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INVESTOR IN PEOPLE

CHPM 4 (07/02)

THE COMPANIES ACTS 1908 to 1917.



A Co.
Companies'
Registration
Fee Stamp
to be
impressed
here.

REGISTERED

201061

20 OCT 1920

DECLARATION of Compliance with the requirements of the Companies

(Consolidation) Act 1908, on behalf of a Company proposed to be

registered as

Bank of India

LIMITED.

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

ed for filing by

Bank of India

COMPANIES' REGISTRATION

63 3 04, C

Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C. 2; 29 Walbrook, E.C. 4;
49 Bedford Row, W.C. 1; 6 Victoria Street, S.W. 1.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies Form 6 - 1915-19 - VI27

31. Arthur Bancroft Crookes
of 25 Baldern Street - Bristol

(*) Here insert:
"A Solicitor of
the High Court
engaged in the
formation,"
or
"A Director' or
Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am (*) A Director
of the High Court engaged
in the formation

of Bristol Industries

Limited, and That all and every 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 27 Baldern Street
in the city and county
of Bristol
the 20 day of October

One thousand nine hundred and twenty

Before me,

Edward H. Ashley

Arthur Bancroft Crookes

"COMPANIES ACTS 1908 AND 1913."
~~"COMPANIES (CONSOLIDATION) ACT, 1908."~~

REGISTERED
201063
26 OCT 1920



A 5s.
Companies'
Registration
Fee Stamp
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impressed
here.

CONSENT to act as Director of.....

Buster Industries Limited,

Pursuant to s. 72 (1) (i) of the Companies (Consolidation) Act, 1908.

presented for filing by

The Solicitors' Law Stationery Society, Limited, 22, Chancery Lane, W.C., 29, Walbrook, E.C.,
6, Victoria Street, S.W.,

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 62.—301.19-4-11. W292

To the Registrar of Joint Stock Companies :—

(a) He or she
(b) I or We
(c) He or she
(d) My or Our

(a) we, the undersigned, hereby testify (b) our consent to act as Directors of

Bristol Industries Limited,

and to (b) our names being inserted as Directors in the Prospectus of the said Company which it is proposed to issue (c) [or in the Statement in lieu of Prospectus which it is proposed to file], and (a) we authorise Messrs. Bevan Harcourt of Bristol to file this consent with the Registrar of Joint Stock Companies, pursuant to s. 72 (1) (i) of the Companies (Consolidation) Act, 1908.

*Signature.	Address.	Description.
<i>George Benjamin Knight</i>	<i>"Hillside," Clevedon Hall, G. Bath</i>	<i>Chartered Secretary</i>
<i>Frank Albert Knight</i>	<i>"Rookhill," Keynsham, Somerset</i>	<i>Director of Cold Storage Company</i>
<i>William Pitt Rivers</i>	<i>10 Royal Horse Guards, Bristol</i>	<i>Miscellaneous Manufacturer</i>
<i>John Victor James Wier</i>	<i>"Kildare," Keynsham, Somerset</i>	<i>Director of Cold Storage Company</i>
<i>George Ernest Wier</i>	<i>39, Hamptons Park, West Bristol</i>	<i>Director of Cold Storage Company</i>
<i>George Austin Watkins</i>	<i>16, Caladonia Place, Clifton, Bristol</i>	<i>Warehouseman</i>
<i>George Wier</i>	<i>"The Bungalow," Clarendon Terrace, Clifton, Bristol</i>	<i>Director of Cold Storage Company</i>
<i>Frederick Matthew Milner</i>	<i>19, Camden Crescent, Bath</i>	<i>Miscellaneous Manufacturer</i>
<i>Francis Antonius Conroy</i>	<i>17, Chesterfield Road, Bath</i>	<i>Miscellaneous Manufacturer</i>
<i>Joseph Thomas Knight</i>	<i>11, Andrews Park, Bristol</i>	<i>Sugar Refiner</i>
<i>Alexander Knight</i>	<i>33, Henleaze Road, Westbury-on-Trym, near Bristol</i>	<i>Director of Cold Storage Company</i>
<i>William George Dickinson</i>	<i>3, St. James Street, St. James Square, Bath</i>	<i>Jeweller</i>
	<i>"Broomwood," Upper, Badfield Park, Bath</i>	

Dated this 19th day of October

1920.

