

Number of
Certificate

125794

Form No. 41.

THE COMPANIES (CONSOLIDATION) ACT, 1908."

Declaration of Compliance



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

WITH THE

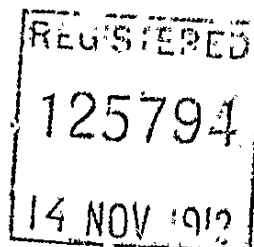
REQUIREMENTS OF THE COMPANIES (CONSOLIDATION) ACT, 1908

Made pursuant to Section 17, Sub-section 2, of The Companies (Consolidation)
Act, 1908, on behalf of a Company proposed to be Registered as

Butterworth & Co (Canada)

LIMITED.

(See Page 2 of this Form.)



TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE NUMBER: 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

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

Presented for filing by

Young Jackson Beard & King

12 Essex Street

Strand

W.C.

I William George King

of 12 Essex Strand in the County of London

Here inserted—
A Solicitor
of the High
Court engaged
in the
formation,
or "A person
named in the
Association
is a
Director" (or
Secretary").

Do solemnly and sincerely Declare that I am* a Solicitor of the
High Court engaged in the formation of
Butterworth & Co (Canada)

LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908,
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 No. 12 Essex Street
Strand London

the 13th day of November

One thousand nine hundred and twelve,

Before me,

George A. L. R. R. R.

A Commissioner for Oaths.

W. G. King

125795

THE STAMP ACT, 1891, and THE FINANCE ACT, 1899.

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

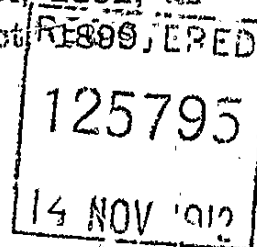
OF

Butterworth & Co (Canada)

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as
amended by Section 7 of The Finance Act, 1899, I hereby

(See Page 2 of this Form.)



This Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE NUMBER: 245 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers.

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

Presented for filing by

Young Jackson Beard & King

12 Essex Street

Strand

THE NOMINAL CAPITAL

OF

Butterworth & Co (Canada)

LIMITED,

is *Five thousand* Pounds,

divided into *five thousand* Shares

of *one pound* each.

Signature *Harry Linfield*

Description *Secretary to the Company.*

Dated the *13th* day

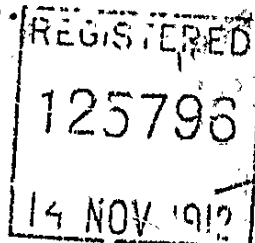
of *November* 191*2*.

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



175854
"The Companies (Consolidation) Act, 1908."

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

Butterworth & Co. (Canada) Limited.

1. The name of the Company is "BUTTERWORTH & Co. (CANADA), LIMITED."

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

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

(A) To carry on in Canada and elsewhere the businesses of law, medical and general publishers and booksellers, law stationers, printers, lithographers, stereotypers, electrotypers, photographic printers, photo-lithographers, engravers, die sinkers, envelope manufacturers, bookbinders, account book manufacturers, machine rulers, commercial printers, paper makers, paper bag and account-book makers, box makers, cardboard manufacturers, typefounders, photographers, dealers in parchment, dealers in stamps, agents for the payment of stamp and other duties, advertising agents, designers, draughtsmen, cabinet makers, dealers in typewriters, dealers in safes and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

(B) To carry on business as proprietors and publishers of legal, medical and general newspapers, journals, magazines, books and other literary works and undertakings.

- (c) To undertake and transact all kinds of agency ^{other} business, other than life insurance, which an ordinary individual may legally undertake.
- (d) To provide for and furnish or secure to any Members or customers of the Company or to any subscribers to or purchasers or possessors of any publication of the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient, and either gratuitously or otherwise.
- (e) To procure the Company to be registered or recognised in any colony or dependency and in any foreign country or place.
- (f) To acquire and carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with such business, or is calculated directly or indirectly to develop any branch of the Company's business, or to increase the value of any of the Company's assets, property or rights.
- (g) To acquire from time to time all such stock-in-trade, goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.
- (h) To acquire and take over the whole or any part of the business, property, and liabilities of any person or persons, firm, or corporation, carrying on any business which this Company is authorised to carry on or possessed of any property or rights suitable for the purposes of this Company.
- (i) To take or otherwise acquire and hold shares, stock, debentures or other interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (j) To purchase, take or lease or in exchange or otherwise acquire any real or personal property, patents, licenses, rights or privileges which the Company may think necessary, or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (k) To borrow or raise or secure the payment of money by mortgage, or by the issue of Debentures or Debenture Stock, ~~perpetual~~ or otherwise, or in such other manner as the Company shall think fit,

and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled Capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (n) To lend money on any terms that may be thought fit, and particularly to customers or other persons having dealings with the Company.
- (o) To enter into any partnership or arrangement in the nature of a partnership with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
- (p) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (q) To distribute any of the Company's property among the Members in specie.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (s) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £5,000, divided into 5,000 Ordinary Shares of £1 each, with power to increase or reduce the Capital. Any of the Shares in the Capital of the Company for the time being may be issued with or subject to any preferential, deferred or other special rights, privileges, conditions, or restrictions, whether in regard to Dividend, voting, return of Capital or otherwise.

The rights of the holders of any special class of Shares for the time being forming part of the Capital of the Company may be modified, affected, varied, extended or surrendered with the sanction of an Extraordinary Resolution of the Members of the class, as provided by the Articles of Association registered herewith, but not further or otherwise.

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 to our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p><i>Stewart John Auld</i> <i>405 Bell St</i> <i>Temple Bar,</i> <i>London W.C.</i> <i>Law Publisher.</i></p>	<p><i>Nine hundred and</i> <i>ninety nine ordinary</i> <i>shares.</i></p>
<p><i>William George King</i> <i>12 Essex St. Strand.</i> <i>London W.C.</i> <i>Solicitor</i></p>	<p><i>One Ordinary Share</i></p>

Dated this 13th day of November 1912.

Witness to the above Signatures—

Stephen W. King
12 Essex Street Strand W.C.
Solicitor



1254/4
"The Companies (Consolidation) Act, 1908."

COMPANY LIMITED BY SHARES.

Articles of Association

OF

Butterworth & Co. (Canada) Limited.

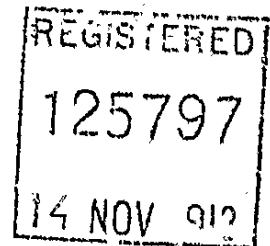


TABLE "A" EXCLUDED.

1. The regulations in Table "A" in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION.

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS.	MEANINGS.
The Statutes ...	The Companies (Consolidation) Act, 1908, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles ...	These Articles of Association and the regulations of the Company from time to time in force.
The Directors ...	The Directors for the time being of the Company.
The Office ...	The Registered Office for the time being of the Company.
The Seal ...	The Common Seal of the Company.
Month ...	Calendar Month.
Year ...	Year from the 1st January to the 31st December inclusive.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

SHARES.

3. The initial Capital of the Company is divided into 5,000 Ordinary Shares of £1 each.

4. The Shares taken by the subscribers to the Memorandum of Association shall be duly issued by the Directors, but no further Ordinary Shares shall be issued without the authority of the Company in General Meeting.

5. The Company is a private company, and accordingly (a) no invitation shall be issued to the public to subscribe for any Shares or Debentures or Debenture Stock of the Company; (b) the number of the Members of the Company (exclusive of persons in the employment of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more Shares in the Company jointly they shall be treated as a single Member; and (c) the right to transfer the Shares of the Company shall be restricted in manner hereinafter appearing.

6. If two or more persons are registered as joint holders of any Share, any one of such persons may give effectual receipts for any Dividends or other moneys payable in respect of such Share.

7. No person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any Share or any right whatsoever in respect of any Share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by Statute required or pursuant to any Order of Court.

8. Every Member shall, without payment, be entitled to receive within two months after allotment or registration of transfer (unless the conditions

of issue provide for a longer interval) one Certificate under the Seal for all the Shares registered in his name, specifying the number and denoting numbers of the Shares in respect of which it is issued and the amount paid up thereon; provided that in the case of joint holders the Company shall not be bound to issue more than one Certificate to all the joint holders, and delivery of such Certificate to any one of them shall be sufficient delivery to all. Every Certificate shall be signed by one Director and countersigned by the Secretary or some other person nominated by the Directors for the purpose.

9. If any Share Certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old Certificate, and in any case on payment of such sum not exceeding 1s. as the Directors may from time to time require.

LIEN.

10. The Company shall have a first and paramount lien upon all Shares (whether fully paid or not) registered in the name of any Member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all Dividends from time to time declared in respect of such Shares. But the Directors may at any time declare any Share to be exempt, wholly or partially, from the provisions of this Article.

11. The Directors may sell the Shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such Member or the persons (if any) entitled by transmission to the Shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

12. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the Member or the person (if any) entitled by transmission to the Shares so sold.

13. Upon any such sale as aforesaid, the Directors may enter the purchaser's name in the register as holder of the Shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. No Member shall be entitled to receive any Dividend or to exercise any privilege as a Member until he shall have paid all Calls for the time being due and payable on every Share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES.

15. The Directors may, subject to the provisions of these Articles, from time to time make such Calls upon the Members in respect of all moneys unpaid on their Shares as they think fit, provided that fourteen days' notice at least is given of each Call, and each Member shall be liable to pay the amount of every Call so made upon him to the persons, by the instalments (if any), and at the times and places appointed by the Directors.

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

17. The joint holders of a Share shall be jointly and severally liable to the payment of all Calls and instalments in respect thereof.

18. If before or on the day appointed for payment thereof a Call or instalment payable in respect of a Share is not paid, the holder or allottee of the Share shall pay interest on the amount of the Call at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

19. Any sum which by the terms of allotment of a Share is made payable upon allotment or at any fixed date, whether on account of the amount of the Share or by way of premium, shall, for all purposes of these Articles, be deemed to be a Call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a Call duly made and notified as hereby provided.

20. The Directors may, from time to time make arrangements on the issue of Shares for a difference between the holders of such Shares in the amount of Calls to be paid and in the time of payment of such Calls.

21. 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 his Shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the Shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such Member, in addition to the Dividend payable upon such part of the Share in respect of which such advance has been made, as is actually called up.

TRANSFER OF SHARES.

22. Subject to the restrictions of these Articles, Shares shall be transferable, but every transfer must be in writing in the usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the office, accompanied by the Certificate of the Shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

23. No Share shall be transferred without the previous written consent of the Board, signed by the Secretary for the time being of the Company.

24. In order to ascertain whether any Member is willing to purchase a Share at the fair value, the person, whether a Member of the Company or not, proposing to transfer the same (hereinafter called "the retiring Member") shall give a notice in writing (hereinafter described as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the Shares which the retiring Member desires to sell, and shall constitute the Company the agent of the retiring Member for the sale of such Shares to any Member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

25. If the Company shall within twenty-eight days after service of a sale notice to find a Member willing to purchase any Share comprised therein (hereinafter described as a "purchasing Member") and shall give notice thereof to the retiring Member, the retiring Member shall be bound upon payment of the fair value to transfer the Share to such purchasing Member, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice. The Directors shall, with a view to finding a purchasing Member, offer any Shares comprised in a sale notice to the existing Members of the Company (other than the retiring Member) as nearly as may be in proportion to their holdings of Shares in the Company, and shall limit a time within which such offer if not accepted will be deemed to be declined: and the Directors shall make such arrangement as regards the finding of a

purchasing Member for any Shares not accepted by a Member to whom they shall have been so offered as aforesaid within the time so limited as they shall think just and reasonable.

26. The instrument of transfer of a Share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register of Members in respect thereof.

27. The Company shall provide a book to be called the "Register of Transfers," which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every Share.

28. The Directors may, in their discretion, refuse to register the transfer of any Share to any person whom it shall in their opinion be undesirable in the interests of the Company to admit to membership. The Directors may refuse to register any transfer of Shares on which the Company has a lien.

29. Such fee, not exceeding 2s. 6d. for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

30. The register of transfers shall be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year, and that the Directors shall give the notice required by Section 31 of the Companies' (Consolidation) Act, 1908.

TRANSMISSION OF SHARES.

31. In the case of the death of a Member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his Shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Share jointly held by him.

32. Any person becoming entitled to a Share in consequence of the death or bankruptcy of any Member may, upon producing such evidence of title as the Directors shall require, with the consent of the Directors, be registered himself as holder of the Share, or subject to the provisions as to transfers herein contained, transfer the same to some other person.

33. A person entitled to a Share by transmission shall be entitled to receive, and may give a discharge for, any Dividends or other moneys payable in respect of the Share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or save as aforesaid, to exercise any of the rights or privileges of a Member, unless and until he shall have become a Member in respect of the Share.

COMPULSORY RETIREMENT.

34. The Company may at any time by Extraordinary Resolution resolve that any holder of Ordinary Shares other than a Director or a person holding more than 10 per cent. of the Ordinary Shares of the Company do transfer his Ordinary Shares. Such Member shall thereupon be deemed to have served the Company with a sale notice in respect of his Ordinary Shares in accordance with Article 25 hereof, and all the ancillary and consequential provisions of these Articles shall apply with respect to the completion of the sale of the said Shares. Notice in writing of such Resolution shall be given to the Member affected thereby. For the purpose of this Article any person entitled to transfer an Ordinary Share under Article 32 hereof shall be deemed the holder of such Share.

RESTRICTION OF MEMBERS.

35. No Member of the Company shall, without the consent in writing of all the Directors, be employed or concerned or interested in or assist in carrying on any business in competition with the Company, or having interests inconsistent with those of the Company, within the Dominion of Canada, otherwise than as a holder of debentures in a company.

FORFEITURE OF SHARES.

36. If any Member fails to pay the whole or any part of any Call or instalment of a Call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the Call or instalment or any part thereof, remains unpaid, serve a notice on him or on the persons entitled to the Share by transmission requiring him to pay such Call or instalment, or such part thereof as remains unpaid, together with interest at such rate, not exceeding 10 per cent. per annum, as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

37. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such Call or

instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the Shares in respect of which such Call was made will be liable to be forfeited.

38. If the requisitions of any such notice as aforesaid are not complied with, any Share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of Shares shall include all Dividends in respect of the Shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

39. When any Share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the Share or to the person entitled to the Share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members opposite to the Share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

40. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited Share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all Calls and interest due upon and expenses incurred in respect of the Share and upon such further terms (if any) as they shall see fit.

41. Every Share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit.

42. A Shareholder whose Shares have been forfeited shall, notwithstanding, be liable to pay to the Company all Calls made and not paid on such Shares at the time of forfeiture, and interest thereon to the date of payment, and in such manner in all respects as if the Shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the Share at the time of forfeiture, without any deduction or allowance for the value of the Shares at the time of forfeiture.

43. The forfeiture of a Share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the Share, and all other rights and liabilities incidental to the Share as between the Shareholder whose Share is forfeited and the Company,

except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past Members.

44. A statutory declaration in writing that the declarant is a Director of the Company, and that a Share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the Share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated; and such declaration, together with the receipt of the Company for the consideration (if any) given for the Share on the sale or disposition thereof, and a certificate of proprietorship of the Share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the Share, and such person shall be registered as the holder of the Share and shall be discharged from all Calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the Share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, allotment, or disposal of the Share.

ALTERATIONS OF CAPITAL.

45. The Company may so far alter the conditions of its Memorandum of Association as by Ordinary Resolution—

(a) To consolidate and divide its Capital into Shares of larger amount than its existing Shares, or

(b) To cancel any Shares not taken or agreed to be taken by any person;

and by Special Resolution—

(c) To divide its Capital or any part thereof into Shares of smaller amount than is fixed by its Memorandum of Association by subdivision of its existing Shares or any of them, subject nevertheless to the provisions of the Statutes; or

(d) To reduce its Capital in any manner authorised and subject to any conditions prescribed by the Statutes.

INCREASE OF CAPITAL.

46. The Company may from time to time, whether all the Shares for the time being authorised shall have been issued or all the Shares for the time

being issued shall have been fully called up or not, by Extraordinary Resolution increase its Capital by the creation and issue of new Shares, such aggregate increase to be of such amount and to be divided into Shares of such respective amounts as the Company by the resolution authorising such increase directs.

47. Unless otherwise determined by the Directors, or by the resolution authorising an increase of Capital, any original Shares for the time being unissued, and any new Shares from time to time to be created, shall, before they are issued, be offered to the Members in proportion, as nearly as may be, to the number of Shares held by them. Such offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original Shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

48. Except so far as otherwise provided by the conditions of issue, any Capital raised by the creation of new Shares shall be considered as part of the original Ordinary Share Capital of the Company, and shall be subject to the same provisions with reference to the payment of Calls, lien, transfer, transmission, forfeiture and otherwise as the original Share Capital.

MODIFICATION OF CLASS RIGHTS.

49. All or any of the rights or privileges attached or belonging to any class of Shares for the time being forming part of the Capital of the Company may be modified, affected, varied, extended or surrendered in any manner with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the Members of that class. To any such General Meeting all the provisions of these Articles shall mutatis mutandis apply, but so that the necessary quorum shall be Members of the class holding or representing by proxy one-third of the Capital paid or credited as paid on the issued Shares of the Class.

GENERAL MEETINGS.

50. The Statutory Meeting shall be held at such time within not less than one month nor more than three months from the incorporation of the

Company, and at such place as the Directors may determine. The provisions of Section 65 of the Companies (Consolidation) Act, 1908, in relation to such meeting (so far as they affect the Company) shall be observed by the Directors.

51. Subsequent General Meetings shall be held once in every year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two Annual General Meetings.

52. The last-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

53. The Directors may call an Extraordinary Meeting whenever they think fit.

54. The Directors shall call an Extraordinary Meeting whenever a requisition in writing, signed by Members of the Company, holding in the aggregate not less than one-tenth in amount of the issued Capital of the Company upon which all Calls or other sums then due shall have been paid up, and stating fully the objects of the meeting shall be deposited at the office. Such a requisition may consist of several documents in like form, each signed by one or more requisitionists.

55. If the Directors do not proceed to convene a meeting to be held within twenty-one 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.

56. 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 such further 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. All meetings convened by requisitionists under this or the preceding Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

PROCEEDINGS AT GENERAL MEETINGS.

57. Seven days' notice at the last, specifying the place, the day and the hour of meeting, and in the case of special business the general nature

of such business, shall be given in manner hereinafter mentioned to such Members as are under the provisions of these Articles entitled to receive notices from the Company. But the accidental omission to give such notice to, or the non-receipt of such notice by, any such Member shall not invalidate any resolution passed or proceedings had at any such meeting. Proper minutes shall be kept of all General Meetings of the Company.

58. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of sanctioning a Dividend, the consideration of the accounts and balance-sheets and the ordinary reports of the Directors and Auditors, and the fixing of the remuneration of the Auditors.

59. Any Member entitled to be present and vote at a meeting may submit any Resolution to any General Meeting, provided that at least the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed Resolution, and stating his intention to submit the same. The prescribed time above mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four or more than 14 intervening days.

60. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include in the notice of the meeting, and shall in any other case issue as quickly as possible to the Member entitled to notice of the meeting, notice that such Resolution will be proposed.

61. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be Members personally present, not being less than two, and holding or representing by proxy not less than one-tenth part of the issued Capital of the Company.

62. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. 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 within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

63. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed

for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman of the meeting.

64. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

65. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman (being a person entitled to vote) or by at least two Members, or by the holder or holders in person or by proxy of at least one-twentieth part of the issued Ordinary Share Capital of the Company, and unless a poll be so demanded a declaration by the Chairman of the meeting that a Resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

66. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.

67. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

68. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote.

69. 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 had been demanded.

VOTES OF MEMBERS.

70. On a show of hands every Member shall have one vote. In case of a poll every Member shall have one vote for every Share of which he is the holder.

71. If any Member be a lunatic, idiot or non compos mentis, he may vote by his committee, receiver, curator bonis or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

72. If two or more persons are jointly entitled to a Share, then, in voting upon any question, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the registered holders of the Share, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

73. Save as herein expressly provided, no person other than a Member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his Shares, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another Member, or to be reckoned in a quorum, at any General Meeting.

74. Votes may be given either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. No person shall act as a proxy, except for a corporation, who is not entitled to be present and vote in his own right.

75. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its Common Seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

76. The instrument appointing a proxy shall be deposited at the Office at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof.

77. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:—

"Butterworth & Co. (Canada), Limited."

"I, _____ of _____, a Member of Butterworth & Co. (Canada), Limited, and entitled to _____ votes, hereby appoint _____ of _____, another Member of the Company, and, failing him, _____, of _____, another Member of the Company, to vote for me and on my behalf at the [Statutory, Ordinary, Extraordinary or Adjourned, as the case may be] General Meeting of the Company to be held on the _____ day of _____, and at every adjournment thereof.

"As witness my hand this _____ day of _____ 191 _____."

DIRECTORS.

78. The first Director shall be Stanley Shaw Bond, who shall be the Governing Director of the Company and as such entitled to exercise all the powers by the Statutes or these presents conferred upon the Directors or the Board, and shall, subject to Article 79, be entitled to hold office so long as he lives.

79. The Company shall have power in General Meeting at any time to appoint any other persons to be Directors, but so that the total number of Directors shall not exceed five.

80. The remuneration of the Directors, including the Governing Director, but not any Managing Director (if any), shall be at such sum per annum as shall be voted to them by the Company in General Meeting, and such remuneration shall be divided as the Governing Director shall determine. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings.

81. Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated—

(a) If he hold any office or place of profit under the Company other than that of Managing Director or Manager, or Secretary, or Trustee

of a Trust Deed for securing any Debentures or Debenture Stock of the Company.

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (c) If he be found lunatic or become of unsound mind.
- (d) If he ceases to be a Director under the provisions of the Statutes as to the acquiring and holding by Directors of their qualifications.
- (e) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated his office.
- (f) If by notice in writing given to the Company he resigns his office.

MANAGING DIRECTORS.

82. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of these modes.

83. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director.

POWERS AND DUTIES OF DIRECTORS.

84. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they

think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The Directors may also provide from time to time for the management of the affairs of the Company abroad in such manner as they think fit, and in particular may appoint any local boards, managers, attorneys, or agents with such powers, including power to sub-delegate, and upon such terms as may be thought fit, and may from time to time revoke or vary any such appointment.

85. The amount for the time being remaining undischarged of moneys borrowed or raised by the Directors for the purposes of the Company (otherwise than by the issue of Share Capital) shall not at any time exceed £2,000 without the sanction of the Company in General Meeting. But no lender shall be bound to see that this limit is observed.

86. All moneys, bills and notes belonging to the Company shall be paid to or deposited with the Company's bankers to an account to be opened 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.

87. The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the Register of Members, keeping a Register of Directors and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual list of Members and summary, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of special and extraordinary resolutions and other particulars connected with the above.

88. A Director may contract with and be interested in any contract made with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the precise nature of the interest of the Director in such contract be declared to the Board before or at the time the same is entered into, and subject to making such declaration of interest, a Director may vote in respect of any contract or arrangement in which he shall be interested.

ROTATION OF DIRECTORS.

89. Subject to the provisions of these Articles, one-third of the ordinary Directors for the time being (if any), or if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office at the Ordinary General Meeting in 1913 and in every subsequent year.

90. The Directors to retire shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall, in the absence of agreement, be selected from among them by lot. A retiring Director shall be eligible for re-election.

91. Subject to Article 94, the Company shall, at the meeting at which any Director shall retire in manner aforesaid, fill up the vacated office by electing a person thereto.

92. No person, not being a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting, unless, not less than the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than seven nor more than 14 intervening days.

93. Subject as herein provided, if at any meeting at which an election of Directors ought to take place, the places of the retiring Directors, or some of them, are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall, if willing to act, be deemed to have been re-elected.

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

95. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

96. The Company may by Extraordinary Resolution remove any ordinary Director before the expiration of his period of office, and may by

Ordinary Resolution appoint another Director in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS.

97. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

98. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

99. The Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

100. The Directors may delegate any of their powers 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.

101. A Committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.

102. A Committee may meet and adjourn as its Members think proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

103. All acts bona fide done by any meeting of Directors, or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person 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.

104. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

105. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

THE SEAL.

106. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, and such Director and the Secretary shall sign every instrument to which the Seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

SECRETARY.

Harry S. Field

107. ~~Hubert Harold Hitch~~, of 4 and 5, Bell Yard, in the City of London, shall be the first Secretary of the Company. The Directors may from time to time, by resolution, appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

DIVIDENDS AND RESERVE FUND.

108. Subject to the provisions hereinafter contained as to reserve, the profits of the Company available for Dividend shall, subject to the rights of Shares issued on special conditions or with special privileges, be applied in payment of dividends upon the Ordinary Shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively.

109. The Directors may, with the sanction of a General Meeting, from time to time declare Dividends, but no such Dividend shall be payable except out of profits arising from the business of the Company, provided that the Directors may, if they think fit, from time to time pay to the Members such

interim Dividends as appear to them to be justified by the profits of the Company. No higher Dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.

110. The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a Reserve Fund or Reserve Funds, which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company, or shall with the sanction of the Company in General Meeting be, as to the whole or in part, applicable for equalising Dividends, or for distribution by way of bonus among the Members of the Company for the time being, on such terms and in such manner as the Company in General Meeting shall from time to time determine, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the Shares of the Company, as they may select.

111. Every Dividend Warrant may be sent by post to the last registered address of the Member entitled thereto, and the receipt of the person whose name at the date of the declaration of the Dividend appears on the Register of Members as the owner of any Share, or in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such Share. No unpaid Dividend or interest shall bear interest as against the Company.

ACCOUNTS.

112. The Directors shall cause true accounts to be kept---

- (A) Of the assets and stock-in-trade of the Company.
- (B) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditures take place.
- (C) Of the credits and liabilities of the Company.

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

113. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at

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

114. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than three months before such meeting. A balance-sheet shall be made out in every year and laid before the Company in General Meeting, made up to a date not more than three months before such meeting. The balance-sheet shall have attached thereto the Auditors' Report, and shall be accompanied by a Report of the Directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of Dividend, and the amount (if any) which they propose to carry to any reserve fund. The Auditors' report shall be read before the Company in General Meeting as required by Section 113 of the Companies (Consolidation) Act, 1908.

AUDIT.

115. Once at least in every year the accounts of the Company shall be examined, and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, in regard to Auditors shall be observed.

NOTICES.

116. 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 address as appearing in the Register of Members.

117. All notices directed to be given to the Members shall, with respect to any Share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to the holders of such Share.

118. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Com-

pany an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no Member other than a Registered Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

119. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same, or sending it through the post in a prepaid letter addressed to the Company, or to such officer, at the office.

120. A notice may be given by the Company to the persons entitled to any Share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives or trustees of such deceased or bankrupt Member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

121. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same is put into the post, 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 as a prepaid letter.

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

INDEMNITY.

123. The Directors, Auditors, Secretary and other officers for the time being of the Company, and any Trustees for the time being acting in relation to any of the affairs of the Company, and their heirs, executors and administrators respectively, shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and no such officer or Trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or Trustee, or for joining in any receipt for the sake of conformity or for the solvency or honesty of any bankers or other persons with whom any moneys or effects belonging to the Company may be lodged

or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested, or for any other loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office or trust unless the same shall happen through the wilful neglect or default of such officer or Trustee.

WINDING UP.

124. If the Company shall be wound up, the surplus assets shall, subject to the rights of the holders of Shares issued on special conditions or with special privileges be applied first in repayment of the Capital paid up on the Ordinary Shares; and the excess, if any, shall be distributed among the Members holding Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively at the commencement of the winding-up.

125. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the contributories in specie any part of the assets of the Company.

Names, Addresses and Descriptions of Subscribers.

Stanley Shawson

4 x 5 Bell Bus,

Temple Bar,

Law Office.

London W.C.

William George King

12 Essex St. Strand London W.C.

Solicitor

Dated this 13th day of November, 1912.

Witness to the above Signatures—

Stephen W. King

12 Essex Street Strand W.C.

Solicitor

DUPLICATE FOR THE FILE.

No. 125784



Certificate of Incorporation

I Hereby Certify, That the
Butterworth & Co. (Canada), Limited

is this day Incorporated under the Companies (Consolidation) Act, 1908, and that the Company
is Limited.

Given under my hand at London this Fourteenth day of November
One Thousand Nine Hundred and Twelve.

Fees and Deed Stamps £ 6.10.0
Stamp Duty on Capital £ 12.10.0

Geo. Harquet

Assistant Registrar of Joint Stock Companies.

Certificate received by H. B. Sears.

12 Copper Street

Strand. W.C.

14th 18th November 1912

125354

THE COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES.

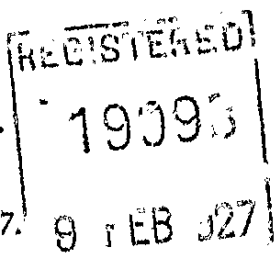


Special Resolutions

(Pursuant to Section 70 (1))

OF

Butterworth & Co., (Canada) Limited.



Passed : 14th January 1927.

Confirmed : 31st January 1927.

Filed with the Registrar of Joint Stock Companies
February 1927.

At an Extraordinary General Meeting of the Members of the said Company, duly convened, and held at the offices of the Company, Bell Yard, Temple Bar, in the County of London, on the 14th day of January, the following 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 31st day of January 1927, the same Resolutions were duly confirmed as Special Resolutions.

RESOLUTIONS.

"(1) That the name of the Company be changed to
"BUTTERWORTH & CO., (PUBLISHERS)
"LIMITED.

"(2) That the capital of the Company be increased to
"£250,000 by the creation of 245,000 new Ordinary
"shares of £1 each."

DATED 8th day of February 1927.

Stanley M. Bond

Chairman.

Present
by:-

or filing

11 A 10-27

Number of
Certificate

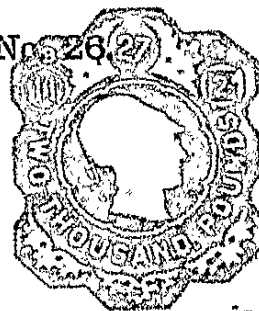
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Form No. 26 (27)

THE STAMP ACT 1891.

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



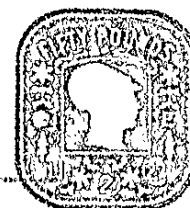
COMPANY LIMITED BY SHARES.



Statement of Increase of the Nominal Capital

OF

Butterworth & Co. (Canada)



LIMITED.

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

NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 44 of the Companies (Consolidation) Act 1908.

Presented for filing by

Butterworth & Co.

REGISTERED
21187

16 FEB 32

LONDON & LANCASHIRE, W.C.2

THE NOMINAL CAPITAL

OF

Butterworth & Co., (Canada)

., Limited,

has been increased by the addition thereto of the sum of

£245,000, divided into 245,000

Shares of one pound each, beyond the registered
Capital of five thousand pounds.

Signature Stanley Shaw Bond

Officer Director

Dated the eighth day of February 1927

This Statement should be signed by a Director, Secretary or other authorised Officer of the Company.

Number of
Certificate] 125354

[Form 113

THE COMPANIES ACTS 1908 to 1917

Notice of Increase in the Nominal Capital

OF

Butterworth & Co (Canada)

LIMITED.

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

Presented for filing by

Bull & Bull

S. Bruce Brindley

London W.C.2

REGISTERED
21180
16 FEB 1921

RECEIVED
16 FEB 1921

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4,
49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1, 15 Hanover Street, W.1,
and 63, St Vincent Street, Glasgow.

Notice of Increase in the Nominal Capital

OF

Butterworth & Co., (Canada)
Limited,

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The Butterworth & Co., (Canada)

Limited, hereby give you notice, in accordance

with Section 44 of the Companies (Consolidation) Act 1908, that by a [Special]

If the increase
was by an
Ordinary
Resolution
strike out
words in
square
bracket and
substitute the
word "dated"
for "passed."

Resolution of the Company passed the *fourteenth* day of *January* 1927
[and confirmed the *thirty first* day of *January* 1927]

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of *two hundred and forty five thousand*
Pounds, divided into *two hundred and forty five*
Shares of *one pound* each,
beyond the Registered Capital of £5,000.

Stanley Marshall

Director

Dated the *eight* day
of *February* 1927.

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

125354
B 25

No. 145254

WBC P.

[C. No. 92.]

It is requested that any reply to this Letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Victoria 3840), and that the following number may be quoted:— 7208/28.

REGISTERED
22920
21 FEB 1927

BOARD OF TRADE,

18th February, 1927.



Gentlemen,

BUTTERWORTH & CO., (CANADA) LIMITED

With reference to your application of the 10th February,

I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to

"BUTTERWORTH & CO., (PUBLISHERS) LIMITED"

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, Strand, W.C.2. as his authority for entering the new name on the Register, and for issuing his certificate under Section 8 (4) of the Companies (Consolidation) Act, 1908. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee.

I am, Gentlemen,

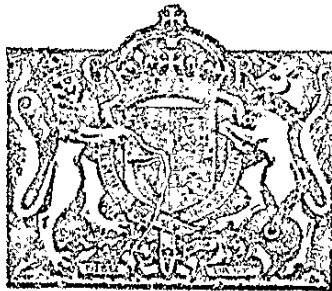
Messrs. Bull & Bull,
3, Stone Buildings,
Lincoln's Inn, W.C.2.

Your obedient Servant,

Walter Brown

22

No. 125354



Certificate of Change of Name.

I hereby Certify, That

BUTTERWORTH & CO. (CANADA), LIMITED

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called the
BUTTERWORTH & CO., (PUBLISHERS) LIMITED

and I have entered such new name on the Register accordingly.


Given under my hand at London, this twenty-first day of February
One Thousand Nine Hundred and twenty-seven.

C. H. Seagrove
Registrar of Joint Stock Companies.

Certificate received by *Bull & Bull - Agents*

3 Stone Buildings - Lincoln's Inn.

Date *24th / February / 1927*

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39
L

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

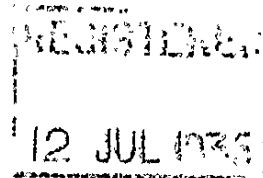
Special Resolution

(Pursuant to Section 117 (2))

OF

BUTTERWORTH & CO. (PUBLISHERS)
LIMITED.

Passed 28th June 1935.



AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at 5 Bell Yard, Temple Bar, London, W.C.2, on the 28th day of June 1935, the following Special Resolution was duly passed :—

RESOLVED—

“That the regulations contained in the printed
“document submitted to the meeting, and for the purpose
“of identification subscribed by the Chairman thereof, be
“approved and adopted as the Articles of Association of
“the Company, in substitution for, and to the exclusion of,
“all the existing Articles thereof.”

Dated the 12th day of July 1935.

Stanley Harbord

Chairman.

Presented by
W. H. A. H. H.

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Presented by

Bull & Bull,
3, Stone Buildings,
Lincoln's Inn, W.C.2.

*These are the Articles of Association referred to in the foregoing
Special Resolution.*

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

Articles of Association
OF
BUTTERWORTH & CO. (PUBLISHERS)
LIMITED.

TABLE A EXCLUDED.

1. The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company, except so far as the same are repeated or contained in these Articles. Table A excluded

INTERPRETATION.

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context— Interpretation
clause

WORDS.

MEANINGS.

The Statutes	..	The Companies Act 1929, and every other Act for the time being in force concerning joint stock companies and affecting the Company.	Definitions
These Articles	..	These Articles of Association as originally framed or as altered from time to time by Special Resolution.	
The Directors	..	The Directors for the time being of the Company.	
The Office	..	The registered office for the time being of the Company.	
The Seal	..	The common seal of the Company.	

WORDS.	MEANINGS.
The United Kingdom	.. Great Britain and Northern Ireland.
	Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.
	Words importing the singular number only shall include the plural number, and vice versa.
	Words importing the masculine gender only shall include the feminine gender; and
	Words importing persons shall include corporations.
Expression in Statutes to bear same meaning in Articles	Subject as aforesaid, any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

SHARES.

Capital	3. The capital of the Company is divided into 250,000 shares of £1 each.
How shares to be issued	4. While Stanley Shaw Bond is Governing Director the shares shall be under the control of the Directors, who may allot and issue the same (subject always to Articles 5 and 46 hereof) to such persons on such terms and conditions and at such times as the Directors think fit, but so that no shares shall be issued at a discount except in accordance with Section 47 of the Companies Act 1929. Upon the said Stanley Shaw Bond ceasing to be Governing Director no shares shall be issued without the authority of the Company in General Meeting.
Private Company	5. The Company is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (B) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be, members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member; and (C) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.
Commission on subscription of shares	6. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in

the Company : Provided that such commission shall not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent to such percentage ; and the requirements of Sections 43, 44 and 108 of the Companies Act 1929 shall be observed.

7. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 54 of the Companies Act 1929, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

Interest on share capital during construction

8. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

Receipts of joint holders of shares

9. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by Statute required or pursuant to any order of Court.

No trust recognised

10. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal for all the shares registered in his name, specifying the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon : Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by one Director and countersigned by the Secretary or some other person nominated by the Directors for the purpose.

Registered member entitled to share certificate

11. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding one shilling as the Directors may from time to time require.

New certificate may be issued

LIEN.

Company to have
lien on shares and
dividends

12. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

Lien may be
enforced by sale
of shares

13. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

Application of
proceeds of sale

14. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

Directors may
transfer and enter
purchaser's name
in share register

15. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser, and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Member not
entitled to
privileges of
membership until
all calls paid

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

CALLS ON SHARES.

Directors may
make calls

17. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members

in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.

Fourteen days' notice to be given

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

When call deemed made

19. The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

Liability of joint holders

20. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call or instalment at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

Interest on unpaid call

21. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

Sums payable on allotment deemed a call

22. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

Difference in calls

23. 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 his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

Calls may be paid in advance

TRANSFER OF SHARES.

24. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing in the

Shares to be transferable

usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the office, accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

Persons under disability

25. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Transfer of shares to members of family and others

26. (A) Any share may be transferred at any time by a member to his or her father or mother, or to any lineal descendant of such father or mother, or to his or her wife or husband; and any share of a deceased member may be transferred by his executors or administrators to the widow or widower or any such relative as aforesaid of such deceased member, being a *cestui que* trust or specific legatee thereof, or if Stanley Shaw Bond shall be the deceased member, to any other *cestui que* trust or specific legatee thereof, and shares standing in the name of any deceased member may be transferred to or placed in the names of the executors or trustees of his will. A share may at any time be transferred to any member of the Company or to the trustees for the time being of any settlement made by a member. Any shares standing in the names of the trustees of any such will or settlement may upon any change of trustees, be transferred to the trustees for the time being of such will or settlement.

Shares to be offered to members

(B) Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at the fair value, which shall be determined as hereinafter provided.

Notice of desire to sell

(C) In order to ascertain whether any member is willing to purchase a share at the fair value, the person, whether a member of the Company or not, proposing to transfer the same (hereinafter called "the retiring member") shall give a notice in writing (hereinafter described as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to any member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

Company to find purchaser

(D) If the Company shall within twenty-eight days after service of a sale notice find a member willing to purchase any share comprised therein (hereinafter described as a "purchasing member") and shall give notice thereof to the retiring member the retiring member shall be bound upon payment of the fair value to transfer the share to such purchasing member, who shall

be bound to complete the purchase within seven days from the service of such last-mentioned notice. The Directors shall, with a view to finding a purchasing member, offer any shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer if not accepted will be deemed to be declined; and the Directors shall make such arrangements as regards the finding of a purchasing member for any shares not accepted by a member to whom they shall have been so offered as aforesaid within the time so limited as they shall think just and reasonable.

(E) At the Ordinary General Meeting in each year the Company may, by resolution, fix the price at which the shares of each class for the time being forming part of the capital of the Company may be purchased in pursuance of a sale notice. The sum so fixed at the Ordinary General Meeting last preceding the service of a sale notice shall, for the purposes of paragraphs (B), (C) and (D) of this Article, be deemed to be the fair value of any share comprised in such notice. If no sum shall have been so fixed, it shall rest with the proposing transferor and the purchasing member to fix by agreement the fair value of the shares comprised in the sale notice, and any difference in regard thereto shall be referred to two arbitrators, one to be appointed by each of the parties in difference, and the Arbitration Act 1889 shall apply.

Sale price to be
fixed by Company

(F) In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may authorise some person to execute a transfer of the shares to the purchasing member, and may give a good receipt for the purchase price of such shares, and may register the purchasing member as holder thereof and issue to him a certificate for the same, and thereupon the purchasing member shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

Company may
complete sale if
retiring member
make default

(G) If the Directors shall not, within the space of twenty-eight days after service of a sale notice, find a purchasing member for all or any of the shares comprised therein and give notice in manner aforesaid, or if, through no default of the retiring member, the purchase of any shares in respect of which such last-mentioned notice shall be given shall not be completed within twenty-one days from the service of such notice, the retiring member shall,

If Company does
not find purchaser
member may sell as
he pleases within
six months

at any time within six months thereafter, be at liberty, subject to Article 29 hereof, to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

Transfers to be
executed by both
parties

27. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Company to provide
and Secretary to
keep register

28. The Company shall provide a book to be called the "Register of Transfers," which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

Directors may
refuse to register
in certain cases

29. The Directors may, in their discretion, and without assigning any reason, refuse to register a transfer of any share to any person whom it shall in their opinion be undesirable in the interests of the Company to admit to membership, but such right of refusal shall not be exercisable in the case of any transfer made pursuant to paragraph (A) of Article 26, except for the purpose of ensuring that the number of members does not exceed the limit prescribed by Article 5. The Directors may refuse to register 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. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

Transfer fee

Register of
transfers
may be closed

30. Subject to compliance with Section 99 of the Companies Act 1929, the register of transfers may be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES.

On death of
member survivor or
executor only
recognised

31. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

32. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share, or, subject to the provisions as to transfers herein contained, transfer the same to some other person.

Persons becoming entitled on death or bankruptcy of member may be registered

33. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, other than the General Meeting (if any) convened pursuant to Article 74, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share. Subject to the production to the Secretary of satisfactory evidence of their title, the persons named in the will of a Governing Director as the executors thereof shall be entitled to receive notice of and to attend and vote at the General Meeting (if any) convened pursuant to Article 74, notwithstanding that they may not have obtained probate of such will.

Person entitled may receive dividends without being registered as member, but may not vote except as provided

COMPULSORY RETIREMENT.

34. While Stanley Shaw Bond is Governing Director the Company may at any time by Extraordinary Resolution resolve that any holder of shares do transfer his shares. Such member shall thereupon be deemed to have served the Company with a sale notice in respect of his shares in accordance with Article 26 hereof, and all the ancillary and consequential provisions of these Articles shall apply with respect to the completion of the sale of the said shares. Notice in writing of such resolution shall be given to the member affected thereby. For the purposes of this Article any person entitled to transfer a share under Article 32 hereof shall be deemed the holder of such share.

FORFEITURE OF SHARES.

35. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent. per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

Directors may require payment of call with interest and expenses

36. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or

Notice requiring payment to contain certain particulars

before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

On non-compliance with notice shares forfeited on resolution of Directors

37. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

Notice of forfeiture to be given and entered in register of members

38. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Directors may allow forfeited share to be redeemed

39. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

Shares forfeited belong to Company

40. Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the shares to such other person as aforesaid.

Former holders of forfeited shares liable for call made before forfeiture

41. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any)

the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

42. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members. Consequences of forfeiture

43. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. Title to forfeited share

ALTERATIONS OF CAPITAL.

44. The Company may so far alter the conditions of its Memorandum of Association as by Ordinary Resolution— Company may alter its capital in certain ways

- (A) To consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) To cancel any shares not taken or agreed to be taken by any person; or
- (C) To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Statutes, and so that as between the resulting shares, one or more of such shares may by the resolution by which such sub-division

is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares ;

and by Special Resolution—

- (D) To reduce its capital and any capital redemption reserve fund in any manner authorised and subject to any conditions prescribed by the Statutes.

INCREASE OF CAPITAL.

45. The Company in General Meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special right (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the General Meeting resolving upon such increase directs.

46. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued, and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

47. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

Company may increase its capital

Unissued and new shares to be first offered to members unless otherwise determined

New shares to be ordinary capital unless otherwise provided

MODIFICATION OF CLASS RIGHTS.

48. Subject to the provisions of Section 61 of the Companies Act 1929, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

Rights of share-
holders may be
altered

GENERAL MEETINGS.

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

General Meetings

50. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

Ordinary and
Extraordinary
Meetings

51. The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Companies Act 1929.

Extraordinary
Meetings

52. Subject to the provisions of the Statutes relating to the convening of meetings to pass Special Resolutions, seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notices of General Meetings from the Company, but, with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate any resolution passed or proceeding had at any such meeting.

Notice of meeting

PROCEEDINGS AT GENERAL MEETINGS.

Special business

53. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, and other documents annexed thereto, and the fixing of the remuneration of the Auditors.

No business to
be transacted
unless quorum
present
Quorum

54. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two members personally present.

If quorum not
present meeting
dissolved

55. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. 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 within half an hour from the time appointed for holding the meeting, the meeting shall stand dissolved.

Chairman of
Company to
preside at all
meetings

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

Notice of
adjournment
to be given

57. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

How resolution
decided

58. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman (being a person entitled to

vote) or by at least two persons for the time being entitled to vote at the meeting, or by the holder or holders in person or by proxy of at least one twentieth part of the issued share capital of the Company, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

59. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Poll to be taken as
Chairman shall
direct

60. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

No poll in certain
cases

61. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

Chairman to have
casting vote

62. 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.

Business to be
continued if poll
demanded

VOTES OF MEMBERS.

63. Subject and without prejudice to any special privileges or restrictions for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every member shall have one vote on a show of hands and in case of a poll shall have one vote for every share of which he is the holder.

Member to have
one vote or one
vote for every
share

64. If any member be a lunatic, idiot or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

Votes of lunatic
member

65. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Votes of joint
holders of shares

Only members not
indebted to
Company in respect
of shares entitled
to vote

66. Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, at any General Meeting.

How votes may be
given and who can
act as proxy

67. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. No person shall act as a proxy, except for a corporation, who is not entitled to be present and vote in his own right.

Instrument
appointing proxy
to be in writing

68. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.

Instrument
appointing a proxy
to be left at
Company's office

69. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notariaily certified copy thereof, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting or taking the poll at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

Form of proxy

70. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

" BUTTERWORTH & Co. (PUBLISHERS) LIMITED.

" I, _____,
" of _____, a member of
" BUTTERWORTH & Co. (PUBLISHERS) LIMITED, and
" entitled to _____ votes, hereby appoint
" _____,
" of _____,
" another member of the Company, and failing him,
" _____,
" of _____,
" another member of the Company, to vote for me
" and on my behalf at the [Ordinary, Extraordinary
" or Adjourned, as the case may be] General Meeting
" of the Company to be held on the _____ day
" of _____, and at every adjournment
" thereof.

" As witness my hand this _____ day of _____ 19 ____"

DIRECTORS.

