.
- (b) To carry on the business of gelatine, quinine, and paper manufacturers, dealers in raw materials and machinery.

13 MAR 1952

builders and contractors, supply merchants, and manufacturers of and dealers in materials of all kinds.

- (c) To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company, either by wholesale or retail, and generally to carry on any other business or businesses which may seem to the Company capable of being carried on in connection with the above, or calculated either directly or indirectly to enhance or render profitable any of the Company's property or rights.
- (d) To apply for, purchase, or otherwise acquire any patents, licenses, concessions and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention or process of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, dispose of, or otherwise turn to account the same.
- (e) To purchase, take on lease, or hire, or in exchange or otherwise acquire any lands, buildings, and hereditaments, and any estate or interest in, and any right or privilege connected with, or in respect of any lands, buildings, or hereditaments, and any furniture, machinery, plant, stock-in-trade, chattels, or other personal property.
- (f) To acquire, undertake, and assume the whole or any part of the business, property, rights, liabilities, and obligations of any person, firm, or company carrying on any business which this Company is authorised to carry on, or entitled to any property or rights in respect of property suitable for the purposes of this Company.
- (g) To erect, construct, alter, pull down, fit up, and maintain, buildings, roads, machinery, and works (including works for the supply of gas, water, and electricity), and to procure, contribute to, subsidise, or take part in the construction or maintenance of any buildings, roads or works.
- (h) To enter into any arrangements for sharing profits, union or interests, co-operation, reciprocal concessions



or otherwise with any person, firm, or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to or guarantee the contracts of or otherwise to assist any such person, firm, or company, and to subscribe for, take, or otherwise acquire the shares, debentures, or securities, of any such company, and to hold, sell, exchange or otherwise deal with the same.

- (i) To enter into any arrangements with municipal, local, or other authorities or bodies which may seem conducive to the Company's objects, and to obtain from any such authority or body any rights, privileges, or authorities which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, right, privilege, or authority.
- (j) To exchange, lease, mortgage, sell, improve, develop, or otherwise dispose of or deal with all or any part of the property and rights of the Company, and to take as the consideration, or part of the consideration for any such sale or disposition the shares, debentures, or securities of any company, and to hold, sell, or otherwise dispose of the same.
- (k) To borrow or raise money, and secure the repayment thereof in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock charged upon or secured by a trust or mortgage of all or any part of the Company's property and undertaking, both present and future, including its uncalled capital, and to redeem or purchase any debentures or obligations of the Company at a premium.
- (l) To draw, make, accept, indorse, or issue bills of exchange, promissory notes and other negotiable instruments.
- (m) To remunerate any person, firm, 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 or securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.

- (u) To do all such other things as may be incidental or conducive to the attainment of the above objects.

And it is hereby declared that the objects specified in each paragraph of this clause shall not be restricted by reference to or inference from the terms of any other paragraph thereof.

4. The liability of the Members is limited.

5. The capital of the Company is £15,000, divided into 15,000 share of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
F. SIMEONS, 19, Avenue Road, Highgate, N., Merchant.	One.
C. M. SIMEONS, Leinster House, Bexley Heath, Kent, Merchant.	One.
G. M. BEER, 98, Brondesbury Road, London, N.W., Manufacturer.	One.
L. J. HENRY, 34, Honiton Road, Kilburn, N.W., Clerk.	One.
FRED. ARMITAGE, Monument Station Buildings, London, E.C., Solicitor.	One.
CLARENDON J. ARMITAGE, 48, Endymion Road, Finsbury Park, N., Solicitor.	One.
HENRY F. CATES, 17, Northanger Road, Streatham Common, Manufacturer.	One.

DATED the 29th day of December, 1905.

WITNESS to the above signatures:—

W. H. PERRY,  
Clerk to Messrs. Armitage & Armitage,  
Monument Station Buildings, E.C.,  
Solicitors.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

NEW  
**Articles of Association**  
— OF —

**C. SIMEONS & COMPANY, LIMITED.**

*(Adopted by Special Resolution passed on the 6th day  
of December, 1946).*

PRELIMINARY.