COMPANIES ACTS 1908 to 1917.

REGISTERED

201064

26 OCT 1920



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

LIST of the Persons who have consented to be Directors of.....

.....

Burton Industries Limited,

Pursuant to s. 72 (2) of the Companies (Consolidation) Act 1908.

presented for filing by

.....

Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C. 2; 29 Walbrook, E.C. 4;
49 Bedford Row, W.C. 1; 6 Victoria Street, S.W. 1.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 62. - 242.20-1-20. W 120.

To the Registrar of Joint Stock Companies :--

(1) *here*, the undersigned, hereby give you notice, pursuant to s.72 (2) of the Companies (Consolidation) Act 1908, that the following persons have consented to be Directors of

Emislot Industries Limited.

Name.	Address.	Description.
<i>George Duncombe Hunt F.C.I.S.</i> ✓	<i>Hillside, Cleveland Walk Bath</i>	<i>Chartered Secretary</i>
<i>William Dillworth Armstrong</i> ✓	<i>10 Royal York Crescent Clifton Bristol.</i>	<i>mineral water manufacturer</i>
<i>Frank Albert Barnard Esq.</i> ✓	<i>Brookhill Keynesham Somerset</i>	<i>Director of Cwd Storage Company</i>
<i>Captain Cecil Victor James Esq.</i> ✓	<i>Kildare Keynesham Somerset.</i>	<i>Director of Cwd Storage Company</i>
<i>James Antonius Atwell</i> ✓	<i>17 Clarendon Road S. Andrews Park Bristol</i>	<i>mineral water manufacturer</i>
<i>William George Dickinson</i> ✓	<i>Broomwood Upper Odfield Park Bath.</i>	<i>jeweller.</i>
<i>George Eastwood</i> ✓	<i>39 Hampton Park West, Bristol.</i>	<i>Director of Cwd Storage Company</i>
<i>Joseph Thomas Knight</i> ✓	<i>33 Henleaze Road Westbury-Do. Wilts. near Bristol.</i>	<i>Sugar Refiner</i>
<i>Walter J. P. Sander</i> ✓	<i>The Bungalows Clarendon Terrace Clarendon.</i>	<i>Director of Cwd Storage Company</i>
<i>Fredrick Matthew Millard</i> ✓	<i>19 Camden Crescent Bath.</i>	<i>mineral water manufacturer</i>
<i>George Austin Watkins</i> ✓	<i>16 Clarendon Place Clifton Bristol.</i>	<i>warehouseman</i>
<i>Alexander Wyatt</i> ✓	<i>3 St. James' Street St. James' Square Bath.</i>	<i>Director of Cwd Storage Company</i>

Signature, Address and Description of Applicant for Registration.

A. T. Crookman
5 Park Mansions.
Bath.

Secretary
Emislot Industries Limited

Dated this *19th* day of *October* 192*8*.

"COMPANIES ACTS 1908 TO 1917."



A 5s.
"Companies"
Registration
Fee Stamp
to be
impressed
here.

REGISTERED
201065
26 OCT 1920

CONTRACT by Directors to take and pay for Qualification Shares in

Bank of India Ltd. Limited,

Pursuant to s. 72 (1) (ii) of the Companies (Consolidation) Act 1908.

sent for filing by

10

Frederick William Johnson
 Esq. of London.
 Charles's Court, St. John's
 Street, Thomas. Knight.
 Esq. of London.
 Wm. Johnson.

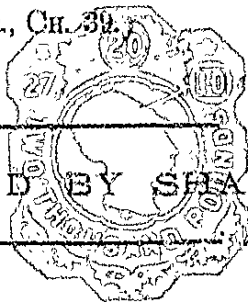
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[Handwritten signature]

THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

REGISTERED
201060
26 OCT 1920

Trustee Industries

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899. *77. 39 of the Finance Act 1920.*

NOTE.—The Stamp Duty on the Nominal Capital is *One pound* ~~Five Shillings~~ for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

Presented for filing by

ATTESTED
COMPANY SECRETARY
65 & 64, ...

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 39 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

IB Smith Industries, Limited,

is £250,000, divided into 250,000

Shares of one pound each.

Signature *AV Crossman*
Secretary

Officer

Dated the *thirteenth* day of

October 192*2*

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

THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

BRISTOL INDUSTRIES
LIMITED.