71. Stanley Shaw Bond shall be the Governing Director and shall, subject to paragraphs (A), (B), (D) and (E) of Article 79, hold that office during his life. Governing Director

72. The government and control of the Company shall be vested in the Governing Director, and he may exercise all the powers, authorities and discretions hereby expressed to be vested in the Governing Director and all those hereby expressed to be vested in the Directors. Control of Company vested in Governing Director

73. The Governing Director may from time to time and at any time appoint any other persons to be Directors of the Company, provided that the number of Directors, other than the Governing Director (hereinafter called "ordinary Directors") shall not exceed the prescribed maximum, and may define, limit and restrict their powers and period of office and may fix and determine their remuneration and duties, and may at any time remove any ordinary Director, however appointed. Subject to the proviso hereinbefore contained, the Governing Director may at any time and from time to time appoint any persons to be ordinary Directors of the Company as from his death or ceasing to hold office as Governing Director, and may revoke any such appointment. Every such appointment, removal or revocation must be in writing under the hand of the Governing Director. Governing Director may appoint ordinary Directors

74. When the Governing Director dies or resigns office, the ordinary Directors, or if there is no ordinary Director, the Secretary of the Company, shall forthwith convene a General Meeting for the purpose of electing ordinary Directors of the Company. At such meeting the ordinary Directors then in office shall retire, but they shall be eligible for re-election and shall act as Directors throughout such meeting. At such meeting the Company shall elect not less than four nor more than ten persons to be Directors of the Company. Procedure on death or resignation of Governing Director

75. Until otherwise determined by a General Meeting, the number of ordinary Directors shall not be more than ten, nor if and whenever the said Stanley Shaw Bond ceases to be Governing Director, less than four. While the said Stanley Shaw Bond is Governing Director it shall not be obligatory to appoint any ordinary Director. Number of ordinary Directors

76. When the said Stanley Shaw Bond ceases to be Governing Director, the ordinary Directors may exercise all the powers and perform all the duties hereby expressed to be vested in the Directors, Power of ordinary Directors when no Governing Director

but, so long as the said Stanley Shaw Bond is Governing Director, the ordinary Directors shall not exercise any of such powers without the sanction of the Governing Director.

Directors'
remuneration

77. The remuneration of the Governing Director shall be such sum or at such rate per annum as the Company in General Meeting shall from time to time determine. The remuneration of any ordinary Director (other than a Managing Director or any ordinary Director who shall have been appointed and whose remuneration shall have been fixed by the Governing Director) shall be at the rate of Ten guineas for each Board Meeting attended by him, with an extra Two guineas per meeting for the Chairman of the Directors provided that no ordinary Director other than as aforesaid shall be entitled in any year to a greater sum than 250 guineas or in the case of the Chairman of the Directors 300 guineas. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his above-mentioned ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

No qualification
required

78. A Director shall not be required to hold any share qualification.

Office of Director
vacated in certain
cases

79. Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he be found lunatic or become of unsound mind.
- (C) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated his office.
- (D) If he is prohibited from being a Director by any order made under any provision of the Statutes.
- (E) If by notice in writing given to the Company he resigns his office.

A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall arrange.

MANAGING DIRECTORS.

80. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director he shall *ipso facto* and immediately cease to be a Managing Director.

Directors may
appoint Managing
Director

Special position of
Managing Director

POWERS AND DUTIES OF DIRECTORS.

81. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The Directors may also provide from time to time for the management of the affairs of the Company abroad in such manner as they think fit, and in particular may appoint any Local Boards, Managers, Attorneys or Agents, with such

Business of
Company to be
managed by
Directors

powers, including power to sub-delegate, and upon such terms as may be thought fit, and may from time to time revoke or vary any such appointment.

Limit to Directors' borrowing powers

82. The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company, or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit: Provided that after the said Stanley Shaw Bond ceases to be Governing Director the amount for the time being remaining undischarged of moneys borrowed, raised or secured by the Directors (otherwise than by the issue of share capital) shall not at any time exceed the sum of £20,000 without the sanction of the Company in General Meeting; but no lender shall be bound to see that this limit is observed.

Continuing Directors may act to fill vacancies or summon meetings

83. The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case at any time after the said Stanley Shaw Bond shall have ceased to be Governing Director the ordinary 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 to act as Directors 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.

All moneys to be paid into banking account

How cheques are to be signed

84. All moneys, bills, and notes belonging to the Company shall be paid to or deposited with the Company's bankers to an account to be opened 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 the Governing Director alone or an ordinary Director authorised in writing by the Governing Director so to do, or at least two ordinary Directors and unless signed by the Governing Director shall be 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.

Directors to appoint bankers

Directors to comply with the Statutes

85. The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates required by Section 111 of the Companies Act

1929, the particulars required by Section 108 of the same Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and other particulars connected with the above.

86. A Director may contract with and be interested in any contract or proposed contract with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Directors as required by Section 149 of the Companies Act 1929. Subject to making such declaration of interest, a Director may vote in respect of any contract or arrangement in which he shall be interested.

Director may
contract with
Company

ROTATION OF DIRECTORS.

87. Subject to the provisions of these Articles, one-third of the ordinary Directors for the time being (if any), or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office at the Ordinary General Meeting in every year.

One-third of
Directors to retire
at Ordinary
Meeting

88. The Directors to retire shall be the Directors who have been longest in office since their last election, or, if they have been appointed by the Governing Director and not since elected, since their appointment. As between Directors of equal seniority, the Directors to retire shall, in the absence of agreement, be selected from among them by lot. A retiring Director shall be eligible for re-election, and shall act as a Director throughout the meeting at which he retires.

Senior Directors to
retire.
Retiring Director
eligible for
re-election

89. Subject to any resolution reducing the number of Directors, the Company shall, at the meeting at which any Director shall retire in manner aforesaid, fill up the vacated office by electing a person thereto. The Company may at any General Meeting without notice in that behalf, fill up any other vacancies occurring in the Board of Directors.

Office to be filled at
meeting at which
Director retires

90. No person, not being a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting, unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the

Members eligible
for office of Director
if prescribed notice
and consent lodged
at office

date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than seven nor more than fourteen intervening days.

If places not filled
up retiring
Directors deemed
re-elected

91. Subject to any resolution reducing the number of Directors, if at any meeting at which an election of Directors ought to take place, the places of the retiring Directors, or some of them, are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall, if willing to act, be deemed to have been re-elected.

Number of
Directors may be
increased or
reduced

92. The Company may from time to time in General Meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid.

Ordinary Director
may be removed
by Ordinary
Resolution

93. The Company may by Ordinary Resolution remove any ordinary Director before the expiration of his period of office and, if thought fit, appoint another ordinary Director in his stead: Provided always that this regulation shall not apply in the case of an ordinary Director who is also an executor or trustee of the will of the said Stanley Shaw Bond. Any person so appointed shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS.

Meeting of
Directors

Quorum

Casting vote of
Chairman

94. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Director may call
meeting of Board

95. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

Chairman of
Directors

96. The Governing Director (if any) shall be Chairman of the Directors and preside at their meetings. Subject as aforesaid, the Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office. If there be no Chairman of the Directors, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting. The Chairman of the Directors shall be the Chairman of the Company.

97. The Directors may delegate any of their powers 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.

Power for Directors
to appoint
committees

98. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

Chairman of
committees

99. A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

Meeting of
committees

100. All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person 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.

All acts done by
Directors to be
valid

101. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Minutes to be made
and when signed by
Chairman to be
conclusive evidence

102. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

Resolution signed
by Directors to be
valid

THE SEAL.

103. The seal shall not be affixed to any instrument except by the authority of the Governing Director or of a resolution of the Board of Directors, and in the presence of at least one Director or some other person authorised by the Governing Director, and of the Secretary, and such Director or other person and the Secretary shall sign every instrument to which the seal shall be affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly

Affixing of Seal

Foreign seal

affixed. The Company may exercise the powers of Section 32 of the Companies Act 1929, and such powers are accordingly hereby vested in the Directors.

SECRETARY.

Secretary

104. The Secretary of the Company shall be appointed by the Directors, who may also from time to time, by resolution, appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

DIVIDENDS AND RESERVE FUND.

Application of profits

105. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls.

Declaration of dividends

106. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits available for dividends shall be conclusive.

Directors may form reserve fund and invest

107. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall, at the discretion of the Directors, be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting, be, as to the whole or in part, applicable for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company.

108. Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

Dividend warrants
to be sent to
members by post

Unpaid dividends
not to bear interest

CAPITALISATION OF RESERVES, Etc.

109. 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 in the capital of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares and distribute the same credited as fully paid up amongst such shareholders in the proportions aforesaid in satisfaction of their shares and interests 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, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares in trustees upon such trusts for 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 the shares to be distributed as aforesaid shall be

filed 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.

ACCOUNTS.

Accounts to
be kept

110. The Directors shall cause proper accounts to be kept—

- (A) Of the assets and liabilities of the Company,
- (B) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and
- (c) Of all sales and purchases of goods by the Company.

Books to be kept
at registered office

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

Accounts and books
may be inspected
by members

111. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by Statute or authorised by the Directors, or by a resolution of the Company in General Meeting.

Profit and loss
account to be
made up and laid
before Company

Balance sheet to be
made out yearly

112. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than twelve months before such meeting. A balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Company in General Meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Companies Act 1929, and the Directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. The Auditors' report shall be attached to the balance sheet and shall be read before the Company in General Meeting and be open to inspection by any member as required by Section 129 of the same Act.

AUDIT.

113. 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, and the provisions of Sections 132, 133 and 134 of the Companies Act 1929 and any modification or re-enactment thereof for the time being in force in regard to Audit and Auditors shall be observed.

Accounts to be audited

NOTICES.

114. A notice or any other document 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 address as appearing in the register of members.

Service of notices by Company

115. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.

How joint holders of shares may be served

116. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Members abroad not entitled to notices unless they give address in United Kingdom

117. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

Notices in case of death or bankruptcy

118. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

When service effected

How time to be
counted

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

WINDING UP.

Distribution of
assets in specie

120. If the Company shall be wound up the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929. A Special Resolution sanctioning a sale to another company duly passed pursuant to the said section may in like manner determine that any shares or other consideration receivable by the Liquidators be distributed amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

INDEMNITY.

121. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 152 of the Companies Act 1929.

18/53
The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to s. 117 (2))

OF

**BUTTERWORTH & CO. (PUBLISHERS),
LIMITED.**

Passed 1st May 1944.

REGISTERED

19 MAY 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, 4, 5 & 6 Bell Yard, Temple Bar, London, W.C.2, on the 1st day of May 1944, the following Special Resolution was duly passed :—

RESOLVED :—

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

Dated the 17th day of May 1944.

Hamish R. Moore

Chairman.

These are the Articles of Association referred to in the foregoing Special Resolution.

James H. M. Bore

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

OF

**BUTTERWORTH & CO. (PUBLISHERS),
LIMITED.**

(Adopted by Special Resolution passed on the 1st day of May 1944.)

TABLE A EXCLUDED.

1. The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company, except so far as the same are repeated or contained in these Articles. Table A excluded

INTERPRETATION.

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context— Interpretation clause

WORDS.

MEANINGS.

The Statutes	..	The Companies Act 1929, and every other Act for the time being in force concerning joint stock companies and affecting the Company.	Definitions
These Articles	..	These Articles of Association as originally framed or as altered from time to time by Special Resolution.	
The Directors	..	The Directors for the time being of the Company.	
The Office	..	The registered office for the time being of the Company.	
The Seal	..	The common seal of the Company.	
The United Kingdom	..	Great Britain and Northern Ireland.	

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles. Expression in Statutes to bear same meaning in Articles

SHARES.

3. The capital of the Company is divided into 250,000 shares of £1 each. Capital

How shares to be issued

4. The shares shall be under the control of the Directors, who may allot and issue the same (subject always to Articles 5 and 44 hereof) to such persons on such terms and conditions and at such times as the Directors think fit, but so that no shares shall be issued at a discount except in accordance with Section 47 of the Companies Act 1929. Any preference share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

Private Company

5. The Company is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (B) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment, to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member; and (C) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

Commission on subscription of shares

6. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company: Provided that such commission shall not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of Sections 43, 44 and 108 of the Companies Act 1929 shall be observed. Any such commission may be satisfied in fully paid shares of the Company, in which case Section 42 of the said Act shall be duly complied with.

Interest on share capital during construction

7. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 54 of the Companies Act 1929, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

Receipts of joint holders of shares

8. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

No trust recognised

9. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by Statute required or pursuant to any order of Court.

Registered member entitled to share certificate

10. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal for all the shares registered in his name, specifying the number and denoting numbers of the shares in

respect of which it is issued and the amount paid up thereon: Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by one Director and countersigned by the Secretary or some other person nominated by the Directors for the purpose.

11. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding one shilling as the Directors may from time to time require.

New certificate
may be issued

LIEN.

12. The Company shall have a first and paramount lien upon all shares not fully paid registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

Company to have
lien on shares and
dividends

13. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

Lien may be
enforced by sale
of shares

14. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

Application of
proceeds of sale

15. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser, and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Directors may
transfer and enter
purchaser's name
in share register

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

Member not entitled
to privileges or
membership until
all calls paid

CALLS ON SHARES.

17. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members

Directors may
make calls

Fourteen days' notice to be given

in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.

When call deemed made

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

Liability of joint holders

19. The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

Interest on unpaid call

20. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

Sums payable on allotment deemed a call

21. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

Difference in calls

22. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

Calls may be paid in advance

23. 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 his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

TRANSFER OF SHARES.

Shares to be transferable.

24. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing in the usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the office, accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

Persons under disability

25. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Transfers to be executed by both parties

26. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall

be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

27. The Company shall provide a book to be called the "Register of Transfers," which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

Company to provide and Secretary to keep register

28. The Directors may, in their discretion, and without assigning any reason, refuse to register a transfer of any share. 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. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

Directors may refuse to register

Transfer fee

29. Subject to compliance with Section 99 of the Companies Act 1929, the register of transfers may be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

Register of transfers may be closed

TRANSMISSION OF SHARES.

30. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

On death of member survivor or executor only recognised

31. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share, or, subject to the provisions as to transfers herein contained, transfer the same to some other person.

Persons becoming entitled on death or bankruptcy of member may be registered

32. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share.

Persons entitled may receive dividends without being registered as member, but may not vote

FORFEITURE OF SHARES.

33. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent. per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

Directors may require payment of call with interest and expenses

Notice requiring
payment to contain
certain particulars

34. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

On non-compliance
with notice shares
forfeited on
resolution of
Directors

35. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

Notice of forfeiture
to be given and
entered in register
of members

36. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Directors may
allow forfeited
share to be
redeemed

37. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

Shares forfeited
belong to
Company

38. Every share which shall be forfeited may be sold, re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid.

Former holders
of forfeited shares
liable for call
made before
forfeiture

39. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

Consequences of
forfeiture

40. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share ~~and~~ between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

Title to forfeited
share

41. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly

forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

ALTERATIONS OF CAPITAL.

42. The Company may so far alter the conditions of its Memorandum of Association as by Ordinary Resolution—

Company may alter its capital in certain ways

- (A) To consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) To cancel any shares not taken or agreed to be taken by any person, or
- (C) To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Statutes, and so that as between the resulting shares, one or more of such shares may by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares ;

and by Special Resolution—

- (D) To reduce its capital and any capital redemption reserve fund in any manner authorised and subject to any conditions prescribed by the Statutes.

INCREASE OF CAPITAL.

43. The Company in General Meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the General Meeting resolving upon such increase directs.

Company may increase its capital

44. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors

Unissued and new shares to be first offered to members unless otherwise determined

may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

New shares to be
ordinary capital
unless otherwise
provided

45. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original ordinary share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

MODIFICATION OF CLASS RIGHTS.

Rights of share-
holders may be
altered

46. Subject to the provisions of Section 61 of the Companies Act 1929, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

GENERAL MEETINGS.

General Meetings

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

Ordinary and
Extraordinary
Meetings

48. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

Extraordinary
Meetings

49. The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Companies Act 1929.

Notice of meeting

50. Subject to the provisions of the Statutes relating to the convening of meetings to pass Special Resolutions, seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate any resolution passed or proceeding had at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS.

51. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, and any other documents annexed to the balance sheets, the election of Directors in place of those retiring by rotation and the fixing of the remuneration of the Auditors.

Special business

52. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be members personally present, not being less than two, and holding or representing by proxy not less than one twentieth part of the issued share capital of the Company.

No business to be transacted unless quorum present

How quorum to be ascertained

53. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. 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 within half an hour from the time appointed for holding the meeting, the meeting shall stand dissolved.

If quorum not present meeting adjourned or dissolved

54. The Chairman of the Board, or, in his absence, the Deputy Chairman, shall be entitled to preside as Chairman at every General Meeting of the Company. If at any General Meeting neither the Chairman nor the Deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as Chairman, if willing to act. If there be no Director present who shall be willing to act, the members present shall choose one of their number to act as Chairman.

Chairman of Board to preside at all meetings

55. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Notice of adjournment to be given

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

How resolution decided

Poll to be taken
as Chairman shall
direct

57. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll in certain
cases

58. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

Chairman to have
casting vote

59. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

Business to be
continued if poll
demanded

60. 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.

Member to have
one vote or one
vote for every
share

61. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every member shall have one vote on a show of hands and in case of a poll shall have one vote for every share of which he is the holder.

Votes of lunatic
member

62. If any member be a lunatic, idiot or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

Votes of joint
holders of shares

63. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Only members not
indebted to
Company in respect
of shares entitled
to vote

64. Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, at any General Meeting.

How votes may be
given and who can
act as proxy

65. Votes may be given either personally or by proxy. On a show of hands a member (other than a corporation) present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. No person shall act as a proxy, except for a corporation, who is not entitled to be present and vote in his own right.

Instrument
appointing proxy
to be in writing

66. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.

Instrument
appointing a proxy
to be left at
Company's office

67. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

68. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

" I, BUTTERWORTH & Co. (PUBLISHERS), LIMITED,
 " of , a member of
 " BUTTERWORTH & Co. (PUBLISHERS), LIMITED,
 " hereby appoint
 " of
 " another member of the Company, and failing him,
 " of
 " another member of the Company, to vote for me
 " and on my behalf at the [Ordinary, Extraordinary
 " or Adjourned, as the case may be] General Meeting
 " of the Company to be held on the day of
 " , and at every adjournment
 " thereof.

" As witness my hand this day of 19 ."

DIRECTORS.

69. Until otherwise determined by a General Meeting, the number of Directors shall be not less than two nor more than ten.

Appointment and
number of
Directors

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

Power to add
to Directors

ALTERNATE DIRECTORS.

71. Every Director may appoint any person (who is not an employee of the Company) approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification, and he shall *ipso facto* vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this clause shall be effected by notice in writing to the Company under the hand of the Director making the same. Every person acting as an alternate Director shall be an officer of the Company, and he shall not be deemed to be the agent of the Director appointing him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

Alternate Directors.

72. A Director shall not be required to hold any share qualification.

No qualification
required

73. The remuneration of the Directors (other than the Managing Director, if any) shall be such sum (if any) as shall from time to time be voted to them by the Company in General Meeting. Such remuneration (unless otherwise determined by the resolution by which it is voted) shall be divided amongst the Directors (other than as aforesaid) as they shall agree, or, failing agreement, equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or

Directors'
remuneration

about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

Office of Director
vacated in certain
cases

74. Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or becomes of unsound mind.
- (C) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated his office.
- (D) If he is prohibited from being a Director by any order made under any provision of the Statutes.
- (E) If by notice in writing given to the Company he resigns his office.

A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall arrange.

MANAGING DIRECTORS.

Directors may
appoint
Managing Director

75. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes.

Vacation of office by
Managing Director

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

POWERS AND DUTIES OF DIRECTORS.

Business of
Company to be
managed by
Directors

77. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General

Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The Directors may also provide from time to time for the management of the affairs of the Company abroad in such manner as they think fit, and in particular may appoint any Local Boards, Managers, Attorneys or Agents, with such powers, including power to sub-delegate, and upon such terms as may be thought fit, and may from time to time revoke or vary any such appointment.

78. The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit: Provided that the amount for the time being remaining undischarged of moneys borrowed, raised or secured by the Directors (otherwise than by the issue of share capital) shall not at any time exceed the nominal amount of the issued share capital for the time being of the Company without the sanction of the Company in General Meeting; but no lender shall be bound to see that this limit is observed.

Limit to Directors' borrowing powers

79. 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 to act as Directors 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.

Continuing Directors may act to fill vacancies or summon meetings

80. All moneys, bills and notes belonging to the Company shall be paid to or deposited with the Company's bankers to an account to be opened 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.

All moneys to be paid into banking account
Cheques to be signed by one Director and Secretary

Directors to appoint bankers

81. The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates required by Section 111 of the Companies Act 1929, the particulars required by Section 108 of the same Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements, and other particulars connected with the above.

Directors to comply with the Statutes

82. A Director may contract with and be interested in any contract or proposed contract with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Directors as required by Section 149 of the Companies Act 1929. Subject to making such declaration of interest, a Director may vote in respect of any contract or arrangement in which he shall be interested.

Director may contract with Company

Members eligible
for office of Director
if prescribed notice
and consent lodged
at office

83. No person shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting, unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than twenty-one intervening days.

Number of Directors
may be increased
or reduced

84. The Company may from time to time in General Meeting increase or reduce the number of Directors, and, subject as aforesaid, may make any appointments necessary for effecting any such increase; but this Article shall not be construed as authorising the removal of a Director otherwise than by Extraordinary Resolution.

Casual vacancy in
Board to be filled
by Directors

85. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.

Director
may be removed
by Extraordinary
Resolution

86. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another Director in his stead. Any person so appointed shall retain his office only until the next following Ordinary General Meeting of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.

PROCEEDINGS OF DIRECTORS.

Meeting of
Directors

87. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Quorum

Casting vote of
Chairman

Director may call
meeting of Board

88. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

Chairman of
Directors

89. The Board may from time to time by resolution elect a Chairman and Deputy-Chairman of their meetings and determine the period for which they are to hold office, but if no such Chairman or Deputy-Chairman be elected or if neither the Chairman nor the Deputy-Chairman be present at the time appointed for holding a meeting and willing to act, the Directors present shall choose one of their number to be Chairman of such meeting. The Chairman and Deputy-Chairman of the Board shall be Chairman and Deputy-Chairman respectively of the Company.

Power for Directors
to appoint
committees

90. The Directors may delegate any of their powers 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.

91. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting. Chairman of committees

92. A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote. Meetings of committees

93. All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person 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. All acts done by Directors to be valid

94. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated. Minutes to be made and when signed by Chairman to be conclusive evidence

95. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Resolution signed by Directors to be valid

THE SEAL.

96. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, and such Director and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. The Company may exercise the powers of Section 32 of the Companies Act 1929, and such powers are accordingly hereby vested in the Directors. Seal to be affixed by authority of resolution of Board and in the presence of one Director and Secretary

Foreign seal

SECRETARY.

97. The Secretary of the Company shall be appointed by the Directors, who may also from time to time, by resolution, appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment. Secretary

DIVIDENDS AND RESERVE FUND.

98. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls. Application of profits

99. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and Declaration of dividends

pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.

Directors may form
reserve fund and
invest

100. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting, be, as to the whole or in part, applicable for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

Dividend warrants
to be sent to
members by post

101. Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

Unpaid dividends
not to bear interest

CAPITALISATION OF RESERVES, Etc.

102. 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 in the proportions 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

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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 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.

ACCOUNTS.

103. The Directors shall cause proper accounts to be kept—
- (A) Of the assets and liabilities of the Company.
 - (B) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place.
 - (C) Of all sales and purchases of goods by the Company.

Accounts to be kept

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

Books to be kept at registered office

104. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by Statute or authorised by the Directors, or by a resolution of the Company in General Meeting.

Accounts and books may be inspected by members

105. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, made up to a date not more than six months before such meeting. A balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Company in General Meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Companies Act 1929, and the Directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. The Auditors' report shall be attached to the balance sheet and shall be read before the Company in General Meeting and be open to inspection by any member as required by Section 129 of the same Act.

Profit and loss account to be made up and laid before Company

Balance sheet to be made out yearly

AUDIT.

106. 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

Accounts to be audited

or Auditors, and the provisions of Sections 132, 133 and 134 of the Companies Act 1929 and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed.

NOTICES.

Service of notices
by Company

107. A notice or any other document 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 address as appearing in the register of members.

How joint holders
of shares may be
served

108. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.

Members abroad
not entitled to
notices unless they
give address

109. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Notices in case
of death or
bankruptcy

110. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

When service
effected

111. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

112. Subject to the provisions of the Statutes relating to the convening of meetings to pass Special Resolutions, where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

WINDING UP.