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

“The Statutes” means the Companies Act, 1929, and every other Act for the time being in force concerning joint stock companies and affecting the Company.

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies Act, 1929.

“The office” means the registered office for the time being of the Company.

“The Register” means the Register of the Members to be kept pursuant to the Companies Act, 1929.

“Month” means calendar month.

“In writing” and “written” include printing, lithography, and other mechanical modes of reproducing letters and figures.

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

C. SIMEONS & COMPANY, LIMITED

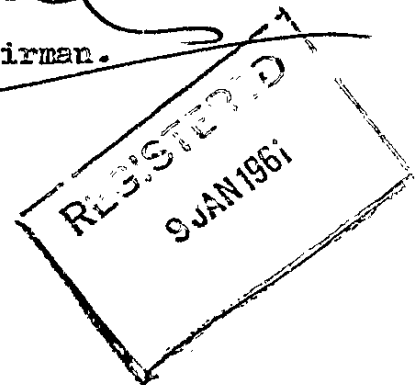


AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Imperial House Kingsway London W.C.2. on Monday the 31st day of October, 1960 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

That the Regulations contained in the document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

  
Chairman.



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

- of -

O. SIMEONS & COMPANY, LIMITED

(Adopted by Special Resolution  
passed 31<sup>st</sup> October, 1960)

*31<sup>st</sup> October*

1. Subject as hereinafter provided the Regulations contained in Parts I and II of Table 'A' in the First Schedule to the Companies Act, 1948 (hereinafter called "Table 'A'"), shall apply to this Company.

2. Regulations 24 and 53 of Part I and Regulation 1 of Part II of Table 'A' shall not apply.

SHARE CAPITAL AND SHARES

3. The share capital of the Company at the date of adoption of these presents is £15,000 divided into 13,500 4 per cent. Non-Cumulative Preference Shares of £1 each, 100 Ordinary Shares of £1 each and 1,400 unissued Shares of £1 each.

The said 4 per cent. Non-Cumulative Preference Shares of £1 each confer upon and subject the holders thereof to the rights, privileges and restrictions following:-

A. As to Dividend:

The right to be paid out of the profits of the Company available for dividend in respect of each financial year of the Company a dividend at the rate of 4 per cent. per annum on the capital for the time being paid up or credited as paid up on such shares in priority to any payment to the holders of any other class of shares in the capital of the Company.

B. As to Capital:

The right in a winding up or on a reduction of capital involving repayment of capital to repayment of the capital paid up or credited as paid up on such shares but no further or other right to any assets of the Company.

C. As to Votes:

The right to one vote for every such share held

referred to in Regulation 4 of Part I of Table 'A' shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

5. Subject to any direction to the contrary that may be given by the Company in General Meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

6. Regulation 11 of Part I of Table 'A' shall be read and construed as if the words "not being a fully paid share" and "other than fully paid shares" were deleted therefrom.

7. In Regulation 15 of Part I of Table 'A' the words "except insofar as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

#### GENERAL MEETINGS

8. In every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a Member.

9. Regulation 53 of Part I of Table 'A' shall be read and construed as if the words "two members" were substituted for the words "three members" in paragraph (b) thereof.

10. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting 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 vitiate the result of the voting.

11. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table 'A' shall not apply.

#### DIRECTORS

... shall be determined by the

Company in General Meeting the number of Directors shall not be less than three nor more than eight. Regulation 75 of Part I of Table 'A' shall not apply.

13. Any Director who by request performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

#### BORROWING

14. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Part I of Table 'A' shall not apply.

#### POWERS AND DUTIES OF DIRECTORS

15. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure as aforesaid, a Director may vote in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract shall come before the Directors for consideration. Paragraphs (2) and (4) of Regulation 84 of Part I of Table 'A' shall not apply. In Regulation 86 of Part I of Table 'A' the words commencing "and every Director present" and finishing at the end of that regulation shall not apply.

16. The Board may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Joint Managing Director, Assistant Managing Director, Manager, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Part I of Table 'A' shall not apply.

17. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as alternate Director, during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall except as regards qualification (if any), remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the

functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director and his powers shall automatically be suspended during such time as the Director appointing him is present in person at a meeting of the Directors.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

18. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age. Regulation 88 of Part I of Table 'A' shall be modified accordingly. A Director shall not be subject to retirement by rotation. Regulations 89 to 93 (inclusive) of Part I of Table 'A' shall not apply and Regulations 94 and 97 of Part I of Table 'A' shall be modified accordingly.

19. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Part I of Table 'A') hold office until he is removed pursuant to the next succeeding Article. Regulation 95 of Part I of Table 'A' shall be modified accordingly.

20. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Regulation 96 of Part I of Table 'A' shall not apply.

#### PROCEEDINGS OF DIRECTORS

21. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Part I of Table 'A' shall not apply.

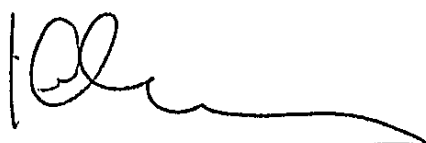
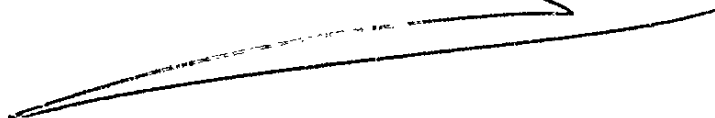
#### MANAGING DIRECTOR

22. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Joint Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall, subject as aforesaid, be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Part I



of Table 'A' shall not apply.

23. A Director appointed to an executive office shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Part I of Table 'A' shall not apply.

Chairman

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

- of -

C. SIMEONS & COMPANY, LIMITED

Passed on 31st August, 1960.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 18 Austin Friars, London, E.C.2. on Wednesday 31st August, 1960, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. THAT each of the existing issued and fully paid Shares of £1 each in the capital of the Company be henceforth called and known as 4 per cent Non-Cumulative Preference Shares of £1 each in the capital of the Company having attached thereto the rights and privileges and being subject to the restrictions following:-

A. As to Dividend:

The right to be paid out of the profits of the Company available for dividend in respect of each financial year of the Company a dividend at the rate of 4 per cent per annum on the capital for the time being paid up or credited as paid up on such shares in priority to any payment to the holders of any other class of shares in the capital of the Company.

B. As to Capital:

The right in a winding up or on a reduction of capital involving repayment of capital to repayment of the capital paid up or credited as paid up on such shares but no further or other right to any assets of the Company.

C. As to Votes:

The right to one vote for every such share held.

2. THAT the Articles of Association of the Company be amended by:-

- (i) the deletion of Articles 30 to 36 inclusive.
- (ii) the deletion in Article 73 of the words

REGISTERED  
9 JAN 1961

"personally present" and the substitution therefor  
of the words "present in person or by proxy".

(iii) the deletion in Article 86 of the words  
"and shall be attested by one or more witnesses".

(iv) the deletion in Article 89 of the words  
"in the presence of".

(v) the deletion of Articles 94 and 109.

*H. Wilson*

Secretary.

117.  
THE COMPANIES ACTS

DEC 12 1972 8 55 AM LI. 010.00

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

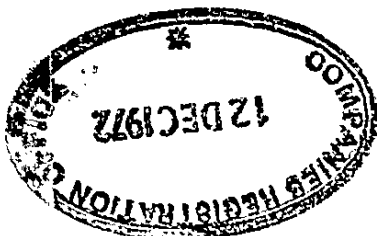
C. SIMEONS & COMPANY LIMITED

(Passed 6th December, 1972)

AT an EXTRAORDINARY GENERAL MEETING of the Company held on the 6th December, 1972, the following Resolutions were duly passed as Special Resolutions:

- 1 THAT the name of the Company be changed to Croda Gelatin Limited.
- 2 THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

*C. Simeons*  
SECRETARY



SLAUGHTER AND MAY  
25, BASINGHALL ST.  
LONDON EC2 1AW/AL

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

G SIMEONS & COMPANY LIMITED

(New Articles of Association adopted by Special  
Resolution passed on 6th December, 1972)

TABLE A

1. The Company is a private company and, subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), together with the regulations hereinafter contained, shall be the regulations of the Company.