201068

26 OCT 1920

1. The name of the Company is "BRISTOL INDUSTRIES, 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 industries of all kinds, whether manufacturing or otherwise, and to act as general manufacturers and merchants and contractors of all descriptions.
- (b) To acquire and take over as going concerns and to develop the businesses now carried on at Bristol under the styles or firms of the Avon Cold Storage and Ice Company Limited, the Bristol Foundry Company Limited, H. W. Carter and Company Limited, Brooke and Prudencio Limited, and the Bristol Haulage Company Limited and all or any

of the assets and liabilities of the proprietors of those respective businesses in connection therewith, and with a view thereto to enter into and carry into effect, either with or without modification, five several agreements which have already been prepared and are expressed to be made between those Companies respectively and their respective liquidators of the one part and this Company of the other part, drafts whereof have for the purpose of identification been endorsed with the signature of a Solicitor of the Supreme Court.

- (c) To carry on the business of manufacturers of and merchants and dealers in articles and goods of all kinds, and in particular and without limiting the generality of the above of syrups, fruit crystals, ice, mineral and aerated waters, non-alcoholic and alcoholic beverages and other drinks, cordials, flavouring essences and other articles of every description.
- (d) To carry on the business of manufacturing chemists, brewers, distillers, maltsters, wine and spirit merchants, exporters and importers, licensed victuallers, hotel keepers, restaurant keepers and shop keepers.
- (e) To carry on the business of hop merchants and growers, malt factors, corn merchants, coopers and bottlers, bottle makers, bottle stopper makers, potters, manufacturers of syphons, refrigerating store keepers, general warehousemen, tobacco-conists, farmers, dairy-men, yeast dealers, grain stores and dryers, and general store and provision and produce dealers.
- (f) To carry on the business of forwarding, transit, railway, ship, commission, advertising, house, land and estate and other agents of any description, and of auctioneers, valuers and surveyors.
- (g) To carry on the business of hauliers, hauling contractors, ship owners, barge owners, lightermen, railway carriers, furniture removers, hay and corn dealers,

garage proprietors and dealers in horses and all classes of vehicles, forage merchants, carriage, wagon and vehicle builders, wheelwrights, electricians and motor engineers and Bath stone and brick merchants.

- (h) To carry on the business of iron foundry, brass foundry, aluminium foundry, manufacturers of and merchants and dealers in iron, steel and brass and other metals, and other metal goods of all kinds.
- (i) To carry on the business of colliery proprietors, coke manufacturers, miners, smelters, engineers and tin plate makers in all their respective branches.
- (j) To search for, get, work, raise, make merchantable, sell and deal in iron, coal, ironstone, brick earth, bricks and other metals, minerals and substances of all descriptions.
- (k) To carry on any other businesses which may be considered capable of being conveniently carried on in connection with any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (l) To construct, maintain, improve, manage, work, control and superintend any roads, ways, tramways, wells, machinery, plant, factories, shops, stores, warehouses and other works, buildings and conveniences, which may be deemed by the Company necessary or desirable for or directly or indirectly conducive to any of the Company's objects, and to contribute to, subsidise, or otherwise assist, or take part in, any such operations.
- (m) To purchase or otherwise acquire for any estate or interest any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company (whether in the

United Kingdom or elsewhere) and to develop and turn to account and deal with the same in such manner as may be thought expedient

- (n) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the real and personal property (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.
- (o) To draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (p) To purchase or acquire the assets and undertaking of, amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or co-operate in any way with any company, firm, or person carrying on or proposing to carry on any business within the objects of this Company, or the acquisition of which shall be considered calculated to advance the interests of this Company.
- (q) To promote any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of this Company or the interests of its Members.
- (r) To lend money to and guarantee the performance of the obligations of and the payment of the capital and principal of, and dividends and interest on any stock, shares and securities of any company, firm, or person in any case in which such loan or guarantee may be considered likely directly or indirectly to further the objects of this Company or the interests of its members.

- (s) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company.
- (t) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal in the shares, stocks and securities of any company promoted by this Company or carrying on or proposing to carry on any business within the objects of this Company.
- (u) To take all necessary or proper steps in Parliament or with the Authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of this Company or its members.
- (v) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (w) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.
- (x) To grant pensions or gratuities to any employees or ex-employees of the Company or its predecessors in business, or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may

be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.