Distribution of
assets in specie

113. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed

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pursuant to Section 234 of the Companies Act 1929. A Special Resolution sanctioning a sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the Liquidators amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

INDEMNITY.

114. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

Number of 125354
Company |

Form No. 28.

THE COMPANIES ACT, 1929.



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

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 55 of The Companies Act, 1929).

Pursuant to Section 51.

Insert the
Name of
the
Company

BUTTERWORTH & CO. (PUBLISHERS)
LIMITED.

REGISTERED
13 JAN 1947

Presented by

SLAUGHTER & MAY,

18 AUSTIN FRIARS,

LONDON, E.C.2.

TO THE REGISTRAR OF COMPANIES.

The _____

BUTTERWORTH & CO. (PUBLISHERS), LIMITED

hereby gives you notice in accordance with Section 51 of The Companies Act, 1929,

that pursuant to an Ordinary Resolution of the Company passed on the 14th January 1947

1. The whole of the authorised Share Capital (250,000 Ordinary Shares of £1 each) was sub-divided into Shares of 5/- each.
2. The issued Ordinary Shares (924,000 Shares of 5/- each) were converted into ordinary Stock.

(Signature) Isobell

(State whether Director or Manager or Secretary) Secretary

THE COMPANIES ACT, 1929.

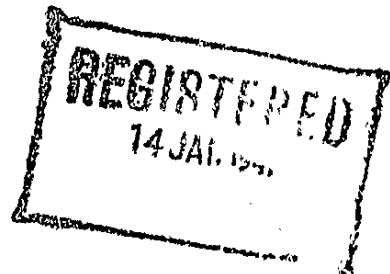


COMPANY LIMITED BY SHARES.

**BUTTERWORTH & CO. (PUBLISHERS),
LIMITED**

Special Resolution

Passed 14th January, 1947.



1. That the Articles of Association of the Company be amended by the incorporation therein of Clauses 30 to 33 (both inclusive) of Table A in the First Schedule to the Companies Act, 1929.
2. That new Articles of Association (a print whereof is submitted to this meeting and signed for the purpose of identification by the Chairman) be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.


Chairman

King & Bull
Chairman
14th January 1947

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

BUTTERWORTH & CO. (PUBLISHERS), LIMITED

Incorporated the 14th day of November, 1912.

(New Articles of Association adopted by Special Resolution passed
on the 14th day of January, 1947.)

*This is the print of the new Articles of Association of
Butterworth & Co (Publishers), Limited submitted to an
Extraordinary General Meeting of the Company held on
14th January 1947 and signed for the purpose of
identification by the Chairman.*

King & Bull
Chairman
BULL & BULL,
11, STONE BUILDINGS,
LINCOLNS INN, W.C.2.

SLAUGHTER & MAY,
18, AUSTIN FRIARS,
E.C.2.

COMPANY LIMITED BY SHARES.

Articles of Association
— OF —
BUTTERWORTH & CO. (PUBLISHERS),
LIMITED

(Adopted by Special Resolution passed on 14th January, 1947.)

TABLE A.

1. The regulations in Table A in the First Schedule to the Companies Act, 1929, shall not apply to the Company except so far as the same are incorporated or contained in these Articles.

INTERPRETATION.

2. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS.	MEANINGS.
The Statutes ...	The Companies Act, 1929, and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.
The Act ...	The Companies Act, 1929.
These Articles ...	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Office ...	The Registered Office of the Company.
The Seal...	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.

WORDS.	MEANINGS.
The Board ...	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
Month ...	Calendar Month.
Year ...	Year from the 1st January to the 31st December inclusive.
In writing ...	Written or produced by any substitute for writing, or partly written and partly so produced.

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

Words importing the masculine gender shall include the feminine gender, and

Words importing persons shall include corporations, and the expressions "Debenture" and "Debenture Holder" shall include Debenture Stock and Debenture Stock Holder and the expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of Secretary.

Subject as aforesaid any words or expressions defined in the Statutes shall if not inconsistent with the subject or context bear the same meaning in these Articles.

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 Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

4. The Office shall be at such place in England as the Board shall from time to time appoint.

5. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares except in the course of transactions mentioned in the proviso to Section 45 (1) of the Act.

CAPITAL.

6. The Share Capital of the Company at the date of the adoption of these Articles is £250,000, divided into £231,000 Ordinary Stock transferable in units of 5s. and 76,000 Ordinary Shares of 5s. each.

7. The Ordinary Shares confer on the holders the right to receive *pari passu* and in proportion to the amounts paid up or credited as paid up thereon any balance of profits available for distribution and determined to be distributed and the right in a winding up to participate in the balance of surplus assets in proportion to the nominal amount of the Ordinary Shares held by them respectively.

8. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine.

9. Subject to the provisions of Section 46 of the Act, any preference shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of such shares shall by Special Resolution determine.

MODIFICATION OF RIGHTS.

10. Whenever the Share Capital of the Company is divided into more than one class of shares the special rights attached to any class of shares may, subject to the provisions of Section 61 of the Act, either with the consent in writing of the holders of three fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of such holders, be varied or abrogated. To every such separate General Meeting all the provisions of these Articles relating to General Meetings or to the proceedings thereat shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of the class, and that the holders of shares of the class shall on a poll have one vote for each share of the class held by them respectively, and that if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum.

11. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith.

SHARES.

12. Subject to the provisions of these Articles the shares of the Company shall be at the disposal of the Board which may 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 Board may determine but so that no shares shall be issued at a discount except in accordance with Section 47 of the Act.

13. The Board shall as regards any offer or allotment of shares comply with the provisions of Sections 39, 40 and 42 of the Act, if and so far as such provisions may be applicable thereto.

14. The Company (or the Board on behalf of the Company) may exercise the powers of paying commissions conferred by Section 43 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

15. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company, or the Board on behalf of the Company, may, subject to the conditions and restrictions mentioned in Section 54 of the Act, pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

16. Except as ordered by a Court of competent jurisdiction or as by Statute required, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder, or in the case of a share warrant in the bearer of a warrant for the time being.

17. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of such sum not exceeding 2s. 6d. for every certificate after the first as the Board shall from time to time determine. Every certificate shall be under the Seal, shall bear the autographic signatures of at least one Director and the Secretary and shall specify the shares to which it relates and the amount paid up thereon. Provided that in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

18. If a share certificate be defaced, lost or destroyed it may be renewed on payment of such fee (if any) not exceeding one shilling and on such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board thinks fit.

LIEN.

19. The provisions of Clauses 7 to 10 (both inclusive) of Table A shall apply.

CALLS ON SHARES.

20. The provisions of Clauses 11 to 16 (both inclusive) of Table A shall apply.

TRANSFER OF SHARES.

21. Subject to such of the restrictions of these Articles as may be applicable, any Member may transfer all or any of his shares by transfer in writing in the usual common form.

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

23. The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of shares

(not being fully-paid shares) to a person of whom it shall not approve, and may also decline to register any transfer of shares on which the Company has a lien.

24. The Board may also decline to recognise any instrument of transfer unless :

- (a) Such fee not exceeding 2s. 6d. as the Board may from time to time require is paid to the Company in respect thereof;
- (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) The instrument of transfer is in respect of only one class of share.

25. If the Board refuses to register a transfer it shall within two months after the date on which the transfer was lodged send to the transferee notice of the refusal.

26. The register of transfers may be closed at such times and for such periods as the Board may from time to time determine, provided always that it shall not be closed for more than 30 days in any year.

27. The Company shall be entitled to charge a fee of 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, distringas notice, or other instrument.

TRANSMISSION OF SHARES.

28. In case of the death of a shareholder the survivor or survivors where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

29. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

30. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member. Where any persons entitled to a share by transmission or otherwise than by transfer shall not pursuant to these Articles have become the registered holder thereof or transferred the same and shall fail so to do for three months after being thereunto required by notice in writing by the Board so to do, the Board may at any time after the expiration of that period withhold payment of all dividends or bonuses declared on such share until compliance with such request has been made.

31. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company, or, save as aforesaid, to any of the rights or privileges of a Member until he shall have become a Member in respect of such share.

FORFEITURE OF SHARES.

32. The provisions of Clauses 23 to 29 (both inclusive) of Table A shall apply except that the liability of a person whose shares have been forfeited shall cease if and when the Company shall have received payment in full of the price at which the shares so forfeited were issued together with any interest and expenses which may have accrued.

STOCK.

33. The provisions of Clauses 30 to 33 (both inclusive) of Table A shall apply.

SHARE WARRANTS.

34. The Company may issue share warrants, and, accordingly the Board may in its discretion with respect to any share which is fully paid up, on application in writing by the person registered as the holder of such share and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the persons signing the request, and on receiving the certificate (if any) of the shares, and such fee (if any) not exceeding two shillings and sixpence, as the Board

may from time to time require, issue under the Seal a warrant, duly stamped, stating that the bearer of the warrant is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of dividends or other moneys on the shares included in the warrant. The person so applying shall also if the Board so requires pay the amount of the stamp duty on the warrant and all other proper expenses.

35. A share warrant shall entitle the bearer to the shares included in it, and the shares shall be transferred by the delivery of the share warrant, and the provisions of these Articles with respect to transfer and transmission of shares shall not apply thereto.

36. The bearer of a share warrant shall, on surrender of the warrant to the Company for cancellation, and on payment of such sum, not exceeding 2s. 6d. as the Board may from time to time prescribe, be entitled to have his name entered as a Member in the register of Members in respect of the shares included in the warrant but the Company shall in no case be responsible for any loss or damage incurred by any person by reason of the Company entering in its register of Members upon the surrender of a warrant the name of any person not the true and lawful owner of the warrant surrendered.

37. The bearer of a share warrant may at any time deposit the warrant at the Office or such other place as the Board may appoint, and so long as the warrant remains so deposited the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any Meeting held after the expiration of two clear days from the time of deposit, as if his name were inserted in the register of Members as the holder of the shares included in the deposited warrant. Not more than one person shall be recognised as depositor of the share warrant. The Company shall, on two days' written notice, return to the depositor any share warrant so deposited at the Office.

38. Subject as herein otherwise expressly provided, no person shall as bearer of a share warrant sign a requisition for calling a Meeting of the Company, or attend or vote or exercise any other privilege of a Member at a Meeting of the Company, or be entitled to receive any notices from the Company, but the bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of Members as the holder of the shares included in the warrant (except that he shall not be qualified in respect of the shares specified in the warrant for being a Director of the Company), and he shall be a Member of the Company.

39. The Board may from time to time make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, or destruction.

INCREASE OF CAPITAL.

40. The Company may from time to time, by resolution in general meeting, increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

41. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of Section 47 of the Act) at a discount to all the ordinary shareholders for the time being, in proportion to the number of ordinary shares held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

42. The new shares shall be subject to the same provisions, with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the shares in the original capital, and unless otherwise provided in accordance with these Articles the new shares shall be ordinary shares.

ALTERATIONS OF CAPITAL.

43. The Company may in general meeting by Ordinary Resolution :—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (b) Sub-divide its shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over or may have such deferred rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares.
- (c) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

And may also by Special Resolution

- (d) Reduce its capital and any capital redemption reserve fund in any manner and with and subject to any incident authorised and consent required by law.

GENERAL MEETINGS.

44. A General Meeting shall be held in every year at such time (within a period of not more than fifteen calendar months after the holding of the last preceding General Meeting) and place as may be prescribed by the Board. The above-mentioned General Meetings shall be called Ordinary Meetings: all other General Meetings shall be called Extraordinary Meetings.

45. The Board may call an Extraordinary Meeting whenever it thinks fit. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Board.

46. The Board shall, on the requisition of the holders of not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit of the requisition carries the right of voting at General Meetings, forthwith proceed to convene an Extraordinary Meeting. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office, and may consist of several documents in like form each signed by one or more of the requisitionists. If the Board does not within twenty-one days from the date of the requisition being so deposited proceed duly to convene a meeting 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. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

NOTICE OF GENERAL MEETINGS.

47. Subject to the provisions of Section 117 of the Act relating to meetings convened for the purpose of passing Special Resolutions seven days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such Members as are under the provisions herein contained entitled to receive notices from the

Company. The accidental omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

48. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all business that is transacted at an Ordinary Meeting with the exception of sanctioning dividends, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation or otherwise, and the appointment of Auditors and the fixing of the remuneration of the Auditors and any extra remuneration of the Directors.

49. No business shall be transacted at any General Meeting (except the appointment of a Chairman) unless a quorum is present when the meeting proceeds to business. Save as otherwise provided by these Articles or required by the Statutes three Members present in person shall be a quorum for all purposes. A corporation being a Member shall be deemed to be personally present if represented in accordance with the provisions of Section 116 of the Act.

50. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such time and place as may be appointed by the Chairman, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting the Members present shall be a quorum.

51. The Chairman (if any) of the Board or in his absence the Deputy-Chairman (if any) shall preside as Chairman at every General Meeting of the Company.

52. If there be no such Chairman or Deputy-Chairman or if at any meeting neither the Chairman nor the Deputy-Chairman be present within 15 minutes after the time appointed for holding the meeting or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present shall choose one of their number to be Chairman.

53. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business

shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

54. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or in writing by at least three Members present in person and entitled to vote or by any Member or Members present in person or by proxy and entitled to vote holding not less than one-tenth of the issued share capital of the Company. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, 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.

55. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution, unless it be pointed out at the same meeting, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.

56. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

57. In the case of an equality of votes at a General Meeting, whether on a show of hands or on a poll, the Chairman of such meeting shall be entitled to a second or casting vote.

58. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

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

VOTES OF MEMBERS.

60. Subject to any special terms as to voting upon which any capital may be issued or may from time to time be held, on a show of hands every Member who is present in person shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for each Share of which he is the holder.

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

62. A corporation, being a Member, may vote by its representative duly authorised in accordance with the provisions of Section 116 of the Act, who shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a Member, and shall be reckoned as a Member for all purposes.

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

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

65. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

66. On a poll, votes may be given either personally or by proxy.

67. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.

68. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy or he is appointed to act at that meeting as the representative of a corporation pursuant to Section 116 of the Act.

69. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or an office copy, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and, in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

70. An instrument appointing a proxy may be in the following form or in any other form which the Board shall approve.

"BUTTERWORTH & Co. (PUBLISHERS), LIMITED.

"I, _____ of _____,
 "being a Member of the above-mentioned Company, hereby
 "appoint _____ of _____,
 "as my proxy to vote for me and on my behalf at the
 "[Ordinary or Extraordinary, as the case may be] General
 "Meeting of the Company to be held on the _____ day of
 "_____, 19____, and at any adjournment thereof.

"As witness my hand this _____ day of _____ 19____."

71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation, or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS.

72. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two or more than ten in number.

73. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by a resolution of the Board, to act as alternate Director in his place 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 and remuneration 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 he represents. Any Director acting as an alternate Director shall be con-

sidered as two or more Directors (according to the number of Directors he represents) and shall have an additional vote for each Director for whom he acts as an alternate Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

74. Any instrument appointing an alternate Director shall be left at the Office and shall, as nearly as circumstances will admit, be in the form or to the effect following:—

“BUTTERWORTH & CO. (PUBLISHERS), LIMITED.”

“I, _____, a Director
 “of the above named Company, in pursuance of the power
 “in that behalf contained in Article 73 of the Articles of
 “Association of the Company, do hereby nominate and
 “appoint _____ of
 “_____ to act as alternate Director in my place
 “during my absence and to exercise and discharge all my
 “duties as a Director of the Company.

“As witness my hand this _____ day of _____ 19__.”

75. The remuneration of the Directors (other than any Managing Director) shall be such sum as shall from time to time be determined by the Company in General Meeting. Such remuneration (unless otherwise determined by the resolution by which it is voted) shall be divided among the Directors (other than aforesaid) as they shall agree, or, failing agreement, equally. The Directors shall also be paid their travelling and hotel expenses of attending and returning from Board Meetings and all other expenses properly incurred while engaged on the business of the Company.

76. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of, or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it thinks fit including the exercise in favour of any resolution appointing it or any of its number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

77. Any Director, who by request performs special services, or goes or resides abroad for any purposes of the Company, shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which may be charged as part of the Company's ordinary working expenses.

78. The Board on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held the office of Managing Director, Assistant Managing Director or Manager or other salaried office or place of profit with the Company, or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

79. As from the 1st day of April, 1947, the qualification of a Director shall be the holding alone and not jointly with any other person, of Ordinary Shares having a nominal value of £250, or the equivalent amount of Ordinary Stock. A Director may act before obtaining his qualification, but if not already qualified, shall obtain his qualification within two months after his appointment, or, in default, his office shall be vacated. If a Director at any time after the expiration of two months from the date of his appointment shall cease to hold his qualification, his office shall be vacated. A person vacating office under this Article shall be incapable of being re-appointed a Director until he shall have obtained his qualification.

80. Without prejudice to the last preceding Article the office of a Director shall be vacated in the following events, namely:—

- (a) If he resign his office by writing under his hand left at the Office.
- (b) If he be found lunatic or of unsound mind, or become bankrupt or compound with his creditors.
- (c) If the Board, being more than two, resolves that he is physically or mentally incapable of performing his duties as a Director.
- (d) If he be absent otherwise than on the business of the Company from meetings of the Board for six calendar months without leave and the Board resolves that his office be vacated.
- (e) If he shall pursuant to the provisions of Section 217 or Section 275 of the Act be prohibited from acting as a Director.
- (f) If he be removed from office under Article 81 hereof.

81. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint any other person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the date on which the Director in whose place he is appointed was last elected a Director.

POWERS AND DUTIES OF DIRECTORS.

82. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

83. The Board may establish any local boards or agencies for managing any of the affairs of the Company either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

84. The Board may from time to time and at any time by power of attorney appoint any company firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection

and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers authorities and discretions vested in him.

85. The Company may exercise the powers conferred by Section 32 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board.

86. The Company or the Board on behalf of the Company may exercise the powers conferred upon the Company by Sections 103 to 107 (both inclusive) of the Act with regard to the keeping of a Dominion Register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such register.

87. The Directors may raise or borrow for the purpose of the Company's business such sums of money as they think fit and may secure the same in any manner but so that the aggregate principal amount at any one time outstanding in respect of moneys so borrowed or raised by the Board for the purposes of the Company (otherwise than by the issue of share capital) and of all moneys borrowed or raised by any Subsidiary Company (as defined by Section 127 of the Act) or sub-Subsidiary Company incorporated in the United Kingdom (otherwise than as aforesaid) but exclusive of moneys outstanding in respect of inter-company borrowings shall not without the previous sanction of the Company in General Meeting exceed £150,000, but no debt incurred or security given in respect of moneys borrowed or raised in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time the debt was incurred or the security given that the limit hereby imposed had been exceeded.

88. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director upon such terms as the Board may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement 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 or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established; but subject to the following provisions, viz. :—

- (a) A Director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted; but this prohibition shall not apply to any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor to any contract by a Director to subscribe for or underwrite shares or debentures of the Company, nor to any contract or arrangement with any other company in which he is interested only as a director or as a holder of shares or other securities notwithstanding that the majority or the whole of the Directors of this Company may be directors or members of such other company; and this prohibition may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.
- (b) 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 149 of the Act.

Any Director may act by himself or his firm in a professional capacity for the Company (except as Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

89. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Board shall from time to time by resolution determine.

90. The Board may close any register of debenture-holders of the Company during such period or periods (not exceeding in the case of each such register thirty days altogether in each year) as it thinks fit.

91. The Board shall cause minutes to be made in books provided for the purpose :—

- (a) Of all appointments of officers made by the Board.
- (b) Of the names of the Directors present at each Board or Committee meeting.
- (c) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the Committees.

MANAGING DIRECTOR.

92. The Board may from time to time appoint one or more of its body to the office of Managing Director for such term as it thinks fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and a Director so appointed shall not while holding that office be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but his appointment shall be subject to determination *ipso facto* if he cease from any cause to be a Director.

93. A Managing Director shall receive such remuneration (whether by way of salary, bonus, commission, participation in profits or otherwise, or partly in one way and partly in another) as the Board may determine.

94. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions, and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

THE SEAL.

95. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and shall be so affixed in the presence of at least one Director, and of the Secretary, and such Director and Secretary shall sign every instrument to which the seal is so affixed in their presence.

ROTATION OF BOARD.

96. At the Ordinary Meeting in each year one-third of the Directors for the time being or if their number be not a multiple of three then the number nearest to but not being less than one-third shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

97. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall unless they otherwise agree among themselves be determined by lot.

98. A retiring Director shall be eligible for re-election.

99. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person therefo, unless at such meeting it is expressly resolved not to fill up such vacated office. The Company may also in General Meeting (subject to the provisions of the next following Article) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles.

100. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of a Director at any General Meeting unless, not less than three and not more than fourteen clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

101. If, at any meeting at which an election of Directors ought to take place, the place of any vacating Director is not filled up, such Director if offering himself for re-election shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill up such place.

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

103. Without prejudice to the power of the Company in General Meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any qualified person as a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Ordinary Meeting, and shall then be eligible for re-election.

PROCEEDINGS OF BOARD.

104. The Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or

casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board Meeting. It shall not be necessary to give notice of a Board Meeting to any Director for the time being absent from the United Kingdom.

105. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and, unless so fixed at any other number shall be two.

106. The continuing Directors may act, notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number is reduced below the number fixed by or in accordance with these Articles as the quorum.

107. The Board may elect a Chairman and Deputy-Chairman of its Meetings and determine the period for which he is to hold office. If no such Chairman or Deputy-Chairman be elected or if at any Meeting the Chairman or Deputy-Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

108. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

109. The Board may delegate any of its powers to Committees consisting of a member or members of its body as it thinks 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 Board.

110. The meetings and proceedings of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations imposed by the Board under or by the provisions of the preceding Articles.

111. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

112. All acts done by any Board or Committee Meeting, or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such

Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director.

DIVIDENDS AND RESERVE.

113. The profits of the Company available for dividend and resolved to be distributed shall be distributed among the Members according to their rights and priorities. The Company in General Meeting may declare dividends accordingly but no dividend shall be payable in excess of the amount recommended by the Board.

114. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

115. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company.

116. The Board may from time to time set aside out of the profits of the Company (including therein premiums obtained on the issue of shares) and carry to reserve or reserves such sums as it thinks proper, which shall at the discretion of the Board be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining or providing for depreciation of works, plant and machinery of the Company, or for equalising dividends, or for any other purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares or stock of the Company) as the Board may from time to time think fit.

117. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

118. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein.

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

120. Until otherwise directed, any dividend payable in cash to the registered holders of shares shall be paid by cheque or warrant sent through the post directed to the holder at his registered address and, in the case of joint holders, directed to the holder whose name stands first on the register in respect of the shares at his registered address or directed to such person and at such address as the registered holder or in the case of joint registered holders all such joint registered holders may direct. Every such cheque or warrant shall, unless holders otherwise direct, be made payable to the order of the registered holder and in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends bonuses or other moneys payable in respect of the shares held by such joint holders.

121. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

122. Any General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of the Company or paid-up shares or debentures of any other Company or in any one or more of such ways and the Board shall give effect to such resolution.

CAPITALISATION OF PROFITS.

123. The Company in General Meeting may at any time and from time to time upon the recommendation of the Board by Resolution declare that it is expedient to capitalise any sum or sums (1) forming part of the undivided profits standing to the credit of any reserve fund or (2) being undivided profits in the hands of the Company, and which are not required for the payment of any dividend which at the date of the Resolution is due on any preference shares of the Company and that the same be set free for distribution accordingly and may direct the appropriation of any such sum or sums among the Members, or any class of Members who would be entitled to such profits if distributed as dividend and in the same proportions in which they would have been so entitled, by applying the same in paying up shares or debentures of the Company or in any one or more of such ways for distribution among such Members as fully paid and the Board shall give effect to such Resolution.