2. Paragraphs 75, 79, 84 and 89 to 97 (inclusive) of Part I of Table A shall not apply to the Company.

BUSINESS

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

4. The registered office of the Company shall be at such place in England as the Directors shall from time to time appoint.

SHARE CAPITAL

5. All shares, whether in the original or any increased capital, shall be under the control of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons, at such times and for such consideration, and upon such terms and conditions as they may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

LIEN

6. In paragraph 11 of Part 1 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

SLAUGHTER AND MAY  
SOLICITORS

## GENERAL MEETINGS

7. In paragraph 54 of Part I of Table A the words "meeting shall be dissolved" shall be substituted for "Members present shall be a quorum".

8. In paragraph 58 (b) of Part I of Table A the words "one Member" shall be substituted for "three Members".

## DIRECTORS

9. Unless and until otherwise determined by Ordinary Resolution of the Company in General Meeting the number of Directors shall not be less than two.

10. Subject to paragraph 88 of Part I of Table A, each Director shall remain in office until removed by memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent by post to or left at the Registered Office for the time being of the Company or by an Ordinary Resolution of the Company in General Meeting.

11. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company may at any time and from time to time by memorandum in writing signed by him or them and sent by post to or left at the Registered Office for the time being of the Company, or the Company may at any time and from time to time by Ordinary Resolution in General Meeting, appoint any person to be a Director either to fill a vacancy or as an addition to the existing Board. Any Director so appointed shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

12. Without prejudice to Article 11 any casual vacancy in the Board of Directors may be filled up by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

13. A Director may be appointed by the Directors to any executive or other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such a period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. (1) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor purchaser or in any other manner whatsoever, nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director is in any way interested be liable to 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 by reason of such Director holding that office or of the fiduciary relationship thereby established.

(2) A Director who is in any way interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with section 199 of the Act.

(3) A Director shall be counted in the Quorum present at a meeting and may vote in respect of any contract or arrangement in which he is interested, including his own appointment to any other office or place of profit under the Company.

15. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall be entitled to receive such extra remuneration, whether by way of salary, commission, percentage of profits, lump sum payment or otherwise, as the Directors may determine.

16. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any nomination under this Article may be given by letter, cable, telegram or telex, and may be delivered at or sent to the Registered Office for the time being of the Company or at or to such other place as the Directors may agree.

17. In paragraph 86 of Part I of Table A the words from "and every director" to the end of the paragraph shall be deleted.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.







**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 87089

1118

I hereby certify that

**C. SIMONS & COMPANY LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**GRODA GELATIN LIMITED**

Given under my hand at London the

**21st December 1972**

(N. TAYLOR)

*Assistant Registrar of Companies*

## THE COMPANIES ACTS 1948 to 1957

COMPANY LIMITED BY SHARES

## SPECIAL RESOLUTIONS

of

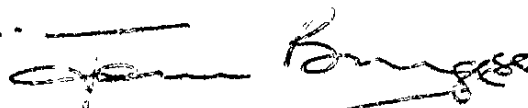
CRODA GELATIN LIMITED

(Passed 31 October 1975)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Cowick Hall, Snaith, Goole, North Humberside on Friday the 31st day of October 1975 at 11.30 a.m. the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. That the 13,500 4% Non-Cumulative Preference Shares of £1 each in the Capital of the Company be converted into 13,500 Ordinary Shares of £1 each, ranking pari passu in all respects with the existing Ordinary Shares except that on the conversion shall rank for all dividends as from the First day of January 1975.
2. That the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.



Chairman of the Meeting



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CRODA GELATIN LIMITED

(New Articles of Association adopted by Special  
Resolution passed on 31 October 1975)

TABLE A

1. The Company is a private company and, subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), together with the regulations hereinafter contained, shall be the regulations of the Company.