- (y) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.
- (z) To distribute among the members of the Company in specie any property of the Company.
- (aa) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (bb) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

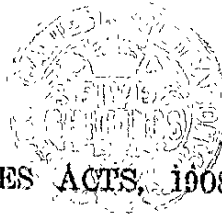
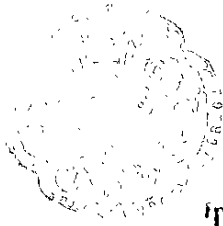
4. The liability of the members is limited.

5. The capital of the Company is £250,000, divided into 50,000 Preference Shares of £1 each and 200,000 Ordinary Shares of £1 each.

Any of the said shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, return of capital, voting, or otherwise as are expressed to be attached to the same by the Articles of Association registered herewith or as the Company may from time to time by special resolution determine, but so that the special rights belonging to the holders of any shares issued with preferred or other special rights shall not be modified or abrogated except with such sanction as is provided by the Articles of Association of the Company for the time being.

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.
George Duanecombe Mount, Middlesbrough, Middlesbrough, Middlesbrough Charles George 1920	ONE
William Delwood Armstrong 10 Royal Park Crescent Clifton Bristol. Principal Electric Supply	one.
Frank Albert Barrow, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 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7.

THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

REGISTERED

201067

Articles of Association

26 JCT 1920

— OF —

**BRISTOL INDUSTRIES,
LIMITED.**

PRELIMINARY.

1. The regulations in Table "A" in the first schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company.

2. In these presents, if not inconsistent with the subject or context, 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.

WORDS.	MEANINGS.
The Statutes.	The Companies Acts, 1908 to 1917, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
The Act.	The Companies (Consolidation) Act, 1908.
These presents.	These Articles of Association, as originally framed, or as from time to time altered by special resolution.

Car
Handwritten notes and stamps in the bottom right corner.

Words.	MEANINGS.
Office.	The Registered Office of the Company.
Seal.	The Common Seal of the Company.
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 one and partly another.

And words importing the singular number only shall include the plural, 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 Stockholder."

Save 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 presents.

BUSINESS.

3. The Company is formed for the purpose of acquiring from the Avon Cold Storage and Ice Co. Ltd., the Bristol Foundry Co. Ltd., H. W. Carter & Co. Ltd., Brooke and Prudencio Ltd., the Bristol Haulage Co. Ltd., and the assets and undertakings of those companies respectively upon the terms set forth in the draft agreements mentioned in sub-clause (b) of clause 3 of the Memorandum of Association registered herewith and of carrying out and giving effect to the arrangements contained in the said drafts. The Directors shall, immediately upon incorporation, enter into agreements with those companies respectively and their respective liquidators in the terms of the said drafts, either with or without modification, as to them shall seem fit. All the Directors of the Company will or may

be Directors of or interested in some or all of the said companies, but notwithstanding that they are or may be Directors of such other companies or so interested therein as aforesaid and are or may be promoters of the Company, they are nevertheless hereby authorised to act as Directors for the purpose of acquiring on behalf of the Company the assets and undertakings above referred to, and of entering into the said agreements and any other agreements, documents, or arrangements which may be necessary for giving full effect to, or for carrying out the terms of the said drafts, and of making all payments to be made thereunder, and no objection shall be made to the transaction by the Company, or by any member, creditor, or liquidator thereof, nor shall any such arrangement as aforesaid be liable to be set aside on the ground that the Directors or any of them are Directors of such other companies or interested therein, or are promoters of the Company, or as such, or as Directors of the Company, stand in a fiduciary relation to the Company, or on any other ground whatsoever, and the Directors or the said Companies shall be entitled notwithstanding any such fiduciary relation as aforesaid to retain all sums in cash and shares payable to them under the terms of the said drafts, and all other advantages coming to them under the said transactions. Every member of the Company shall be deemed to have full notice of the said transactions, and of all agreements, documents and arrangements to be entered into under this article, and to sanction the same and agree to be bound thereby.

4. Subject to the provisions of section 87 of the Act, the business of the Company may be commenced as soon after the incorporation of the Company as the Directors think fit.

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

6. 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.

PREFERENCE SHARES.