124. Where any difficulty arises in regard to any distribution under either of the last two preceding Articles the Board may settle the same as it thinks expedient and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees upon such trusts for the persons entitled to participate in the dividend or in the appropriation or distribution of such sum or sums as may seem expedient to the Board. Where requisite, a proper contract shall be filed in accordance with the Statutes and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or to such appropriation and distribution and such appointment shall be effective and binding upon the Members.

ACCOUNTS.

125. The Board shall cause true accounts to be kept:—

- (a) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place; and
- (b) Of all sales and purchases of goods by the Company, and
- (c) Of the assets and liabilities of the Company.

126. The books of account shall be kept at the Office or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or as authorised by the Board.

127. Once at least in every year the Board shall lay before the Company in General Meeting a proper profit and loss account and a balance sheet both made up to a date not more than six months before the Meeting, in such form and containing all such particulars with regard to the capital, the assets and the liabilities of the Company as required by the Statutes.

128. Every such balance sheet as aforesaid shall be signed on behalf of the Board by two of the Directors, and shall have attached to it a report of the Board as to the state of the Company's affairs and the amount (if any) which it recommends to be paid by way of dividend to the Members and the amount (if any) which it proposes to carry to reserve. It shall also have attached to it the Auditors' report.

129. A printed copy of such profit and loss account, balance sheet, and report of the Board and of the Auditors shall, seven days previously to the Meeting, be delivered or sent by post to the registered address

of every member, and three copies thereof shall simultaneously be forwarded to the Secretary of the Share and Loan Department, Stock Exchange, London.

AUDIT.

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

131. If an appointment of Auditors is not made at any meeting at which it ought to be made under the provisions of the preceding Article, the Board of Trade may on the 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.

132. No Director or other officer of the Company, no person who is a partner of or in the employment of an officer of the Company and no corporation shall be capable of being appointed Auditor of the Company.

133. The Board 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.

134. The remuneration of the Auditors shall be fixed by the Company in General Meeting.

135. A person other than a retiring Auditor shall not be capable of being appointed Auditor at an Ordinary Meeting unless notice of an intention to nominate that person to the office of Auditor has been given by a member to the Company not less than 14 days before the meeting, and the Company shall send a copy of any such notice to the retiring Auditor, and shall give notice thereof to the members not less than seven days before the meeting. Provided that if, after a notice of the intention to nominate an Auditor has been so given, an Ordinary Meeting is called for a date 14 days or less after the notice has been given, the notice though not given within the time required by this provision shall be deemed to have been properly given for the purposes thereof; and the notice to be sent or given by the Company may, instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the Ordinary Meeting.

136. 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 Board and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors.

137. The Auditors shall make a report to the Members on the accounts examined by them and on every balance sheet laid before the Company in General Meeting during their tenure of office, and the report shall state:—

- (a) Whether or not they have obtained all the information and explanation they have required, and
- (b) 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 according to the best of their information and the explanation given to them and as shown by the books of the Company.

The Auditors' report shall be read before the Company in General Meeting, and shall be open to inspection by any Member.

NOTICES.

138. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register of Members, and notice so given shall be sufficient notice to all the joint holders.

139. Any Member described in the register of Members by an address not within the United Kingdom or any holder of a share warrant who shall, from time to time, give to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the register of Members by an address within the United Kingdom shall be entitled to receive any other notice from the Company.

140. The Board may from time to time require any holder of a share warrant who gives or has given an address as in the last Article mentioned to produce his warrant and to satisfy it that he is or is still the holder of a share warrant.

141. Any notice or other document if served by post shall be deemed to have been served at the time when the letter containing the same is put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office.

142. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member be then dead or bankrupt and

whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder unless his name shall at the time of the service of the notice or document have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

143. If the Company shall be wound up the Liquidator may, with the sanction of an extraordinary resolution of the contributories, divide amongst the contributories, in specie, the whole or any part of the assets of the Company, and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit.

INDEMNITY.

144. Save and except so far as the provisions of this Article shall be avoided by Section 152 of the Act or any other provision of the Statutes, the Directors, Managing Directors, Agents, Auditors, Secretary and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and every of them and every of their executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through or by their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects, or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

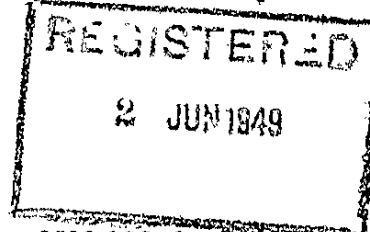
L. H. Duncanson
Chairman
14th January 1947.

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BUTTERWORTH & CO. (PUBLISHERS) LTD.

At an Extraordinary General Meeting of the Members of the above-named Company held at 4, 5 and 6, Bell Yard, London, W.C.2, on Monday, the 30th day of May, 1949, the subjoined Resolutions were duly passed as Ordinary Resolutions.



RESOLUTIONS

1. "THAT the Capital of the Company be increased to £500,000 by the creation of 250,000 new Shares of £1 each to be called Preference Shares and that the rights, privileges and conditions following be attached to such Preference Shares, that is to say :—
 - (1) The said Preference Shares shall carry the right to a fixed cumulative preferential dividend at the rate of $4\frac{1}{2}$ per cent. per annum on the capital paid up thereon and in a winding up to repayment of capital and any arrears of such fixed cumulative preferential dividend down to the date of repayment whether earned or declared or not.
 - (2) The said Preference Shares shall rank, both as regards dividend and return of capital, in priority to all other shares in the Company, but shall not confer any further right to participate in profits or assets.
 - (3) No new share entitled to rank *pari passu* with or in priority to the said Preference Shares shall be issued by the Company without the consent of the said Preference Shareholders pursuant to Article 10 of the Company's Articles of Association.
 - (4) The holders of the said Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any general meeting by virtue or in respect of their holdings of Preference Shares unless the preferential dividend shall remain unpaid for twelve months after any half-yearly date fixed for payment thereof or unless a resolution is proposed affecting the rights or privileges of the holders of Preference Shares or for the winding up of the Company. For the purposes of this provision the fixed cumulative preferential dividend shall be deemed to be payable half-yearly on the 1st January and 1st July in every year.
 - (5) The said Preference Shares shall be issued to such person and on such terms and conditions as the Board may think fit.
 - (6) Each of the said Preference Shares shall upon its becoming fully paid up be automatically converted into a £1 unit of Preference Stock. Such Preference Stock shall be transferable in units of £1."
2. "THAT each of the 76,000 Ordinary 5/- Shares (the remainder of the £250,000 Ordinary Capital of the Company) upon its becoming fully paid up be automatically converted into an Ordinary 5/- Stock Unit."

PRESENTED BY

BULL & BULL,
11, Stone Buildings,

James B. Moore

Number of } 125354
Company } *72*

Form No. 10

THE COMPANIES ACT 1948

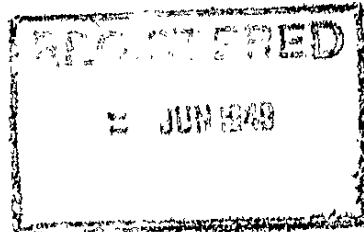
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

BUTTERWORTH & CO (PUBLISHERS)

LIMITED



NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

Bull & Bull

11 Stone Buildings,

Lincoln's Inn London W.C.2.

To THE REGISTRAR OF COMPANIES.

BITTERWORTH & CO (PUBLISHERS)

Limited, hereby gives you notice, pursuant to

* "Ordinary," Section 63 of the Companies Act, 1948, that by an* Ordinary
"Extra-ordinary," or
"Special". Resolution of the Company dated the 30th day of May 19 49

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 250,000 (Two hundred and fifty thousand pounds) beyond the Registered Capital of £ 250,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
250,000	4½% Cumulative Preference	£1.

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

(See Statement attached)

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

Signature

J. B. Bitterworth

State whether Director
or Secretary

Director & Secretary

Dated the 30th

day of

May

19 49

BUTTERWORTH & CO (PUBLISHERS) LIMITED

STATEMENT referred to in Form 10 (Notice of Increase in Nominal Capital)

The new 250,000 £1 Cumulative Preference Shares, which are not redeemable, have attached to them the rights privileges and conditions following that is to say:-

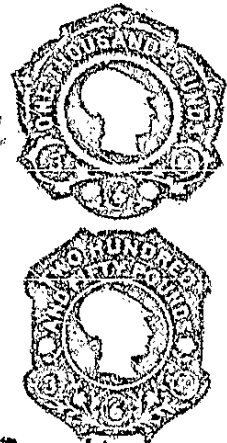
- (1) The right to a fixed cumulative preferential dividend at the rate of $4\frac{1}{2}$ per cent. per annum on the capital paid up thereon and in a winding up to repayment of capital and any arrears of such fixed cumulative preferential dividend down to the date of repayment whether earned or declared or not.
- (2) The said Preference Shares shall rank, both as regards dividend and return of capital, in priority to all other shares in the Company, but shall not confer any further right to participate in profits or assets.
- (3) No new share entitled to rank pari passu with or in priority to the said Preference Shares shall be issued by the Company without the consent of the said Preference Shareholders pursuant to Article 10 of the Company's Articles of Association.
- (4) The holders of the said Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any general meeting by virtue or in respect of their holdings of Preference Shares unless the preferential dividend shall remain unpaid for twelve months after any half-yearly date fixed for payment thereof or unless a resolution is proposed affecting the rights or privileges of the holders of Preference Shares or for the winding up of the Company. For the purposes of this provision the fixed cumulative preferential dividend shall be deemed to be payable half-yearly on the 1st January and 1st July in every year.

For Secretary
Butterworth & Co. (Publishers) Ltd.

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

BUTTERWORTH & CO (PUBLISHERS)

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

RECEIVED

12 JUL 1911

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Bull & Bull

11 Stone Buildings, Lincoln's Inn,

London W.C.2.

The Solicitors' Law Stationery Society, Limited.

12 Chancery Lane, W.C.2; 3 Beeklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES DOCS AND FORMS

THE NOMINAL CAPITAL

OF

BUTTERWORTH & CO (PUBLISHERS)

_____, Limited has by a Resolution
of the Company dated 30th May 1949
been increased by the addition thereto of the sum of
£ 250,000, divided into 250,000
Shares of One Pound each, beyond the registered
Capital of £250,000 (Two hundred and fifty thousand
pounds)

*Signature

J. S. Brown

Officer

Director and Secretary

Dated the *Thirty first* day of *May* 19 *49*

* This Statement should be signed by a Director or Secretary of the Company.

This margin is reserved for binding

15

A
Companys
Registration No
Stamp of \$5.
must be impressed
here

Notice

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

Pursuant to Section 110 of The Companies Act, 1948

NAME OF COMPANY

REGISTERED
9-JUN 1953

LIMITED.

ns: "CERTIFICATE, ESTRAND, LONDON."

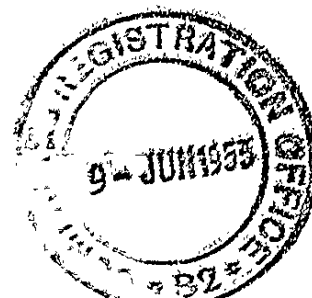
Telephone Number: Holborn 0434 (4 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

6 Chancery Lane, London, W.C.2, and 18 Broad Street Place, E.C.2.

Presented by



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

Butterworth & Co. (Publishers)
LIMITED.

To the Registrar of Companies

Butterworth & Co. (Publishers) **LIMITED**

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

19, Margaret, London, W.G. 2.

NOTE.

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

Signature H. M. C. Brown

Officer Secretary
(State whether Director or Secretary.)

Dated the 17th day

of June 1948.

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

THE COMPANIES ACT 1948



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

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
of STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of share capital under Section 66 of the Companies Act, 1948).

Pursuant to Section 62.

Given the
of
any

BUTTERWORTH & CO. (PUBLISHERS)

LIMITED

ated by

ALFRED HIGHTON AND SONS (LTD) (INCORPORATED IN ENGLAND)

18, Austin Friars,

London, E.C.2.

TO THE REGISTRAR OF COMPANIES.

SUPPERMORTH & CO. (PUBLISHERS)

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948, that pursuant to an Ordinary Resolution duly passed on 14th March 1955 -

- (i) the £250,000 4 $\frac{1}{2}$ per cent. Cumulative Preference Stock was re-converted into 250,000 4 $\frac{1}{2}$ per cent. Cumulative Preference Shares of £1 each;
- (ii) the £250,000 Ordinary Stock was re-converted into 1,000,000 Ordinary Shares of 5/- each;
- (iii) each of the 1,000,000 Ordinary Shares of 5/- each was subdivided into two Ordinary Shares of 2/6d. each of which one shall be called an 'A' Ordinary Share and the other a 'B' Ordinary Share.

(Signature)

H. M. O'Brien

(State whether Director or Secretary)

Secretary

Dated the

fifteenth

day of

March

1955

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

91

W 100/51

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

At an Extraordinary General Meeting of the Company held at the Connaught Rooms, 115 Great Queen Street, London, W.C.2, on Monday, the 14th day of March, 1955, the following Resolutions were duly passed, Resolution No. 5 being passed as a Special Resolution.

RESOLUTIONS

1. That the £250,000 4½ per cent. Cumulative Preference Stock (transferable in units of £1) in the capital of the Company be and the same is hereby reconverted into 250,000 4½ per cent. Cumulative Preference Shares of £1 each fully paid and that the £250,000 Ordinary Stock (transferable in units of 5/-) in the capital of the Company be and the same is hereby reconverted into 1,000,000 Ordinary Shares of 5/- each fully paid.
2. THAT each Ordinary Share of 5/- in the Capital of the Company be and it is hereby sub-divided into two Ordinary Shares of 2/6 each, of which one shall be called an 'A' Ordinary Share and the other shall be called a 'B' Ordinary Share, and that the 'A' Ordinary Shares and the 'B' Ordinary Shares resulting from such sub-division shall save as regards the right to receive notice of and to attend and vote at General Meetings of the Company rank *pari passu* in all respects with each other.
3. THAT the Share Capital of the Company be and it is hereby increased from £500,000 to £625,000 by the creation of 1,000,000 'B' Ordinary Shares of 2/6 each.
4. THAT it is expedient that the sum of £125,000 being as to £23,913 the amount standing to the credit of the Share Premium Account and as to £101,087 part of the amount standing to the credit of the General Reserve of the Company and not required for the payment of the fixed dividend on the Cumulative Preference Shares in the Capital of the Company, be and it is hereby capitalised and accordingly that such sum be set free for distribution and be appropriated to and among the holders of the 1,000,000 'A' Ordinary Shares and the 1,000,000 'B' Ordinary Shares in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the footing that the same be not paid in cash but be applied in paying up in full 1,000,000 'B' Ordinary Shares of 2/6 each and that such 'B' Ordinary Shares be distributed, credited as fully paid up, to and among the said holders in the proportion of one new 'B' Ordinary Share for each 5/- nominal amount of 'A' Ordinary Shares and 'B' Ordinary Shares held by them respectively on this date and that the said 1,000,000 'B' Ordinary Shares when so issued do rank for all dividends which may hereafter be declared in respect of the ordinary share capital of the Company.
5. THAT the Articles of Association of the Company be altered as follows:—
 - (a) By deleting Article 6 and by substituting therefor the following new Article:—

"6. The Share Capital of the Company at the date of the adoption of this Article is £625,000 divided into 250,000 4½ per cent. Cumulative Preference Shares of £1 each, 1,000,000 'A' Ordinary Shares of 2/6 each and 2,000,000 'B' Ordinary Shares of 2/6 each. Save as provided by Article 60 hereof, the 'A' Ordinary Shares and the 'B' Ordinary Shares rank *pari passu* in all respects with each other and they are collectively referred to in these presents as Ordinary Shares."
 - (b) By adding at the end of Article 60 the following proviso, namely:—

"Provided that the 'B' Ordinary Shares shall not confer on the holders thereof the right as such to receive notice of or to attend or vote at any General Meeting of the Company."

ROTHES,
Chairman.

D. J. [Signature]

Number of
Company } 125354

Form No. 10,

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

BUTTERWORTH & CO. (PUBLISHERS)

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec 63 (3) of the Act).

Signed by

ALFRED HENRY AND SON (LTD) (INC)

15, Austin Friars,

London, E.C.2.

To THE REGISTRAR OF COMPANIES.

BUTTERWORTH & CO. (PUBLISHERS)

Limited, hereby gives you notice, pursuant to

"Ordinary," "Extra-ordinary," or "Special". Section 63 of the Companies Act, 1948, that by an Ordinary Resolution of the Company dated the 14th day of March 1955.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 125,000

beyond the Registered Capital of £ 500,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>1,000,000</u>	<u>'B' Ordinary</u>	<u>2/6d.</u>

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

The 'B' Ordinary Shares do not confer on the holders thereof any right to receive notice of or to attend or vote at any general meeting of the Company. Subject as aforesaid the 'B' Ordinary Shares rank pari passu in all respects with the 'A' Ordinary Shares of 2/6d. each in the capital of the Company.

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

Signature

H. M. O'Brien

State whether Director
or Secretary

Secretary

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

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARE

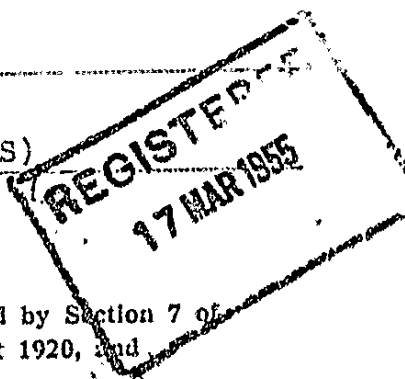


Statement of Increase of the Nominal Capital

OF

BUTTERWORTH & CO. (PUBLISHERS)

LIMITED



Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

The Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Witnessed by

STEWART & CO. (Solicitors)

12, Austin Friars,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited.

Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 1, Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

BUTTERWORTH & CO. (PUBLISHERS) Limited

has by a Resolution of the Company dated
14th March 1955 *been increased by*
*the addition thereto of the sum of £*125,000*,*
divided into :—

1,000,000 Ordinary Shares of 2/6d. each

Shares of each

beyond the registered Capital of 2500,000 (Five

Hundred Thousand pounds)

Signature

H. M. Quinn

(State whether Director or Secretary)

Secretary

Dated the fifteenth day of March 1955

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

125354/108

BUTTERWORTH & CO. (PUBLISHERS) LIMITED



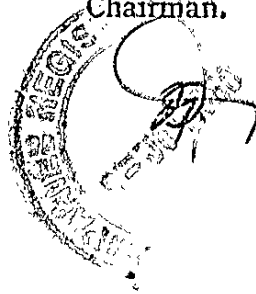
At an Extraordinary General Meeting of the Company held at The Connaught Rooms, Great Queen Street, London, W.C.2, on Monday, the 30th day of May, 1960, the following Resolution was duly passed as a Special Resolution.

RESOLUTION

That the figures "£150,000" in Article 87 of the Company's Articles of Association be deleted and there be substituted for the same the words "the amount of the issued and fully paid up Share Capital of the Company for the time being".

ROTHES,
Chairman.

57



Roths

London W.C.2.

44/12/7

113

110.
V.
XV

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

Passed the 29th May, 1961

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at The Connaught Rooms, Great Queen Street, Kingsway, London, W.C.2, on Monday the 29th day of May, 1961, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION.

That the regulations contained in the printed document submitted to the Meeting, and for the purpose of identification signed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for its existing Articles of Association, and to the exclusion thereof.

Roths.

ROTHES,

Chairman.



These are the Regulations referred to in the Special Resolution passed on the 29th May 1961 and signed by the Chairman for identification

The Companies (Consolidation) Act, 1908

AND

The Companies Act, 1948

Rother
Chairman. R.
2

COMPANY LIMITED BY SHARES

Articles of Association

OF

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

(Adopted by Special Resolution passed on the 29th day of May, 1961)

TABLE A.

1. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company except so far as the same are repeated or contained in these Articles. Table A excluded

INTERPRETATION.

2. In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof— Interpretation clause

WORDS	MEANINGS	Definitions
The Act ..	.. The Companies Act, 1948.	
The Statutes ..	.. The Companies Act, 1948, and every other Act for the time being in force concerning joint stock companies and affecting the Company.	
These Articles ..	.. These Articles of Association and the regulations of the Company for the time being in force.	
The Office ..	.. The registered office of the Company.	
The Seal ..	.. The Common Seal of the Company.	
The United Kingdom ..	.. Great Britain and Northern Ireland.	
Month ..	.. Calendar month.	
Paid up ..	.. Includes credited as paid up.	
Dividend ..	.. Includes bonus.	
In writing ..	.. Written, printed or lithographed, or visibly expressed in all or any of these or any other modes of representing or reproducing words.	

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

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Words in Statutes
to bear same
meaning in
Articles

3. Subject as aforesaid, any words or expressions defined in the Statutes shall bear the same meanings in these Articles.

BUSINESS.

Directors may
commence or drop
any branch
business

4. Any branch or kind of business which by the Memorandum of Association of the Company, or these Articles, is either expressly or by implication authorised to be undertaken by the Company 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 such branch or kind of business.

SHARES.

Funds not to be
employed in
purchase of shares

5. Save in so far as any particular transaction may be authorised by the Statutes, no part of the funds of the Company shall be employed in the purchase or in loans on the security of the Company's shares.

Underwriting of
shares

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the capital of the Company, such commission not to exceed 10 per cent. of the price at which the shares are issued or an amount equivalent thereto. Any such commission may be paid in cash or in fully paid shares of the Company, or partly in one way and partly in the other, as may be arranged. The requirements of sections 52 and 53 of the Act, and Part II (3) of the Sixth Schedule and Part I (3) of the Eighth Schedule to the Act shall be observed, so far as applicable.

Payment of interest
out of capital in
certain cases

7. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in section 65 of the Act, and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.

Shares at disposal
of Directors

8. Subject to the provisions of Article 52, the shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with section 57 of the Act.

9. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.

Receipts of joint holders of shares

10. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these Articles otherwise expressly provided or as by statute required or under an order of Court) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

No trust recognised

11. Every member shall without payment be entitled to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) a certificate under the seal specifying the shares allotted or transferred to him, and the amount paid up thereon, provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Where part only of the shares comprised in a certificate are transferred, the member transferring shall be entitled without payment to a certificate for the balance thereof.

Members entitled to share certificates

12. If any such certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced as the Directors shall require, and in case of wearing out or defacement on delivery up of the old certificate, and in case of destruction or loss on execution of such indemnity (if any) and in either case on payment of such sum, not exceeding 1s., as the Directors may from time to time require. In case of destruction or loss the member to whom such renewed certificate is given shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and to such indemnity.

New certificate may be issued

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

Member not entitled to dividend or to vote until all calls paid

LIEN ON SHARES.

14. The Company shall have a first and paramount lien and charge on all the shares not fully paid up registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, either alone or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

Company to have lien on shares

Lien may be
enforced by sale
of shares

15. For the purpose of enforcing such lien the Directors may sell all or any of the shares subject thereto in such manner as they think fit, but no sale shall be made until such time as the moneys are presently payable, and until a notice in writing stating the amount due and demanding payment, and giving notice of intention to sell in default, shall have been served in such manner as the Directors shall think fit on such member or the person (if any) entitled by transmission to the shares, and default in payment shall have been made by him or them for fourteen days after such notice.

Application of
proceeds of sale

16. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due, and the residue (if any) shall be paid to the member or the persons (if any) entitled by transmission to the shares; provided always that the Company shall be entitled to a lien upon such residue in respect of any moneys due to the Company but not presently payable like to that which it had upon the shares immediately before the sale thereof.

Directors may
enter purchaser's
name in share
register

17. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by any irregularity or invalidity in the proceedings or be bound to see to the application of the purchase money, and after his name has been entered in the register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

CALLS ON SHARES.

Directors may
make calls

Fourteen days'
notice to be given

When call deemed
made

18. The Directors may, subject to the regulations of these Articles and to any conditions of allotment, from time to time make such calls upon the shareholders in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each shareholder shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Directors authorising such call shall have been passed.