2. Paragraphs 75, 79, 84 and 89 to 97 (inclusive) of Part I of Table A shall not apply to the Company.

BUSINESS

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

4. The registered office of the Company shall be at such place in England as the Directors shall from time to time appoint.

SHARE CAPITAL

5. All shares, whether in the original or any increased capital, shall be under the control of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons, at such times and for such consideration, and upon such terms and conditions as they may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

LIEN

6. In paragraph 11 of Part 1 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.



## GENERAL MEETINGS

7. In paragraph 54 of Part I of Table A the words "meeting shall be dissolved" shall be substituted for "Members present shall be a quorum".

8. In paragraph 58 (b) of Part I of Table A the words "one Member" shall be substituted for "three Members".

## DIRECTORS

9. Unless and until otherwise determined by Ordinary Resolution of the Company in General Meeting the number of Directors shall not be less than two.

10. Subject to paragraph 88 of Part I of Table A, each Director shall remain in office until removed by memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent by post to or left at the Registered Office for the time being of the Company or by an Ordinary Resolution of the Company in General Meeting.

11. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company may at any time and from time to time by memorandum in writing signed by him or them and sent by post to or left at the Registered Office for the time being of the Company, or the Company may at any time and from time to time by Ordinary Resolution in General Meeting, appoint any person to be a Director either to fill a vacancy or as an addition to the existing Board. Any Director so appointed shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

12. Without prejudice to Article 11 any casual vacancy in the Board of Directors may be filled up by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

13. A Director may be appointed by the Directors to any executive or other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such a period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. (1) No Director or intending Director shall be disqualified by his office from contracting with the Company either a vendor purchaser or in any other manner whatsoever, nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director is in any way interested be liable to 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 by reason of such Director holding that office or of the fiduciary relationship thereby established.

(2) A Director who is in any way interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with section 199 of the Act.

(3) A Director shall be counted in the Quorum present at a meeting and may vote in respect of any contract or arrangement in which he is interested, including his own appointment to any other office or place of profit under the Company.

15. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall be entitled to receive such extra remuneration, whether by way of salary, commission, percentage of profits, lump sum payment or otherwise, as the Directors may determine.

16. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any nomination under this Article may be given by letter, cable, telegram or telex, and may be delivered at or sent to the Registered Office for the time being of the Company or at or to such other place as the Directors may agree.

17. In paragraph 86 of Part I of Table A the words from "and every director" to the end of the paragraph shall be deleted.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CRODA GELATIN LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held  
at Berkshire House, 168/173 High Holborn, London WC1V 7AF on Thursday  
19 July 1979 the following Resolution was duly passed as a Special Resolution:

"THAT the name of the Company be changed to  
Croda Colloids Limited."

*C. Chalks*  
*Chairman of the Meeting*

24 JUL 1979  
OF

Bar  
£40  
738111



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 87089 *1149*

I hereby certify that

**CRODA GELATIN LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**CRODA COLLOIDS LIMITED**

Given under my hand at Cardiff the

**14TH AUGUST 1979**



**E. A. WILSON**

*Assistant Registrar of Companies*

No. 87089

146

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CRODA COLLOIDS LIMITED

(Passed 10 February 1983)

AT the ANNUAL GENERAL MEETING of the Company held on  
Thursday the tenth day of February 1983 the following  
Resolution was duly passed as a Special Resolution

RESOLUTION

THAT in accordance with the provisions  
of S. 12 of the Companies Act 1981 no  
auditors be appointed by the Company in  
that it is a dormant company and meets  
the other requirements of the aforesaid  
section in this regard

*C. Charles*

CHAIRMAN





THE COMPANIES ACT

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COMPANY LIMITED BY SHARES

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ELECTIVE RESOLUTION

of

CRODA COLLOIDS LIMITED

(Passed 28 March 1991)

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AT the ANNUAL GENERAL MEETING of the Company held on  
Thursday the twenty eighth day of March 1991 the  
following Resolution was duly passed as an Elective  
Resolution

RESOLUTION

THAT the Company hereby elects pursuant to  
Section 366A of the Companies Act 1985 to  
dispense with the holding of Annual General  
Meetings



CHAIRMAN