7. The holders of the preference shares in the original capital of the Company shall be entitled to a fixed cumulative preferential dividend on the amounts paid or credited as paid up on the preference shares held by them respectively, at the rate of 8 per cent. per annum, and on a return of assets of the Company on winding up or otherwise to have the assets of the Company available for distribution amongst the members applied in the first place in paying to them the amounts paid or credited as paid up on the preference shares held by them respectively, together with a sum equal to any arrears or deficiency of the fixed cumulative preferential dividend on such shares (such arrears or deficiency to be calculated down to the date of the return of assets and to be payable irrespective of whether such dividend has been declared or profits have been earned out of which the same could have been declared), but the holders of the preference shares shall not be entitled in respect thereof to any further or other participation in the profits or assets of the Company.

8. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by the next following article) 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, return of capital, voting or otherwise, as the Company may from time to time by special resolution determine.

MODIFICATION OF RIGHTS.

9. If and whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may 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 (but not otherwise) be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting all the provisions of these presents 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 in respect of each share of the class held by them respectively, and that if at any adjourned meeting of such holders a quorum is not present, those members who are present shall be a quorum.

10. 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.

11. The shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper. Provided that the Directors shall, as regards any offer or allotment of shares, comply with the provisions of sections 85 and 88 of the Act, if and so far as such provisions may be applicable thereto.

12. On any offer or allotment of share capital to which section 85 of the Act shall apply, the minimum subscription upon which the Directors may proceed to allotment shall be seven shares.

13. The Company (or the Directors on behalf of the Company) may exercise the powers of paying commissions conferred by section 89 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 nominal amount of the shares in respect whereof the same is paid, or an amount equal to 10 per cent. of the nominal amount of such shares (as the case may be). The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

14. 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 Directors on behalf of the Company, may, subject to the conditions and

restrictions mentioned in section 91 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.

15. 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 presents otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

16. Every person whose name is entered as a member in the register of members, shall be entitled without payment to one certificate for all his shares, or upon payment of such sum, not exceeding 2s. 6d., for every certificate after the first as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued under the seal, and bear the signatures of one or more Directors 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.

17. 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 as the Directors think fit.

LIEN.

18. The Company shall have a lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of

any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

19. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of the intention to sell in default shall have been given to the holder for the time being of the share or the person entitled by reason of his death or bankruptcy to the share.

20. The proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. The purchaser shall be registered as the holder of the shares and he 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.

21. The Directors may, if they think fit, receive from any shareholder willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced, may (until the same would but for such advance become presently payable), pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 10 per cent. per annum, as may be agreed upon between the Directors and the shareholder paying such sum in advance.

TRANSFER OF SHARES.

22. All transfers of shares shall be effected by transfer in writing in the usual common form.

23. The instrument of transfer of a share shall be executed both by the transferor and 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.

24. The Directors may, in their 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 they shall not approve, and they may also decline to register any transfer of shares on which the Company has a lien.

25. The Directors may also decline to recognise any instrument of transfer, unless

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

26. The register of transfers may be closed at such times 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.

27. In case of the death of a shareholder the survivors or survivor 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.

28. 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 Directors, 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.

29. 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 presents 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.

30. 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 all dividends and 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 the share.

FORFEITURE OF SHARES.

31. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

32. The notice shall name a further day on or before which and the place where the payment required by the notice 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 on which the call was made will be liable to be forfeited.

33. If the requirements 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 and interest and expenses due in respect thereof has been made be forfeited by a resolution of the Directors to that effect.

34. A forfeited share 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 at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

35. A shareholder whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest thereon at eight per cent. per annum from the date of forfeiture until payment.

36. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale or disposal thereof shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share 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 irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

STOCK.

37. The Directors may with the sanction of the Company previously given in general meeting, convert any paid-up shares into stock, and may with the like sanction reconvert any stock into paid-up shares of any denomination.

38. The holders of stock may transfer the same or any part thereof 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 admit, but no stock shall be transferable except in sums of £1 or multiples of £1. No warrants to bearer shall be issued in respect of any stock.

39. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

40. All such of the provisions of these presents (other than those relating to share warrants) as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

SHARE WARRANTS.

41. The Company may issue share warrants, and accordingly the Directors may in their 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 Directors may from time to time require as to the identity of the person signing the request, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant, and such fee, not exceeding 2s. 6d., as the Directors may from time to time require, issue under the seal at the expense in all respects of the person applying for the same, 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.