Liability of joint
holders

19. The holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on unpaid
call

20. If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of 10 per cent. per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to remit such interest or any part thereof.

Sums payable on
allotment deemed
a call

21. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date and any instalment of a call shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for

payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of the Statutes or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.

22. The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. Difference in calls

23. The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest (not exceeding, without the consent of a General Meeting, 6 per cent. per annum) as may be agreed upon between them and such shareholder, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. No sum paid up in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable. Calls may be paid in advance

TRANSFER OF SHARES.

24. Subject to the restrictions of these Articles, any member may transfer all or any of his shares, but every transfer must be in writing, and in the usual common form or in such other form as the Directors may approve, and must be left at the office of the Company, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor. Members may transfer shares

25. The instrument of transfer of a share shall be signed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Transfers to be executed by both parties

26. The Directors may, in their discretion and without assigning any reason therefor, refuse to register the transfer of any share (not being a fully paid-up share) to any person whom they shall not approve as transferee. The Directors may also refuse to register any transfer of a share on which the Company has a lien. Directors may refuse to register transfers in certain cases

27. If the Directors refuse to register a transfer of any share, 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 78 of the Act. Notice of refusal

28. Such fee, not exceeding 2s. 6d., as the Directors may from time to time determine, may be charged for registration of a transfer or of any probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other document relating to or affecting the title to any shares. Fee on registration

Register of members
may be closed

29. The registration of transfers may be suspended and the register of members closed during the fourteen days immediately preceding every Annual General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that the register shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES.

On death of
member survivor
or executor only
recognised

30. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

Person becoming
entitled on death
or bankruptcy of
member may be
registered

31. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may upon producing such evidence of title as the Directors shall require, and subject as hereinafter provided, either be registered himself as holder of the share, or elect to have some person nominated by him registered as the transferee thereof.

Person electing to
be registered to
give notice

32. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects. For all purposes of these Articles relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the same power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred and the notice were a transfer executed by the person from whom the title by transmission is derived.

Person electing to
have nominee
registered to
execute transfer

33. If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.

Rights of persons
entitled by
transmission

34. A person entitled to a share by transmission shall be entitled to receive and give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company, or (save as aforesaid) to any of the rights or privileges of a member, unless and until he shall have become a member in respect of the share. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES.

35. If any shareholder fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid, together with any accrued interest and any expenses incurred by the Company by reason of such non-payment. Directors may require payment of call with interest and expenses
36. The notice shall name a further day on or before which such call, or such part thereof as aforesaid, and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited. Notice requiring payment to contain certain particulars
37. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. On non-compliance with notice shares forfeited on resolution of Directors
38. A forfeiture of shares under the preceding Articles shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. Forfeiture to include dividends declared though not actually paid
39. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. Notice of forfeiture to be given and entered in register of members
40. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit. Directors may allow forfeited share to be redeemed
41. Every share which shall be forfeited shall thereupon become the property of the Company, and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid. Shares forfeited belong to Company
42. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, with interest thereon to the date of payment at such rate, not exceeding 10 per cent. per annum, as the Directors shall think fit, in the same manner in all respects as if the shares had not been forfeited, and to satisfy Holders of forfeited shares liable for call made before forfeiture

all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.

Consequences of
forfeiture

43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

Title to forfeited
share

44. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the time when it was forfeited, shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated, and such declaration, together with a certificate of proprietorship of the share under the seal delivered to a purchaser or allottee thereof, shall (subject to the execution of any necessary transfer) constitute a good title to the share, and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any omission, irregularity or invalidity in or relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CONVERSION OF SHARES INTO STOCK.

Shares may be
converted into
stock

45. The Company may, from time to time, by resolution of a General Meeting, convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any denomination.

Stock may be
transferred

46. When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in General Meeting shall direct, but in default of any such direction in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Company in General Meeting, or failing a resolution of a General Meeting, the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, provided that the minimum shall not exceed the nominal amount of the shares from which the stock arose, and may prescribe that stock is to be divided and transferable in units of corresponding amount.

Holders of stock
entitled to same
dividends and
privileges as holders
of shares

47. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for

other purposes as if they held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profits and assets of the Company, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

48. All such provisions of these Articles as are applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".

Share and shareholder include stock and stockholder

CAPITAL.

49. The capital of the Company at the date of the adoption of these Articles is £625,000, divided into 250,000 $4\frac{1}{2}$ per cent. Cumulative Preference Shares of £1 each, 1,000,000 "A" Ordinary Shares of 2s. 6d. each and 2,000,000 "B" Ordinary Shares of 2s. 6d. each. Save as provided by Article 73 hereof, the "A" and "B" Ordinary Shares rank *pari passu* in all respects, and in these Articles are collectively referred to as Ordinary Shares.

Capital

50. The said Preference Shares shall carry the right to a fixed cumulative preferential dividend at the rate of $4\frac{1}{2}$ per cent. per annum on the capital paid up thereon and in a winding-up to repayment of capital and any arrears of such fixed cumulative preferential dividend down to the date of repayment, whether earned or declared or not. The said Preference Shares shall rank, both as regards dividend and return of capital, in priority to all other stock or shares in the Company, but shall not confer any further right to participate in profits or assets. No new shares entitled to rank *pari passu* with or in priority to the said Preference Shares shall be issued by the Company without the consent of the holders of such Preference Shares pursuant to Article 57 hereof. The voting rights attached to the said Preference Shares shall be as provided by Article 73 hereof.

Preference Shares

INCREASE OF CAPITAL.

51. The Company may from time to time, in General Meeting, whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the General Meeting resolving upon the creation thereof shall direct. Subject and without prejudice to any rights for the time being attached to the shares of any special class, any shares in such increased capital may have attached thereto such special rights or privileges as the General Meeting resolving upon the creation thereof shall direct, or, failing such direction, as the Directors shall by resolution determine, and in particular any such shares may be issued with a preferential, deferred or qualified right to dividends or in the distribution of assets and with a special or without any right of voting. Any Preference Share may be issued on the terms that it is or at the option of the Company is liable to be redeemed on such terms and in such manner (subject to the provisions of the Statutes) as may be provided by the Articles of Association of the Company for the time being in force.

Company may increase its capital

New shares may be offered to members

52. The Company in General Meeting may direct that any new shares shall be offered to the existing members in proportion as nearly as the circumstances admit to the number of existing shares held by them or that the same be offered to the holders of shares of any particular class or classes. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company; and further if, owing to the proportion which the number of the new shares bears to the number of shares held by members entitled to such offer as aforesaid, or from any other cause, any difficulty shall arise in apportioning the new shares or any of them in manner aforesaid, the Directors may in like manner dispose of the shares in respect of which such difficulty arises.

New shares considered as Ordinary Shares

53. Subject to any directions that may be given in accordance with the powers contained in the Memorandum of Association or these Articles, any capital raised by the creation of new shares shall be considered as consisting of Ordinary Shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the existing capital.

ALTERATIONS OF CAPITAL.

Company may alter its capital in certain ways

54. The Company may from time to time in General Meeting—

- (A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, or
- (B) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, or
- (C) by sub-division of its existing shares, or any of them, divide its capital, or any part thereof, into shares of smaller amount than is fixed by its Memorandum of Association, and so that as between the holders of the resulting shares one or more of such shares may by the resolution by which the sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares.

Company may reduce its capital

55. The Company may from time to time by Special Resolution reduce its share capital and any capital redemption reserve fund or share premium account in any manner authorised and with and subject to any incident prescribed or allowed by the Statutes.

Any alteration of capital to be made according to Statutes

56. Anything done in pursuance of either of the last two preceding Articles shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall

be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient, with power for the Directors, or any consolidation of shares, to deal with fractions of shares in any manner they may think fit.

MODIFICATION OF RIGHTS.

57. Whenever the share capital of the Company is divided into more than one class of shares, the special rights attached to any class of shares may, subject to the provisions of section 72 of the Act, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of such holders, be varied or abrogated. To every such separate General Meeting all the provisions of these Articles relating to General Meetings or to the proceedings thereat shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least, holding or representing by proxy one-tenth of the issued shares of the class, and that the holders of shares of the class shall on a poll have one vote for each share of the class held by them respectively, and that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present shall be a quorum.

Rights of shareholders may be altered

GENERAL MEETINGS.

58. A General Meeting shall be held as the Annual General Meeting in every calendar year, at such time and place as may be determined by the Company in General Meeting, or failing such determination by the Directors, but so that not more than fifteen months shall elapse between the holding of any two successive Annual General Meetings.

Annual General Meetings

59. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

Extraordinary General Meetings

60. The Directors may call an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes.

Calling of Extraordinary General Meetings

61. Twenty-one days' notice in writing at the least of every meeting convened for the purpose of passing a Special Resolution and of every Annual General Meeting and fourteen days' notice in writing at the least of every other General Meeting (the length of notice being exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons, including the Auditors, as are under the provisions hereinafter contained or under the Act entitled to receive notices from the Company, provided always that with such consents as are prescribed by sections 133 (3) and 141 (2) of the Act a meeting may be convened

Notice of meeting

upon a shorter notice and in such manner as the consenting members may approve; but the accidental omission to give such notice to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate any resolution passed or proceeding had at any such meeting. Every notice of an Annual General Meeting shall describe the meeting as an Annual General Meeting and every notice of a General Meeting or a class meeting shall comply with any requirements of the Statutes as regards the notification to members of their rights as to the appointment of proxies.

PROCEEDINGS AT GENERAL MEETINGS.

Special business

62. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the balance sheet and profit and loss account, the group accounts (if any), and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet, the election of Directors in place of those retiring and the fixing of the remuneration of the Auditors.

No business to be transacted unless quorum present
Quorum

63. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Three members personally present shall be a quorum for all purposes.

If quorum not present meeting adjourned, or dissolved

64. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. 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 within fifteen minutes from the time appointed for holding the meeting, the members present shall be a quorum.

Notice of adjournment to be given

65. The Chairman, with the consent of any meeting at which a quorum is present, may adjourn the meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Chairman of Board to preside at all meetings

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

67. At any General Meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting or by at least three members for the time being entitled to vote at the meeting, or by a member or members representing one-tenth or more of the total voting rights of all the members having the right to vote at the meeting, or by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

How resolution
decided

68. The instrument appointing a proxy to vote at a meeting shall be deemed to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Proxy may
demand a poll

69. Subject as provided in Article 70, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Poll to be taken
as Chairman shall
direct

70. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

No poll in certain
cases

71. In the case of an equality of votes, either on a show of hands or at a poll, the Chairman of the meeting shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a member.

Chairman to have
casting vote

72. 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.

Business to be
continued if poll
demanded

VOTES OF MEMBERS.

73. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote for every "A" Ordinary Share held by him and (subject as hereinafter provided) one vote for every Preference Share held by him. Provided that—

Votes

- (i) the holders of the Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue of or in respect of their holdings of Preference Shares unless the preferential dividend shall remain unpaid for twelve months after any half-yearly date fixed for payment thereof or unless a resolution is proposed affecting the rights or

privileges of the holders of the Preference Shares or for the winding up of the Company. For the purposes of this provision the preferential dividend shall be deemed to be payable half-yearly on the 1st January and the 1st July in every year.

- (ii) the " B " Ordinary Shares shall not confer on the holders thereof the right as such to receive notice of or to attend or vote at any General Meeting of the Company.

Votes of member
of unsound mind

74. If a member be of unsound mind, or *non compos mentis*, he may vote, whether on a show of hands or at a poll, by his receiver, committee, *curator bonis*, or other legal curator, and such last-mentioned persons may give their votes by proxy on a poll.

Votes of joint
holders of shares

75. If two or more persons are jointly entitled to a share, then, in voting upon any question, the vote of a senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Registered members
only entitled to
vote

76. Save as herein expressly provided, no member other than a member duly registered who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to vote on any question either personally or by proxy at any General Meeting.

How votes may be
given and who can
act as proxy

77. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A proxy need not be a member.

Representation of
companies which
are members of
this Company at
meetings

78. Any corporation which is a member of this Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of this Company or of any class of members thereof; and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands.

Instrument
appointing proxy
to be in writing

79. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer or attorney duly authorised in that behalf.

Instrument
appointing a proxy
to be left at
Company's office

80. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

81. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which it was executed, provided that no intimation in writing of the death, insanity or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

When vote by
proxy valid
though authority
revoked

82. Any instrument appointing a proxy shall be in the following form, with such variations as circumstances may require or the Statutes permit or in such other form as the Stock Exchange Authorities may approve:—

Form of proxy

" BUTTERWORTH & Co. (PUBLISHERS) LIMITED.

" I,

" of

" a member of the above-named Company, hereby

" appoint

" of

" and failing him,

" of

" to vote for me and on my behalf at the [Annual,

" Extraordinary, or Adjourned, as the case may

" be] General Meeting of the Company, to be

" held on the day of

" and at every adjournment thereof for/against* the

" resolution[s] to be proposed thereat.

" As witness my hand this day of 19 .

" *Strike out whichever is not desired. Unless

" otherwise instructed the proxy will vote as he

" thinks fit."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS.

83. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two nor more than ten.

Appointment and
number of
Directors

84. The provisions of section 185 of the Act regarding the age limit for Directors shall apply to the Company. Every Director to whom they shall apply shall comply with the provisions of section 186 of the Act.

85. The Directors may from time to time appoint any other person to be a Director either to fill a casual vacancy or by way of addition to the Board, but so that the maximum number fixed as above shall not be thereby exceeded. Any Director appointed under this Article shall hold office only until the Annual General Meeting following next after his appointment, when he shall retire, but shall be eligible for election as a Director at that meeting.

Directors may act notwithstanding vacancies, but if less than minimum number fixed by Articles may only fill vacancies or call meeting

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

Directors need no share qualification

87. A Director shall not be required to hold any share qualification.

Directors' remuneration

88. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting, and any such remuneration shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Directors as they shall agree, or, failing agreement, equally. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in and about the business of the Company, including their expenses of travelling to and from Board or Committee Meetings.

Special remuneration

89. The Directors may (subject to any resolution to the contrary of the Company in General Meeting) grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company, or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

90. Subject to the provisions of sections 191 and 192 of the Act, and without prejudice to any other powers conferred upon them by the Articles of the Company, the Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Alternate Directors

91. Each Director shall have power by notice in writing to be signed by him and left at the office, to nominate any other Director or any person approved for the purpose by resolution of the Directors, to act as alternate Director in his place during his absence, and at his discretion to remove such alternate Director. On such appointment being made, the alternate Director shall, except as regards remuneration, 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 a Director he represents. Any Director acting as an alternate Director shall be considered as two or more Directors (according to the number of Directors he represents) and 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 ceases for any reason to be a Director.

MANAGING DIRECTORS.

92. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors, for such period, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, but so that no Managing Director shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes, and it may be made a term of his appointment that he be paid a pension or gratuity on retirement from his office.

Directors may
appoint Managing
Director

93. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to removal as the other Directors of the Company, and if he cease to hold the office of Director he shall, *ipso facto* and immediately, cease to be a Managing Director.

What provision
Managing Director
will be subject to

SECRETARY.

94. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Directors may from time to time if there is no Secretary or no Secretary capable of acting by resolution appoint an assistant or deputy Secretary, who shall be deemed to be the Secretary during the term of his appointment.

Secretary

Power for Directors
to appoint an
assistant or deputy

THE SEAL.

95. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least one Director and of the Secretary, and the said Director and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence and, in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. Every certificate for shares, stock, debenture stock or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the seal, and shall bear the autographic signatures of one or more Directors and the Secretary.

Seal to be affixed
by authority of
resolution of Board
and in the presence
of one Director
and Secretary

POWERS OF DIRECTORS.

96. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company

Business of
Company to be
managed by
Directors

(including the powers expressly mentioned in clause 3 of the Memorandum of Association of the Company), and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Limit to
Directors'
borrowing powers

97. (A) The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company, including its uncalled or unpaid capital, or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit. The amount for the time being remaining undischarged of moneys raised, borrowed or secured by the Directors, otherwise than by the issue of share capital, together with any moneys raised or borrowed by any subsidiary companies and for the time being outstanding (excluding inter-company borrowings), shall not, without the sanction of a General Meeting, exceed in the whole the aggregate amount of the paid-up share capital for the time being of the Company; but no lender shall be bound to see that this limit is observed. Debentures may be issued upon such terms and conditions and may confer upon the holders thereof such lawful rights and privileges as the Directors shall think fit, and may be secured by a trust deed or other security.

Issue of
debentures

(B) The Directors shall exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies to procure (so far as by such exercise they can do so) that the aggregate of the amount for the time being remaining undischarged of moneys borrowed or secured by all the subsidiary companies of the Company (exclusive of inter-company borrowing) when added to the amount, if any, for the time being remaining undischarged of moneys borrowed or secured by the Company (exclusive as aforesaid) will not without such sanction as aforesaid exceed the same limit.

All moneys to be
paid into banking
account

98. All moneys, bills and notes belonging to the Company shall be paid to or deposited with the Company's bankers to an account to be opened in the name of the Company. Cheques on the Company's bankers shall be signed in such manner as the Directors shall from time to time resolve.

DISQUALIFICATION OF DIRECTORS.

Office of Director
vacated in certain
cases

99. The office of a Director shall be vacated—

(A) If a receiving order is made against him, or he makes any arrangement of composition with his creditors.

- (B) If he becomes of unsound mind.
- (C) If he be absent from the meetings of the Directors during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (D) If he is prohibited from being a Director by an Order made under section 188 of the Act.
- (E) If by notice in writing to the Company he resigns his office.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he is requested in writing to resign by all his co-Directors being not less than two in number.

100. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Directors shall approve.

Director may hold other offices

101. A Director may contract with and be interested in any contract or proposed contract with the Company either as vendor, purchaser or otherwise, and shall not be liable to account for any profit made by him by reason of any such contract or proposed contract, provided that the nature of the interest of the Director in such contract or proposed contract be declared at a meeting of the Directors as required by and subject to the provisions of section 199 of the Act. No Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested, and if he do so vote his vote shall not be counted; but this provision shall not apply to any arrangement for giving a Director security for advances or by way of indemnity or to any allotment to or any contract or arrangement for the underwriting or subscription by a Director of shares or debentures of the Company or to any arrangement made in exercise of the powers conferred by Article 90.

Director may contract with Company

102. Any Director may continue to be or become a director, managing director, manager or other officer or member of any other company in which this Company may be interested, and (unless otherwise agreed) no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or member of any such other company. Notwithstanding anything contained in the last preceeding Article, the Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, managers or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director, managing director,

Directors holding office with companies in which Company is interested, etc.

manager or other officer of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

ROTATION OF DIRECTORS.

103. At the Annual General Meeting in every year one-third of the Directors for the time being or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office.

104. The Directors to retire at the Annual General Meeting in every year shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

105. The Company may, at the meeting at which any Director retires in manner aforesaid, fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up the vacated office or a resolution for the re-election of the retiring Director has been rejected.

106. No person not being a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

107. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than four nor more than twenty-eight clear intervening days.

108. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may make the appointments necessary for effecting any such increase, and may determine in what rotation such increased or reduced number shall go out of office.

109. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another person in his stead; any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed, but shall be eligible for re-election.

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One-third of
Directors to retire
at Annual General
Meeting

Senior Directors
to retire

Retiring Director
re-eligible

Office may be filled
at meeting at which
Directors retire

Members eligible
for office of
Director if
prescribed notice
and consent lodged
at office

Prescribed notice

Number of Directors
may be increased
or reduced

Directors may be
removed by
Extraordinary
Resolution

PROCEEDINGS OF DIRECTORS.

110. The Directors or any committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Meeting of Directors

Quorum

Casting vote of Chairman

111. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors by notice served upon the several members of the Board; but a Director who is absent from the United Kingdom shall not be entitled to notice of any meeting of Directors.

Director may call meeting of Board

112. The Directors or any committee of the Directors may from time to time elect a Chairman, who shall preside at their meetings, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, a substitute for that meeting shall be appointed by such meeting from among the Directors present.

Directors may elect Chairman

113. The Directors may delegate any of their powers, other than the powers to borrow 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 power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.

Directors may delegate powers to committees

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

All acts done by Directors to be valid

115. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors, and of the attendances thereat, and of the proceedings of all meetings of the Company and all business transacted, resolutions passed and orders made at such meetings, and any such minutes of any such meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

Minutes to be made and when signed by Chairman to be conclusive evidence

116. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

Resolution signed by all Directors to be valid

DIVIDENDS AND RESERVE FUND.

117. Subject to any rights or privileges for the time being attached to any shares in the capital of the Company having preferential, deferred or other special rights in regard to dividends,

Application of profits

the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls.

Declaration of dividends

118. The Company in General Meeting may from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company. No higher dividends shall be paid than is recommended by the Directors, and a declaration by the Directors as to the amount of the profits at any time available for dividends shall be conclusive. The Directors may, if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time pay an interim dividend, or pay any preferential dividends on shares issued upon the terms that the preferential dividends thereon shall be payable on fixed dates.

Payment of dividends in specie

119. With the sanction of a General Meeting, dividends may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the members in accordance with their rights of fully paid shares, stock or debentures of any other company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any member.

Directors may form a reserve fund and invest it

120. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper to a reserve fund or reserve account, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for any other purposes for which the profits of the Company may lawfully be applied, or shall, with the sanction of the Company in General Meeting, be as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend or bonus, and the Directors may divide the reserve fund into separate funds for special purposes, and may either employ the sums from time to time carried to the credit of such fund or funds in the business of the Company or invest the same in such investments (other than the shares of the Company) as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

Unpaid calls and debts may be deducted from dividends

121. The Directors may deduct from any dividend or other moneys payable in respect of any shares held by a member, either alone or jointly with any other member, all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls or otherwise.

122. Any dividend, instalment of dividend or interest in respect of any share may be paid by cheque or warrant payable to the order of the member entitled thereto, or (in the case of joint holders) of that member whose name stands first on the register in respect of the joint holding. Every such cheque or warrant shall (unless otherwise directed) be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such holders, or of his or their agent duly appointed in writing, shall be a good discharge to the Company for all dividends or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividend warrant

Dividend warrants
to be sent to
members by post

123. No unpaid dividend or interest shall bear interest as against the Company.

Unpaid dividends
not to bear interest

CAPITALISATION OF RESERVES, ETC.

124. Subject to any necessary sanction or authority being obtained 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 dividends, 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, debentures or debenture stock 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 shares and 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 in the capital of the Company, or (save as regards any amount standing to the credit of a share premium account or capital redemption reserve fund) any debentures or debenture stock of the Company, on behalf of the ordinary shareholders aforesaid, and appropriate such shares, debentures or debenture stock to, and distribute the same credited as fully paid up amongst, such shareholders in the proportions aforesaid, in satisfaction of their shares and interests in the said capitalised sum, or (save as regards any such amount as aforesaid) shall apply the sum so resolved to be capitalised 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. 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, debentures or debenture stock, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares, debentures or debenture stock in trustees upon such trusts for or for the benefit of the persons entitled to share in the appropriation and distribution

Capitalisation

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 52 of the Act, 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.

ACCOUNTS.

Accounts to be kept

125. The Directors shall cause proper books of account to be kept—

- (A) of the assets and liabilities of the Company,
- (B) of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and
- (C) of all sales and purchases of goods by the Company,

Where books may be kept

and such books shall be so kept as to give a true and fair view of the state of the Company's affairs and to explain its transactions. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Accounts and books may be inspected by members

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

Yearly statement of income and expenditure to be made up and laid before Company

127. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account made up to a date not more than six months before such meeting and in conformity with the requirements of the Statutes.