42. 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 presents with respect to transfer and transmission of shares shall not apply thereto.

43. The bearer of a share warrant shall on surrender of the warrant to the Company for cancellation, and upon payment of such sum, not exceeding 2s. 6d., as the Directors 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.

44. The bearer of a share warrant may at any time deposit the warrant at the office, 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 any share warrant. The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

45. 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 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, and he shall be a member of the Company.

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

INCREASE OF CAPITAL.

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

48. 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, 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 Directors, who may allot, grant options over, or otherwise dispose of them to such persons and on such terms as they shall think fit.

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

ALTERATIONS OF CAPITAL.

50. The Company in general meeting may by ordinary resolution--

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (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, and diminish the amount of its capital by the amount of the shares so cancelled.

And may by special resolution—

- (c) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of section 41 (1) (d) of the Act), and so that the special resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division, one or more of 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.
- (d) Reduce its capital in any manner authorised by law.

GENERAL MEETINGS.

51. The statutory meeting of the Company shall be held at such time (within a period of not less than one month, nor more than three months from the date at which the Company is entitled to commence business) and at such place as the Directors may determine, and the provisions of section 65 of the Act shall be duly observed. The statutory meeting may vote such sums as may be thought fit to all or any of the promoters of the Company as remuneration for their services in connection with the promotion thereof.

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52. A General Meeting shall be held in the year 1921, and in every subsequent year, at such time (within a period of not more than fifteen months after the holding of the last preceding general meeting) and place as may be determined by the Directors. The general meetings referred to in this article shall be called ordinary meetings. All general meetings other than ordinary meetings and the statutory meeting shall be called extraordinary.

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

NOTICE OF GENERAL MEETINGS.

54. Seven days' notice at the least (inclusive of the day on which the notice is served or deemed to be served, but exclusive 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.

55. 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.

56. Whenever it is intended to pass a special resolution the two meetings may be convened by one and the same notice, and it shall be no objection that the notice only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

PROCEEDINGS AT GENERAL MEETINGS.

57. All business shall be deemed special that is transacted at the statutory meeting or 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 and

balance sheet, and the ordinary reports of the Directors and Auditors, the election of Directors and Auditors and other officers in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors and the remuneration or extra remuneration of the Directors.

58. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Seven members present in person shall be a quorum for all purposes.

59. 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 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.

60. The chairman (if any) of the Board of Directors shall preside as chairman at every general meeting of the Company. If there be no such chairman or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting or 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.

61. 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.

62. 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)

demanding by at least three members present in person or by proxy and entitled to vote. Unless a poll is so demanded, a declaration by the chairman that a resolution has 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.

63. If a poll be duly demanded, it shall be taken in such manner as the chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

64. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

65. 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 as the chairman directs.

66. 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.

67. On a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a proxy not being himself a member, shall have one vote. 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.

68. 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.

69. 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.

70. 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.

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

72. 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.

73. 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 proxy for a corporation.

74. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the 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 12 months from the date named in it as the date of its execution.

75. An instrument of proxy may be in the following form or, in any other form which the Directors shall approve.

BRISTOL INDUSTRIES, LIMITED.

I _____ of _____
being a member of the above named 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 _____.

76. 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.

77. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than seven nor more than fifteen in number.

78. There shall be two Boards of the Company, first the General Board, consisting of all the Directors, and secondly the Executive Board, the members whereof shall from time to time be appointed and may be removed by the General Board.

79. All Directors who are members of the Executive Board shall be called Executive Directors, and all Directors who are not members of the Executive Board shall be called Advisory Directors.

80. The first Executive Directors shall be George Luncombe Hunt, F.C.I.S., William Dillworth Armstrong, Frank Albert Barnard Wills and Captain Cecil Victor James Wills, and the first Advisory Directors shall be Francis Antonius Cotterell, William George Dickinson, George Eastwood, Joseph Thomas Knight, Walter Jupe Lander, Frederick Arthur Millard, George Austin Watkins and Alexander Wyatt.

81. The remuneration of the General Board shall from time to time be fixed by the Company in general meeting, and may be so fixed retrospectively. Such remuneration shall in default of agreement to the contrary be divided between the Directors equally.