Balance sheet, etc., to be made out yearly

128. A balance sheet shall be made out in every year and laid before the Company in General Meeting. Such balance sheet shall contain all such particulars as are required by the Statutes, and shall be made up as at the date to which the profit and loss account is made up, and shall be accompanied by or have annexed or attached thereto a report of the Directors as to the state of the Company's affairs (which shall duly comply with the requirements of the Statutes), a report of the Auditors, such group accounts (if any), and such other documents as are required by the Statutes to accompany the same or to be annexed or attached thereto. Printed copies of all such documents as aforesaid shall, twenty-one clear days at least before each meeting, be delivered or sent by post to the registered address of every member who is entitled to receive the same, to the Auditors, and to every holder of debentures

of the Company who is entitled to receive the same, as required by section 158 of the Act, but subject as provided in paragraphs (b) and (c) of the proviso to subsection (1) of that section, and four copies of each of the said documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection by any member as required by section 162 of the Act.

AUDIT.

129. 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 properly qualified Auditor or Auditors. Accounts to be audited

130. The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated by sections 159 to 162 of the Act. Provisions as to audit

NOTICES.

131. A notice or other document 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 address. Service of notices by Company

132. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such share. How joint holders of shares may be served

133. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive any notices from the Company. Members abroad not entitled to notices unless they give address

134. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid registered letter addressed to the Company, or to such officer, at the office. Service of notices on Company

135. Any notice or other document if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid registered letter as the case may be. When service effected

Service on deceased
or bankrupt
members

136. Any notice or other document served upon or sent to any member in accordance with these Articles shall, notwithstanding that he be then deceased or bankrupt, and whether the Company have notice of his death or bankruptcy or not, be deemed to be duly served or sent in respect of any shares held by him (either alone or jointly with others) until some other person is registered in his stead as the holder or joint holder of such shares, and such service or sending shall be a sufficient service or sending on or to his executors, administrators or assigns and all other persons (if any) interested in such shares.

WINDING UP.

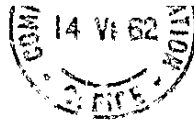
Distribution of
assets in specie

137. If the Company shall be wound up the Liquidators (whether voluntary or official) may, with the sanction of an Extraordinary Resolution, divide among the members 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 or for the benefit of the members or any of them as the Liquidators with the like sanction shall think fit. Any such resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights, but each member shall in that event have a right of dissent and other ancillary rights in the same manner as if such resolution were a Special Resolution passed pursuant to section 287 of the Act.

INDEMNITY.

Indemnity

138. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (B) of the proviso to section 205 of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.



No. 125354 /114

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to Section 10 of the Companies Act, 1948)

OF

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

Passed 4th June, 1962

AT an EXTRAORDINARY GENERAL MEETING of the Company, held at The Connaught Rooms, Great Queen Street, Kingsway, London, W.C.2, on Monday, the 4th day of June, 1962, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

That the word "one-tenth" in Article 57 of the Company's Articles of Association be deleted and there be substituted for the same the word "one third".

Roths
ROTHES,
Chairman.



128



BUTTERWORTH & CO. (PUBLISHERS) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at 88 Kingsway, London, W.C.2 on Thursday the 25th day of June 1964, the subjoined resolution was duly passed as a Special Resolution:—

SPECIAL RESOLUTION

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

1. By the insertion after the definition of "In writing" in Article 2 of the following:

" "Executive Director" . . . A person appointed to hold that office pursuant to the powers conferred on the Board of Directors of the Company by Article 116A.

"Director" shall not include an Executive Director and the expression "Board" shall be read and construed accordingly."

2. By the insertion after Article 116 of the following new Article as Article 116A,—

" 116A. (i) The Board shall have power at any time and from time to time to appoint any person who is for the time being in the employment of the Company or of any subsidiary of the Company to be an Executive Director of the Company.

(ii) Unless otherwise determined by the Company in General Meeting, the number of Executive Directors for the time being shall not exceed ten.

(iii) An Executive Director shall not be required to hold any shares in the Company to qualify him for such office.

(iv) Save as otherwise agreed between him and the Company, the appointment of a person to be an Executive Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary of the Company, whether as regards duties, remuneration or otherwise, and (save as aforesaid) his office as an Executive Director shall be vacated if he becomes of unsound mind, or bankrupt, or compounds with his creditors or if he becomes prohibited from being a director by reason of any Order made under the Statutes, or if he gives the Company notice in writing that he resigns the office of Executive Director or if he ceases to be a person who is in the employment of the Company or of any subsidiary of the Company in any capacity other than that of an Executive Director, or if he having been appointed for a specified term such term shall have expired, or if the Board resolves that his office of Executive Director be determined.

(v) The appointment, continuance in office, removal, duties and remuneration of each Executive Director shall be determined by the Board with full power to make such arrangements as the Board thinks fit.

(vi) An Executive Director shall not as such:

- (a) Have any right of access to the Books or Accounts of the Company.
- (b) Be entitled to receive notices of or attend or vote at meetings of the Board.
- (c) Be entitled to participate in any other respect in the exercise of any of the collective powers or duties of the Directors or the Board, or to exercise any of the powers or rights of a Director individually; and if, at the invitation or by the order of the Board, any Executive Director shall attend and take part in the proceedings at any Meeting of the Board he shall be deemed to do so in an advisory capacity only."

RICHARD MILLETT,
Chairman.

NO. OF COMPANY 1253F4 // 32

THE COMPANIES ACT, 1948.

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

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

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

ORBIT HOUSE, NEW FETTER LANE, LONDON E.C.4.

(Signature) 

(State whether Director or Secretary) SECRETARY

DATED the SEVENTEENTH day of APRIL 19 68

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

CAT. NO. C.F. 103.

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

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

Law Stationers and Company Registration Agents.

S2477(B) L

Presented by

P.A. HOGGER, ESQ.,

68, KINGSWAY,

LONDON W.C.2.

Document Filer's Reference

Filed
The Companies Act, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
BUTTERWORTH & CO., (PUBLISHERS) LIMITED

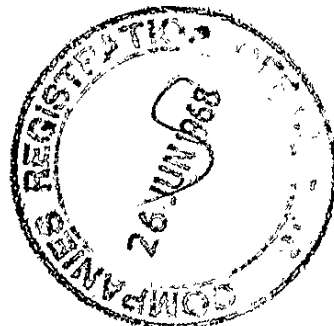
Passed 14th June, 1968

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company held at 88 Kingsway, London, W.C.2, on Friday, the 14th day of June, 1968, the following RESOLUTION was passed as a SPECIAL RESOLUTION :-

That the regulations contained in the printed form of Articles submitted to the meeting and for the purpose of identification signed by the Chairman thereof be adopted as the Articles of Association of the Company in place of the existing Articles.

and Jackson
Chairman.

To Secy.



Laurence

The Companies Act, 1948

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

BUTTERWORTH & CO., (PUBLISHERS)

Limited

(Adopted by Special Resolution passed on the 14 day of June 1968
1968)

PRELIMINARY.

1. Subject as provided in the next following regulation and to the modifications hereinafter expressed the regulations contained in Part I of Table A set out in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I") shall apply to the Company and shall together with the regulations herein contained constitute the regulations of the Company.

2. Regulations 3, 24, 52, 53, 75, 77, 79, 87 to 97 inclusive, 99, 106, 107, 108, 109 and 136 of Table A, Part I shall not apply to the Company. Regulations 57, 58, 84, 86, 127, 131, 134 and 135 of Table A, Part I shall be modified as hereinafter mentioned.

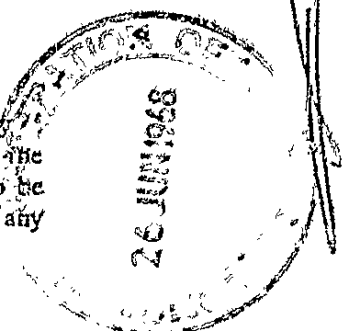
SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES.

5. Whenever and so long as the Company shall be a wholly-owned subsidiary of another company (in this Article referred to as "the holding company," even if the holding company shall deliver to the Company a notice in writing purporting to be signed by the secretary or assistant secretary of the holding company and stating that any



share of the Company is held by the registered holder thereof as the nominee of the holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy.

6. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of a share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS.

7. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of:

- (A) the declaration of dividends;
- (B) the reading consideration and adoption of the balance sheet and profit and loss account, the group accounts (if any) and the reports of the Director and Auditors and other documents required to accompany or be annexed to the balance sheet;
- (C) the election of Directors;
- (D) the reappointment of the retiring Auditors and the fixing of the amount of their remuneration or the manner in which it is to be determined; and
- (E) the fixing of the amount of the remuneration of the Directors or the manner in which it is to be determined.

8. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as otherwise provided by these Articles two members present in person or by proxy shall be a quorum. A corporation being a member shall if represented in accordance with regulation 74 of Table A, Part I be deemed to be personally present.

9. It shall not be necessary to give notice of an adjourned meeting and regulation 57 of Table A, Part I shall be modified accordingly.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

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

12. A Director shall not be required to hold any shares in the Company by way of qualification.

13. (1) The Directors on behalf of the Company may grant or make provision for pensions allowances or gratuities and life assurance and other benefits to or for the benefit of:—

- (A) any Director or former Director or other officer or former officer who holds or has held any place of profit with:—

- (i) the Company; or
 - (ii) any company in which the Company is or was interested; or
 - (iii) any company firm or concern whose business or any part thereof or control of whose business or any part thereof has at any time been acquired by the Company or any of its subsidiaries; or
 - (iv) any company which is for the time being the holding company (as defined in section 154 of the Act) of the Company; or
 - (v) any company which is or was a fellow subsidiary (as defined for the purposes of paragraph 16 of the Eighth Schedule to the Act) of the Company;
- (B) the wife or widow or any other dependant or family of such Director or former Director or other officer or former officer;
- (C) any other employee or former employee of the Company or of any such company, firm or concern as aforesaid;
- (D) the wife or widow or any other dependant or family of any such other employee or former employee;
- or any class or classes thereof respectively.

(2) Any of the matters aforesaid may be done either alone or in conjunction with any other person or company, and in such manner as the Directors may think fit.

(3) Subject always, if so required by law, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company any such person as is mentioned in sub-paragraphs (A) to (D) inclusive of paragraph (1) above shall be entitled to receive and retain for his own benefit any such pension allowance gratuity assurance or other benefit and any such Director as is mentioned above may vote as a Director in respect of the exercise of any of the powers conferred by this Article notwithstanding that he is or may be or become interested therein.

14. Any Director may at any time be removed from office by ordinary resolution of the Company in general meeting, and it shall not be necessary to give special notice of an intention to move a resolution for any such removal.

15. The Company in general meeting may by ordinary resolution at any time and from time to time appoint any persons to be Directors of the Company.

16. The Directors shall have power from time to time or at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed in accordance with these Articles.

CHAIRMAN AND MANAGING DIRECTORS.

17. (A) The Directors may from time to time appoint one or more of their body to the office of Chairman or Managing or Joint Managing Director for such period, at such remuneration and upon such terms as to the duties to be performed and the powers to be exercised and all other matters as they may think fit and either collaterally with or to the exclusion of or subject to their own powers and may from time to time revoke, withdraw, vary or alter all or any of such powers but so that no such holder of such office shall be invested with any powers or entrusted with any duties which the Directors could not themselves have exercised or performed.

(B) The remuneration of any holder of such office may be by way of salary or commission or participation in profits, or by all or any of those modes or otherwise, and it may be made a term of his appointment that he be paid a pension and/or lump sum payment on retirement from his office.

(c) Subject to any contract between any such holder and the Company the Directors may from time to time remove or dismiss him from office and appoint another or others in his place or to act jointly with him.

(d) Save as hereinafter provided a Chairman or Managing or Joint Managing Director shall (unless otherwise provided by the terms of any agreement between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and, if, for any cause, he ceases to hold the office of Director, he shall, *ipso facto* and immediately, cease to be Chairman or Managing or Joint Managing Director as the case may be but without prejudice in any event to any claim for damages for breach of any contract of service between him and the Company.

TECHNICAL, ASSISTANT OR REGIONAL DIRECTORS.

18. The Directors may from time to time appoint any person as a Technical, Assistant or Regional Director. A Technical, Assistant or Regional Director shall perform such duties and shall exercise such rights and powers and shall be entitled to receive such remuneration (if any) in addition to his remuneration from any office or employment with the Company or any Subsidiary as the Directors may from time to time determine. A Technical, Assistant or Regional Director shall attend meetings of the Directors at the invitation of the Directors with a view to being consulted on such matters of importance in the general administration of the business of the Company and its Subsidiaries (if any) as the Directors shall consider desirable, but a Technical, Assistant or Regional Director shall not be entitled to vote on any resolution submitted at a meeting of the Directors. A Technical, Assistant or Regional Director shall not by reason of his holding such appointment be a Director of the Company and reference in these articles to Directors or Members of the Board shall not include a Technical, Assistant or Regional Director and the Technical, Assistant or Regional Directors shall remain at all times in all respects subject to the control of the Directors and they or any of them may at any time be removed or suspended from office by the Directors.

BORROWING POWERS.

19. 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.

POWERS AND DUTIES OF DIRECTORS.

20. A Director may vote as a Director on any question relating to any contract or arrangement or proposed contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which the question is considered, and if he shall so vote his vote shall be counted. This article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

21. In regulation 86 of Table A, Part I, the words from and including the words "and every Director" down to the end of that regulation shall be omitted.

DISQUALIFICATION OF DIRECTORS.

22. The office of a Director shall be vacated—

- (1) If (not being precluded from so doing as hereinafter provided) by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.
- (3) If he is prohibited from being a Director by an order made under the provisions of section 188 of the Act or otherwise by law.

- (4) If in the opinion of all his co-directors he becomes incapable by reason of mental sickness or disorder of discharging his duties as a Director.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act or by an ordinary resolution duly passed under Article 14 hereof.

PROVIDED that a Chairman or Managing Director or Joint Managing Director holding office as such for a fixed period shall not be entitled to resign his office of Director of the Company.

23. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of any such person.

PROCEEDINGS OF DIRECTORS.

24. The Directors may from time to time fix the quorum necessary for the transaction of business at meetings of the Directors and unless so fixed the quorum shall be two except when the only business of the meeting is to convene a general meeting of the Company or of any class of members when the quorum shall be one.

25. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) of the committee of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

ACCOUNTS.

26. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

NOTICES.

27. A notice sent by post shall be deemed to be served at the time of posting and regulation 131 of Table A, Part I, shall be modified accordingly. Furthermore in that regulation the word "or" immediately before the words "to his registered address" shall be omitted.

28. It shall not be necessary to give notice of any general meeting to the legal personal representatives or trustee in bankruptcy of a deceased or bankrupt member and regulation 134 of Table A, Part I, shall accordingly be modified by the deletion of subparagraph (b) thereof.

29. Every Director whether or not a member shall be entitled to receive notice of and attend all general meetings of the Company and all separate general meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Table A, Part I, shall be modified accordingly.

WINDING UP.

30. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

31. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NO. OF COMPANY 125354/141

THE COMPANIES ACT, 1948.

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

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

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

ORBIT HOUSE, NEW FETTER LANE,

LONDON, E.C.4.

(Signature) *J. King*

(State whether Director or Secretary) Secretary

DATED the 30th day of September 1969

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

CAT. NO. C.F. 103.

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

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.
Law Stationers and Company Registration Agents.

52477(B) L

Presented by

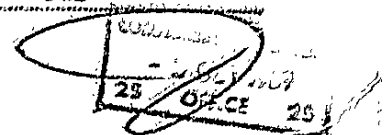
The Secretary,

88 Kingsway,

London W.C.2.

Document Filer's Reference

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No. OF COMPANY 125354

1145.

THE COMPANIES ACT, 1948.

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

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

OR OF THE

Re-conversion into Shares of Stock,

Specifying the Stock so Re-converted,

OR OF THE

Redemption of Redeemable Preference Shares,

OR OF THE

Cancellation of Shares

(otherwise than in connection with a Reduction of Share Capital under Section 66 of the Companies Act, 1948)

Pursuant to Section 62.

NAME OF
COMPANY

BUTTERWORTH & CO. (PUBLISHERS)

LIMITED.

CAT. No. C.F. 28.

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

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

Law Stationers and Company Registration Agents.

S1287(M)L

Presented by

The Secretary,

15, Kingsway,

Document Filer's Reference

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15/11/48

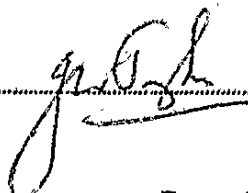
To the Registrar of Companies.

BUTTERWORTH & CO. (PUBLISHERS)

, LIMITED,

hereby gives you Notice in accordance with Section 62 of The Companies Act, 1948, that* the 1,000,000 "A" Ordinary Shares of 2s. 6d. each of this Company have been consolidated into 125,000 "A" Ordinary Shares of £1 each and that the 2,000,000 "B" Ordinary Shares of 2s. 6d. each of this Company have been consolidated into 250,000 "B" Ordinary Shares of £1 each.

Signature.....



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

DATED the 24th day of March, 1971

* e.g. In the case of Consolidation and Division "the 1000 Preference Shares of £10 each of this Company numbered 1 to 1000 have been consolidated and divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock, "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares "the £50,000 Ordinary Stock of this Company has been re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-division "each of the 5000 Ordinary Shares of £5 each has been divided into 5 Shares of £1 each." In the case of Redemption "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been redeemed." In the case of Cancellation "2500 of the Ordinary Shares of the Company which have not been taken up

This margin to be reserved for binding

The Companies Act 1948
COMPANY LIMITED BY SHARES

Ordinary Resolution
of
BUTTERWORTH & CO. (PUBLISHERS)
LIMITED

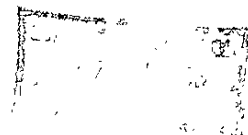
Passed 19th March, 1971.

At an Extraordinary General Meeting of the members of the above-named Company held at 88 Kingsway, London, W.C.2, on Friday, the 19th day of March, 1971, the following Resolution was passed as an Ordinary Resolution :-

THAT the 1,000,000 issued "A" Ordinary Shares of 2s.6d. each and the 2,000,000 issued "B" Ordinary Shares of 2s.6d. each be and are hereby consolidated in such manner that every eight of the said "A" Ordinary Shares of 2s.6d. each shall constitute one "A" Ordinary Share of £1 upon which the sum of £1 shall be credited as having been paid up and that every eight "B" Ordinary Shares of 2s.6d. each shall constitute one "B" Ordinary Share of £1 upon which the sum of £1 shall be credited as having been paid up.



Chairman.



XVII

The Companies Act 1948

COMPANY LIMITED BY SHARES

Special Resolution

of

BUTTERWORTH & CO. (PUBLISHERS)

LIMITED

Passed 28th February, 1973.

At an Extraordinary General Meeting of the members of the above-named Company held at 88 Kingsway, London, W.C.2, on Wednesday, the 2nd day of February, 1973, the following Resolution was passed as a Special Resolution:-

THAT the Objects of the Company be extended by adding to the Objects Clause of the Memorandum of Association of the Company as sub-clause 3(T).

To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.



A.K.L. Stephenson

Chairman.

Filed by:

J.W. Pryke, Esq.,
88 Kingsway,
London, WC2E 6AD.

Ref. JWP

104

A

Chairman
CHAIRMAN

The Companies (Consolidation) Act, 1908

AND

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

(As altered by Special Resolution passed on the 28th day of February, 1973)

AND

NEW

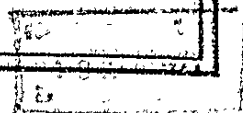
Articles of Association

(Adopted by Special Resolution passed on the 14th day of June, 1968)

OF

**BUTTERWORTH & CO. (PUBLISHERS)
LIMITED**

Incorporated the 14th day of November, 1912



No. 125354



Certificate of Incorporation

I HEREBY CERTIFY that BUTTERWORTH & CO. (CANADA),
LIMITED is this day Incorporated under the Companies
(Consolidation) Act, 1908, and that the Company is Limited.

Given under my hand at London this Fourteenth day of
November One thousand nine hundred and twelve.

Fees and Deed Stamps £6.10. 0.
Stamp Duty on Capital £12.10. 0.

Assistant Registrar of Companies.

No. 125354



Certificate of Change of Name

I HEREBY CERTIFY that BUTTERWORTH & CO. (CANADA), LIMITED having, with the sanction of a Special Resolution of the said Company and with the approval of the Board of Trade, changed its name, is now called BUTTERWORTH & CO. (PUBLISHERS) LIMITED and I have entered such new name on the Register accordingly.

Given under my hand at London, this twenty-first day of February One thousand nine hundred and twenty-seven.

C. C. GALLAGHER,
Registrar of Joint Stock Companies.

The Companies (Consolidation) Act, 1908

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

1. The name of the Company is "BUTTERWORTH & CO. (CANADA), LIMITED."

2. The registered office of the Company will be situate in England.

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

(A) To carry on in Canada and elsewhere the businesses of law, medical and general publishers and book-sellers, law stationers, printers, lithographers, stereotypers, electrotypers, photographic printers, photo-lithographers, engravers, die sinkers, envelope manufacturers, bookbinders, account book manufacturers, machine rulers, commercial printers, paper makers, paper bag and account-book makers, box makers, cardboard manufacturers, typefounders, photographers, dealers in parchment, dealers in stamps, agents for the payment of stamp and other duties, advertising agents, designers, draughtsmen, cabinet makers, dealers in typewriters, dealers in safes and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

(B) To carry on business as proprietors and publishers of legal, medical and general newspapers, journals, magazines, books and other literary works and undertakings.

(C) To undertake and transact all kinds of agency or other business, other than life insurance, which an ordinary individual may legally undertake.

(D) To provide for and furnish or secure to any Members or customers of the Company or to any subscribers to or purchasers or possessors of any publication of the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient, and either gratuitously or otherwise.

By a Special Resolution dated 31st January, 1927, and with the consent of the Board of Trade, the name of the Company was changed to "BUTTERWORTH & CO. (PUBLISHERS) LIMITED."

- (E) To procure the Company to be registered or recognised in any colony or dependency and in any foreign country or place.
- (F) To acquire and carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with such business, or is calculated directly or indirectly to develop any branch of the Company's business, or to increase the value of any of the Company's assets, property or rights.
- (G) To acquire from time to time all such stock-in-trade, goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.
- (H) To acquire and take over the whole or any part of the business, property, and liabilities of any person or persons, firm, or corporation, carrying on any business which this Company is authorised to carry on or possessed of any property or rights suitable for the purposes of this Company.
- (I) To take or otherwise acquire and hold shares, stock, debentures or other interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (J) To purchase, take on lease or in exchange or otherwise acquire any real or personal property, patents, licenses, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (K) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (M) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (N) To lend money on any terms that may be thought fit, and particularly to customers or other persons having dealings with the Company.

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- (O) To enter into any partnership or arrangement in the nature of a partnership with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
- (P) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (Q) To distribute any of the Company's property among the Members in specie.
- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (S) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
- (T) To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.

4. The liability of the Members is limited.

5. The share capital of the Company is £5,000, divided into 5,000 Ordinary Shares of £1 each, with power to increase or reduce the capital. Any of the shares in the capital of the Company for the time being may be issued with or subject to any preferential, deferred or other special rights, privileges, conditions, or restrictions, whether in regard to dividend, voting, return of capital or otherwise.

The rights of the holders of any special class of shares for the time being forming part of the capital of the Company may be modified, affected, varied, extended or surrendered with the sanction of an Extraordinary Resolution of the Members of the class, as provided by the Articles of Association registered herewith, but not further or otherwise.

NOTE.—(1) *By Special Resolution passed on 31st January, 1927, the Capital was increased to £250,000 by the creation of 245,000 Ordinary Shares of £1 each.*

(2) *By Ordinary Resolution passed on 14th January, 1947, the 250,000 Ordinary Shares of £1 each were sub-divided into Ordinary Shares of 5s. each.*

P11

The share capital of the Company as at the 28th day of February, 1973, is £625,000, divided into 250,000 4½ per cent. Cumulative Preference Shares of £1 each, 125,000 'A' Ordinary Shares of £1 each and 250,000 'B' Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
STANLEY SHAW BOND, 4 & 5, Bell Yard, Temple Bar, London, W.C., Law Publisher.	Nine hundred and ninety-nine ordinary Shares.
WILLIAM GEORGE KING, 12, Essex Street, Strand, London, W.C., Solicitor.	One ordinary Share.