82. The remuneration of the Executive Board shall from time to time be fixed by the General Board, and may be so fixed retrospectively, and may be a lump sum or by way of salary for each

member of the Executive Board, or by commission, or participation in the profits of the Company, or by any or all of these modes, and may be different for different Executive Directors. Such remuneration shall be in addition to the Executive Directors' Shares of the remuneration payable to the General Board, and, in default of special arrangement by the General Board or of agreement to the contrary, shall be divided between the Executive Directors equally.

83. Any Director who by request performs special services, or travels or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in general meeting) receive such sum as the Directors may think fit for expenses and also such remuneration as the Directors may think fit, either as a fixed salary, a percentage of profits, or otherwise, and such remuneration may, as the Directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive, and this sum shall be charged as part of the Company's ordinary working expenses.

84. The qualification of an Executive Director shall be the holding alone and not jointly with any other person of shares of the Company of the nominal amount of £4,000, and the qualification of an Advisory Director shall be the holding alone and not jointly with any other person of shares of the Company of the nominal amount of £1,000.

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 become bankrupt or compound with his creditors.
- (c) If the General Board resolve that he is physically or mentally incapable of performing his duties as a Director.
- (d) If he be absent from meetings of any Board of which he is a member for six calendar months without leave, and the General Board resolve that this office be vacated.
- (e) If he be requested in writing by a majority of the Directors to resign.

(f) If (not being already qualified) he do not obtain his qualification within two months after his appointment, or at any time thereafter cease to hold his qualification, and so that an Executive Director vacating office under this provision, but being qualified to be an Advisory Director, shall become an Advisory Director, and that a Director vacating office altogether under this provision shall be incapable of being re-appointed a Director until he shall have obtained his qualification.

POWERS OF DIRECTORS.

85. The business of the Company shall be managed by the General Board, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not by the statutes or by these presents required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by ordinary resolution of 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 general powers given by this article shall not be limited or restricted by any special authority or power given to the Directors by any other article.

86. Unless and until otherwise determined by the General Board, and subject to any such determination, all the powers by the last preceding article (but not by any other article) expressed to be conferred on the General Board and all the powers by these presents expressed to be conferred on the Directors generally may be exercised by the Executive Board.

87. The Directors may pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

88. The Directors 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 Directors, 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 Directors may think fit, and the Directors 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. The Chairman of the Executive Board shall be an ex-officio member of every local board, and, if present at any meeting thereof, shall preside thereat.

89. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors 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 Directors under these presents) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors 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.

90. The Company may exercise the powers conferred by section 79 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

91. The Company, or the Directors on behalf of the Company, may cause to be kept in any Colony in which the Company transacts business, a branch register or registers of members resident in such Colony, and the Directors may (subject to the provisions of sections 34 and 35 of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

92. The Directors may exercise all the powers of the Company to borrow and raise money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures,

debenture stock, and other securities. Provided that 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, without the previous sanction of the Company in general meeting, exceed the nominal amount of the issued capital of the Company, 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 when the debt was incurred or security given that the limit hereby imposed had been exceeded.

93. No Director or intending Director shall be disqualified by his office from contracting with the Company either 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 the nature of his interest shall be disclosed by him at the meeting of the Directors, at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest. Provided, nevertheless, that 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 the agreements or arrangements referred to in article 3 of these presents, nor to any matters arising thereout, nor 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, and it 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.

94. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable 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 manner as the Directors shall from time to time by resolution determine.

MANAGING DIRECTOR.

95. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such term as they think fit, and his appointment shall be subject to determination *ipso facto* if he cease from any cause to be a Director, or if the Company in general meeting resolve by extraordinary resolution that his tenure of the office of Managing Director or Manager be determined.

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

97. The Directors may entrust to and confer upon a Managing Director or Manager any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

THE SEAL.

98. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board and save in the case of share certificates and share warrants shall be so affixed in the presence of at least two Directors and of the secretary or such other person as the Directors may appoint for the purpose, and those two Directors and secretary or other person aforesaid shall sign every instrument to which the seal is so affixed in their presence.

ROTATION OF DIRECTORS.

99. At the ordinary meeting in the year 1921 and at the ordinary meeting in every subsequent year one-third of the Advisory Directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

100. The Directors to retire in every year shall be those who have been longest Advisory Directors since their last election, or since they last became Advisory Directors, but as between persons

who became Advisory Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

101. The Company at the meeting at which an Advisory Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill up such vacated office with a view to reducing the number of Directors.