Dated this 13th day of November, 1912.

Witness to the above Signatures :—

STEPHEN W. KING,
 12, Essex Street, Strand, W.C.,
 Solicitor.

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, held at 4, 5 and 6 Bell Yard, London, W.C.2, on Monday, the 30th day of May, 1949, the subjoined RESOLUTIONS were duly passed as ORDINARY RESOLUTIONS :—

RESOLUTIONS

1. "That the Capital of the Company be increased to £500,000 by the creation of 250,000 new Shares of £1 each to be called Preference Shares and that the rights, privileges and conditions following be attached to such Preference Shares, that is to say :—

(1) The said Preference Shares shall carry the right to a fixed cumulative preferential dividend at the rate of $4\frac{1}{2}$ per cent. per annum on the capital paid up thereon and in a winding up to repayment of capital and any arrears of such fixed cumulative preferential dividend down to the date of repayment whether earned or declared or not.

(2) The said Preference Shares shall rank, both as regards dividend and return of capital, in priority to all other shares in the Company, but shall not confer any further right to participate in profits or assets.

(3) No new share entitled to rank *pari passu* with or in priority to the said Preference Shares shall be issued by the Company without the consent of the said Preference Shareholders pursuant to Article 10 of the Company's Articles of Association.

(4) The holders of the said Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of Preference Shares unless the preferential dividend shall remain unpaid for twelve months after any half-yearly date fixed for payment thereof or unless a resolution is proposed affecting the rights or privileges of the holders of Preference Shares or for the winding up of the Company. For the purposes of this provision the fixed cumulative preferential dividend shall be deemed to be payable half-yearly on the 1st January and 1st July in every year.

(5) The said Preference Shares shall be issued to such person and on such terms and conditions as the Board may think fit.

(6) Each of the said Preference Shares shall upon its becoming fully paid up be automatically converted into a £1 unit of Preference Stock. Such Preference Stock shall be transferable in units of £1."

2. "That each of the 76,000 Ordinary 5s. Shares (the remainder of the £250,000 Ordinary Capital of the Company) upon its becoming fully paid up be automatically converted into an Ordinary 5s. Stock Unit."

KENNETH A. E. MOORE,

Chairman.

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the Company held at The Connaught Rooms, Great Queen Street, London, W.C.2, on Monday, the 14th day of March, 1955, the following RESOLUTIONS were duly passed, Resolution No. 5 being passed as a SPECIAL RESOLUTION :—

RESOLUTIONS

1. That the £250,000 4½ per cent. Cumulative Preference Stock (transferable in units of £1) in the capital of the Company be and the same is hereby reconverted into 250,000 4½ per cent. Cumulative Preference Shares of £1 each fully paid and that the £250,000 Ordinary Stock (transferable in units of 5s.) in the capital of the Company be and the same is hereby reconverted into 1,000,000 Ordinary Shares of 5s. each fully paid.

2. That each Ordinary Share of 5s. in the Capital of the Company be and it is hereby sub-divided into two Ordinary Shares of 2s. 6d. each, of which one shall be called an "A" Ordinary Share and the other shall be called a "B" Ordinary Share, and that the "A" Ordinary Shares and the "B" Ordinary Shares resulting from such sub-division shall save as regards the right to receive notice of and to attend and vote at General Meetings of the Company rank *pari passu* in all respects with each other.

3. That the Share Capital of the Company be and it is hereby increased from £500,000 to £625,000 by the creation of 1,000,000 "B" Ordinary Shares of 2s. 6d. each.

4. That it is expedient that the sum of £125,000 being as to £23,913 the amount standing to the credit of the Share Premium Account and as to £101,087 part of the amount standing to the credit of the General Reserve of the Company and not required for the payment of the fixed dividend on the Cumulative Preference Shares in the Capital of the Company, be and it is hereby capitalised and accordingly that such sum be set free for distribution and be appropriated to and among the holders of the 1,000,000 "A" Ordinary Shares and the 1,000,000 "B" Ordinary Shares in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the footing that the same be not paid in cash but be applied in

paying up in full 1,000,000 "B" Ordinary Shares of 2s. 6d. each and that such "B" Ordinary Shares be distributed, credited as fully paid up, to and among the said holders in the proportion of one new "B" Ordinary Shares for each 5s. nominal amount of "A" Ordinary Shares and "B" Ordinary Shares held by them respectively on this date and that the said 1,000,000 "B" Ordinary Shares when so issued do rank for all dividends which may hereafter be declared in respect of the ordinary share capital of the Company.

5. That the Articles of Association of the Company be altered as follows :—

(A) By deleting Article 6 and by substituting therefor the following new Article :—

"6. The Share Capital of the Company at the date of the adoption of this Article is £625,000 divided into 250,000 $4\frac{1}{2}$ per cent. Cumulative Preference Shares of £1 each, 1,000,000 'A' Ordinary Shares of 2s. 6d. each and 2,000,000 'B' Ordinary Shares of 2s. 6d. each. Save as provided by Article 60 hereof, the 'A' Ordinary Shares and the 'B' Ordinary Shares rank *pari passu* in all respects with each other and they are collectively referred to in these presents as Ordinary Shares."

(B) By adding at the end of Article 60 the following proviso, namely :—

"Provided that the 'B' Ordinary Shares shall not confer on the holders thereof the right as such to receive notice of or to attend or vote at any General Meeting of the Company."

ROTHES,
Chairman.

At
na
day
Re

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

**BUTTERWORTH & CO. (PUBLISHERS)
LIMITED**

Passed 14th June, 1968

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company held at 88 Kingsway, London, W.C.2, on Friday, the 14th day of June, 1968, the following RESOLUTION was passed as a SPECIAL RESOLUTION:—

That the regulations contained in the printed form of Articles submitted to the meeting and for the purpose of identification signed by the Chairman thereof be adopted as the Articles of Association of the Company in place of the existing Articles.

IAN C. DICKSON
Chairman.

XVI

The Companies Act 1948
COMPANY LIMITED BY SHARES

Ordinary Resolution

of

BUTTERWORTH & CO. (PUBLISHERS)

LIMITED

Passed 19th March, 1971.

At an Extraordinary General Meeting of the members of the above-named Company held at 88 Kingsway, London, W.C.2, on Friday, the 19th day of March, 1971, the following Resolution was passed as an Ordinary Resolution :-

THAT the 1,000,000 issued "A" Ordinary Shares of 2s.6d. each and the 2,000,000 issued "B" Ordinary Shares of 2s.6d. each be and are hereby consolidated in such manner that every eight of the said "A" Ordinary Shares of 2s.6d. each shall constitute one "A" Ordinary Share of £1 upon which the sum of £1 shall be credited as having been paid up and that every eight "B" Ordinary Shares of 2s.6d. each shall constitute one "B" Ordinary Share of £1 upon which the sum of £1 shall be credited as having been paid up.

Ian C. Dickson

Chairman.

XVII

The Companies Act 1948

COMPANY LIMITED BY SHARES

Special Resolution

of

BUTTERWORTH & CO. (PUBLISHERS)

LIMITED

Passed 28th February, 1973.

At an Extraordinary General Meeting of the members of the above-named Company held at 88 Kingsway, London, W.C.2, on Wednesday, the 28th day of February, 1973, the following Resolution was passed as a Special Resolution:-

THAT the Objects of the Company be extended by adding to the Objects Clause of the Memorandum of Association of the Company as sub-clause 3(T).

To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.

A.K.L. Stephenson

Chairman.

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

BUTTERWORTH & CO. (PUBLISHERS)
Limited

(Adopted by Special Resolution passed on the 14th day of June, 1968)

PRELIMINARY.

1. Subject as provided in the next following regulation and to the modifications hereinafter expressed the regulations contained in Part I of Table A set out in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I") shall apply to the Company and shall together with the regulations herein contained constitute the regulations of the Company.

2. Regulations 3, 24, 52, 53, 75, 77, 79, 87 to 97 inclusive, 99, 106, 107, 108, 109 and 136 of Table A, Part I shall not apply to the Company. Regulations 57, 58, 84, 86, 127, 131, 134 and 135 of Table A, Part I shall be modified as hereinafter mentioned.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES.

5. Whenever and so long as the Company shall be a wholly-owned subsidiary of another company (in this Article referred to as "the holding company") then if the holding company shall deliver to the Company a notice in writing purporting to be signed by the secretary or assistant

secretary of the holding company and stating that any share of the Company is held by the registered holder thereof as the nominee of the holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy; and naming some other person as having been authorised by the holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy.

6. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of a share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS.

7. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of:

- (A) the declaration of dividends;
- (B) the reading consideration and adoption of the balance sheet and profit and loss account, the group accounts (if any) and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet;
- (C) the election of Directors;
- (D) the reappointment of the retiring Auditors and the fixing of the amount of their remuneration or the manner in which it is to be determined; and
- (E) the fixing of the amount of the remuneration of the Directors or the manner in which it is to be determined.

8. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as otherwise provided by these Articles two members present in person or by proxy shall be a quorum. A corporation being a member shall if represented in accordance with regulation 74 of Table A, Part I be deemed to be personally present.

9. It shall not be necessary to give notice of an adjourned meeting and regulation 57 of Table A, Part I shall be modified accordingly.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

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

12. A Director shall not be required to hold any shares in the Company by way of qualification.

13. (1) The Directors on behalf of the Company may grant or make provision for pensions allowances or gratuities and life assurance and other benefits to or for the benefit of:—

- (A) any Director or former Director or other officer or former officer who holds or has held any place of profit with:—
 - (i) the Company; or
 - (ii) any company in which the Company is or was interested; or
 - (iii) any company firm or concern whose business or any part thereof or control of whose business or any part thereof has at any time been acquired by the Company or any of its subsidiaries; or
 - (iv) any company which is for the time being the holding company (as defined in section 154 of the Act) of the Company; or
 - (v) any company which is or was a fellow subsidiary (as defined for the purposes of paragraph 16 of the Eighth Schedule to the Act) of the Company;
- (B) the wife or widow or any other dependant or family of such Director or former Director or other officer or former officer;
- (C) any other employee or former employee of the Company or of any such company, firm or concern as aforesaid;
- (D) the wife or widow or any other dependant or family of any such other employee or former employee;

or any class or classes thereof respectively.

(2) Any of the matters aforesaid may be done either alone or in conjunction with any other person or company, and in such manner as the Directors may think fit.

(3) Subject always, if so required by law, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company any such person as is mentioned in sub-paragraphs (A) to (D) inclusive of paragraph (1) above shall be entitled to receive and retain for his own benefit any such pension allowance gratuity assurance or other benefit and any such Director as is mentioned above may vote as a Director in respect of the exercise of any of the powers conferred by this Article notwithstanding that he is or may be or become interested therein.

14. Any Director may at any time be removed from office by ordinary resolution of the Company in general meeting, and it shall not be necessary to give special notice of an intention to move a resolution for any such removal.

15. The Company in general meeting may by ordinary resolution at any time and from time to time appoint any persons to be Directors of the Company.

16. The Directors shall have power from time to time or at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed in accordance with these Articles.

CHAIRMAN AND MANAGING DIRECTORS.

17. (A) The Directors may from time to time appoint one or more of their body to the office of Chairman or Managing or Joint Managing Director for such period, at such remuneration and upon such terms as to the duties to be performed and the powers to be exercised and all other matters as they may think fit and either collaterally with or to the exclusion of or subject to their own powers and may from time to time revoke, withdraw, vary or alter all or any of such powers but so that no such holder of such office shall be invested with any powers or entrusted with any duties which the Directors could not themselves have exercised or performed.

(B) The remuneration of any holder of such office may be by way of salary or commission or participation in profits, or by all or any of those modes or otherwise, and it may be made a term of his appointment that he be paid a pension and/or lump sum payment on retirement from his office.

(C) Subject to any contract between any such holder and the Company the Directors may from time to time remove or dismiss him from office and appoint another or others in his place or to act jointly with him.

(D) Save as hereinafter provided a Chairman or Managing or Joint Managing Director shall (unless otherwise provided by the terms of any agreement between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and, if, for any cause, he ceases to hold the office of Director, he shall, *ipso facto* and immediately, cease to be Chairman or Managing or Joint Managing Director as the case may be but without prejudice in any event to any claim for damages for breach of any contract of service between him and the Company.

TECHNICAL, ASSISTANT OR REGIONAL DIRECTORS.

18. The Directors may from time to time appoint any person as a Technical, Assistant or Regional Director. A Technical, Assistant or Regional Director shall perform such duties and shall exercise such rights and powers and shall be entitled to receive such remuneration (if any) in addition to his remuneration from any office or employment with the Company or any Subsidiary as the Directors may from time to time determine. A Technical, Assistant or Regional Director shall attend meetings of the Directors at the invitation of the Directors with a view to being consulted on such matters of importance in the general administration of the business of the Company and its Subsidiaries (if any) as the Directors shall consider desirable, but a Technical, Assistant or Regional Director shall not be entitled to vote on any resolution submitted at a meeting of the Directors. A Technical, Assistant or Regional Director shall not by reason of his holding such appointment be a Director of the Company and reference in these articles to Directors or Members of the Board shall not include a Technical, Assistant or Regional Director and the Technical, Assistant or Regional Directors shall remain at all times in all respects subject to the control of the Directors and they or any of them may at any time be removed or suspended from office by the Directors.

BORROWING POWERS.

19. 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.

POWERS AND DUTIES OF DIRECTORS.

20. A Director may vote as a Director on any question relating to any contract or arrangement or proposed contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which the question is considered, and if he shall so vote his vote shall be counted. This article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

21. In regulation 86 of Table A, Part I, the words from and including the words "and every Director" down to the end of that regulation shall be omitted.

DISQUALIFICATION OF DIRECTORS.

22. The office of a Director shall be vacated—

- (1) If (not being precluded from so doing as hereinafter provided) by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.
- (3) If he is prohibited from being a Director by an order made under the provisions of section 188 of the Act or otherwise by law.
- (4) If in the opinion of all his co-directors he becomes incapable by reason of mental sickness or disorder of discharging his duties as a Director.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act or by an ordinary resolution duly passed under Article 14 hereof.

PROVIDED that a Chairman or Managing Director or Joint Managing Director holding office as such for a fixed period shall not be entitled to resign his office of Director of the Company.

23. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of any such person.

PROCEEDINGS OF DIRECTORS.

24. The Directors may from time to time fix the quorum necessary for the transaction of business at meetings of the Directors and unless so fixed the quorum shall be two except when the only business of the meeting is to convene a general meeting of the Company or of any class of members when the quorum shall be one.

25. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) of the committee of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

ACCOUNTS.

26. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

NOTICES.

27. A notice sent by post shall be deemed to be served at the time of posting and regulation 131 of Table A, Part I, shall be modified accordingly. Furthermore in that regulation the word "or" immediately before the words "to his registered address" shall be omitted.

28. It shall not be necessary to give notice of any general meeting to the legal personal representatives or trustee in bankruptcy of a deceased or bankrupt member and regulation 134 of Table A, Part I, shall accordingly be modified by the deletion of sub-paragraph (b) thereof.

29. Every Director whether or not a member shall be entitled to receive notice of and attend all general meetings of the Company and all separate general meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Table A, Part I, shall be modified accordingly.

WINDING UP.

30. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

31. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

No. of Company 125354

1169

Form No. R6
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of directors' interests
in shares in, or debentures of, a company or its
associated companies is kept or of any change in that place.

Pursuant to Section 29(8) of the Companies Act 1967

Name of Company BUTTERWORTH AND COMPANY (PUBLISHERS) Limited*

To the Registrar of Companies

The above-named company hereby gives you notice, in accordance with Subsection (8) of Section 29 of the
Companies Act 1967, that the register of directors' interests in shares in, or debentures of, the company or
any associated companies is kept at

Fleetway House,

22/25 Farringdon Street,

London EC4A 4AD.

*Delete "Limited" if not applicable



Signed E. Z. Vaville

State whether Secretary
Director or Secretary

Date 8. 7. 1976

Presented by: The Secretary,
88 Kingsway,
London WC2B 6AB.

Presenter's reference: DES



NO. OF COMPANY 125354

THE COMPANIES ACT, 1948.

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

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

BUTTERWORTH AND COMPANY (PUBLISHERS)

LIMITED

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

Fleetway House,

22/25 Farringdon Street, London EC4A 4AD.

(Signature)

Secretary

(State whether Director or Secretary)

DATED the 18th day of June 1976

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

Cat. No. C.F. 103

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

Presented by

The Secretary,

88 Kingsway,

Document Filer's Reference

PMW

THE COMPANIES ACTS 1948 TO 1967**Notice of place where register of members is kept or
of any change in that place**

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company BUTTERWORTH & CO. (PUBLISHERS) Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948

that the register of members of the company is kept at

88 KINGSWAYLONDON WC2B 6AB

* Delete "Limited" if not applicable

Signed

M. Hedley-Jones

State whether

Director or Secretary

Secretary

Date

14 NOV 1977**17**Presented by: **R. J. HEDLEY-JONES**
COMPANY SECRETARYButterworths & Co. (Publishers) Limited
Borough Green,
Sevenoaks,
Kent. TN15 8PH

Presenter's reference:

RHJ/-

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

27

Please do not write in this binding margin

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

To the Registrar of Companies

Company number

For official use

125354

[1][7][7]

Name of company

BUTTERWORTH & CO (PUBLISHERS)	Limited*
-------------------------------	----------

delete if inappropriate

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

88 KINGSWAY
LONDON WC2B 6AB.

delete as appropriate

Signed

R. J. Hedley-Jones

[Director]

[Secretary]† Date

14 NOV 1977

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

R. J. HEDLEY-JONES
COMPANY SECRETARY

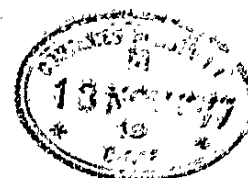
Butterworths & Co. (Publishers) Limited
Borough Green,
Sevenoaks,
Kent. TN15 8PH

RHJ/-

For official use
General section

Post room

17



10.1.204 171

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

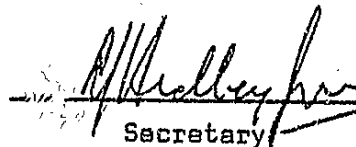
OF

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

Passed: 11th January 1982

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above-named Company held on eleventh day of January 1982, the following RESOLUTION was proposed and duly passed as a SPECIAL RESOLUTION:

"THAT the Company be not re-registered as a public company under the Companies Acts 1948 to 1980".


Secretary



FILE COPY



CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 125354 | 198

I hereby certify that

BUTTERWORTH & CO (PUBLISHERS) LIMITED

is, with effect from 10TH MARCH 1982 a private company
within the meaning of the Companies Act 1980.

Dated at Cardiff the

10TH MARCH 1982

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1976

Form No. 27

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

27

Please do not write in this binding margin

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

Delete if appropriate

To the Registrar of Companies

For official use

Company number

201

125354

Name of company

BUTTERWORTH & CO. (PUBLISHERS)

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

KING'S REACH TOWER, STAMFORD STREET, LONDON SE1 9LS

as appropriate

Signed

R.J. Hadley-Jones

[Director] [Secretary]† Date 1.12.82.

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

RJHJ

R.J. Hadley-Jones Esq.
88 Kingsway
London WC2B 6AB

For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1976

Form No. 103

Notice of place where register of members is kept or of any change in that place

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

103

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

21012

125354

Name of company

BUTTERWORTH & CO. (PUBLISHERS)

Limited*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

KING'S REACH TOWER, STAMFORD STREET, LONDON SE1 9LS

In lieu of*

88 KINGSWAY, LONDON WC2B 6AB

where it was previously kept

Signed

R.J. Hedley-Jones

[Director] [Secretary]† Date 1.12.82.

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

RJHJ
R.J. Hedley-Jones Esq.
88 Kingsway
London WC2B 6AB

For official use
General section

Postroom



THE COMPANIES ACTS 1949 TO 1976

Notice of place where register of members is kept or of any change in that place

Pursuant to section 110(3) of the Companies Act 1948 as amended by the Companies Act 1976

103

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

212

125354

Name of company

BUTTERWORTH & CO (PUBLISHERS)

Limited*

*delete if inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

BOROUGH GREEN, SEVENOAKS, KENT TN15 8PH

In lieu of*

KING'S REACH TOWER, STAMFORD STREET, LONDON SE1 9LS

where it was previously kept

*delete as appropriate

Signed

R J Hedley-Jones

[Director] [Secretary]† Date

14/2/85

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

RJHJ

R J Hedley-Jones
88 Kingsway
London WC2B 6AB

For official use
General section



THE COMPANIES ACTS 1948 TO 1976

Form No. 27

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

To the Registrar of Companies

For official use

Company number

213

125354

Name of company

BUTTERWORTH & CO (PUBLISHERS)

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

BOROUGH GREEN, SEVENOAKS, KENT TN15 8PH

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

RJHJ

R J Hedley-Jones
88 Kingsway
London WC2b 6AB

For official use
General section

Post room



1253

BUTTERWORTH & CO. (PUBLISHERS) LTD.

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being all members of the Company who at the date of this resolution are entitled to attend and vote at a General Meeting of the Company, hereby resolve:

- THAT (A) The provision of section 80A of the Act shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80.
- (B) The company hereby elects:
- (i) Pursuant to section 252 of the Act, to dispense with the laying of accounts before the company in general meeting;
 - (ii) Pursuant to section 366A of the Act, to dispense with the holding of Annual General Meetings.
 - (iii) Pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
 - (iv) Pursuant to sections 369 (4) and 378 (3) of the Act, that the provisions of those sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.

Dated this 15th day of July 1991.

Neel... ..

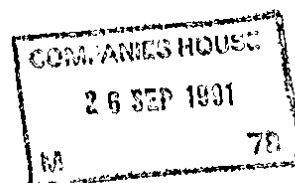
For and on behalf of Reed Publishing Ltd.

[Signature]

For and on behalf of Reed Nominees Ltd.

[Signature]

Director/Secretary



COMPANY NUMBER: 125354

BUTTERWORTH AND COMPANY PUBLISHERS LIMITED

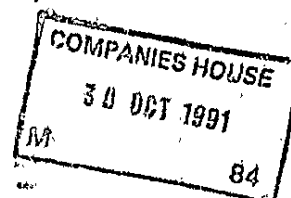
SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985.

At a general meeting of the company held on 21 October 1991 the following Special Resolution was passed:

That in accordance with Section 252 of the Companies Act 1985 the company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

Signed *Naila Cusworth* N. Cusworth (Director)

21 October 1991



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COMPANIES FORM No. 225(1)
Notice of new accounting reference
date given during the course of
an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company number

125354

Name of company

Butterworth & Co (Publishers) Limited

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

Day Month

3	1	1	2
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* delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]* and ~~is to be treated as having come to an end~~ [will come to an end]* on

Day Month Year

3	1	1	2	1	0	0	2
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]* undertaking of

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed

Mark Radcliffe

Designation ‡

Secretary

Date

23.11.92

Presentor's name address
telephone no. and reference (if any):

Mark Radcliffe
Michelin House
81 Fulham Road
London SW3 6RB

For official use
D.E.B.

Post room

COMPANIES HOUSE
31 7607

BLUEPRINT

CH APP

Company No. 125354

DORMANT COMPANY RESOLUTION

Companies Act 1985, Section 250 as amended by
section 14 of the Companies Act 1989 and by

SI No. 1992/3003

SPECIAL RESOLUTION OF

BUTTERWORTH & CO. (PUBLISHERS) LIMITED

At an extraordinary general meeting of the above-named company, held on the 5th day of August 1993, the following Special Resolution was duly passed:

"The accounts of the company for the financial year ending 31 March 1992, having been sent out in accordance with Section 238 of the Companies Act 1985 and the company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985, relating to the audit of accounts and from the obligation to appoint auditors."

Signed: *Neville Cunniff*

Date: 11 August 1993