102. No person other than a Director retiring at the meeting shall unless recommended by the Directors for election be eligible for the office of an Advisory Director at any general meeting unless not less than three nor 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.

103. The Company in general meeting may from time to time increase or reduce the number of Advisory Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

104. The Directors shall have power at any time, and from time to time, to appoint any qualified person to be an Executive or an Advisory Director, either to fill a casual vacancy or as an addition to the existing board. Any Director so appointed shall hold office only until the next following ordinary meeting, and shall then be eligible for re-election.

105. The Company may by extraordinary resolution remove any Advisory Director or any Executive Director, and in the former case before the expiration of his period of office, and may by an ordinary resolution appoint another person to be an Advisory Director in the place of the Director removed from office. If the Director removed was an Advisory Director, the person so appointed shall be subject to retirement at the same time as if he had become an Advisory Director on the day on which the Director who has been removed was last elected or became an Advisory Director.

PROCEEDINGS OF DIRECTORS.

106. Each Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think 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 meeting of any Board of which such Director is a member. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

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

108. 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 presents, 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 presents, as the quorum of Directors.

109. The Executive Board may elect a chairman of their meetings and determine the period for which he is to hold office. The first chairman shall be the said George Duncombe Hunt.

110. The chairman of the Executive Board shall be ex-officio chairman of the General Board.

111. If at any time there shall be no chairman, or if at any meeting the 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.

112. A meeting of the Directors 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 Directors.

113. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. The chairman of the Executive Board shall be an

ex-officio member and also chairman of every such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

114. If at any meeting the chairman be 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.

115. A committee may meet and adjourn as they 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.

116. All acts 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 afore-said, 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.

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

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

ALTERNATE DIRECTORS.

118. Any Director may at any time appoint any person approved by the Executive Board (such approval not to be unreasonably withheld) to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, nor be required to hold any qualification.

119. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of every Board of which he is a member, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor.

120. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

121. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

DIVIDENDS AND RESERVES.

122. The profits of the Company available for and resolved to be distributed by way of dividend shall be applied in the first place in payment of the dividends on shares (if any) having a preference as to dividend in accordance with their respective rights and priorities, and the surplus profits shall be applicable in payment of dividends on the ordinary shares. The Company in general meeting may declare dividends accordingly.

123. No dividend shall be payable except out of the profits of the Company (including therein premiums obtained on the issue of shares), or in excess of the amount recommended by the Directors.

124. 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, while carrying interest, 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.

125. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

126. The Directors 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 they think proper, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining the works, plant and machinery of the Company, or for equalizing 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 of the Company) as the Directors may from time to time think fit.

127. The Directors 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.

128. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein. No dividend shall bear interest as against the Company.

129. Any dividend may be paid by cheque sent through the post to the registered address of the member or person entitled thereto and in case of joint holders to any one of such joint holders. Every such cheque shall be made payable to the order of the person to whom it is sent.

130. If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

CAPITALISATION OF PROFITS.

131. Profits of the Company may be capitalised from time to time if and when thought fit, and the following provisions shall have effect with regard to such capitalisations namely:—

- (i) The Company in general meeting may at any time and from time to time, upon the recommendation of the Directors, pass a resolution to the effect that it is desirable to capitalise any sum of undivided profits of the Company for the time being not required for paying the fixed dividends on any preference shares

(including profits carried and standing to any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate and apply such sum of profits in paying up in full unissued shares of the Company of a nominal amount equal thereto, and to allot and distribute such shares credited as fully paid up and by way of capitalisation of profits to and amongst the members in proportion to the number of issued ordinary shares held by them respectively.

- (ii) Whenever and as often as such a resolution as aforesaid shall have been passed, the Directors shall appropriate and apply the sum of undivided profits resolved to be capitalised thereby in paying up in full unissued shares of the Company of a nominal amount equal thereto and shall allot and issue such shares, credited as fully paid up, and by way of capitalisation of profits, to and amongst the members in the proportion aforesaid, with full power to the Directors to make such provisions, by the issue of fractional certificates, or by payment in cash, or otherwise, as they think fit, for the case of shares becoming distributable in fractions, and prior to such allotment the Directors may authorise any person to enter on behalf of all the members holding ordinary shares into an agreement with the Company providing for the allotment to them respectively of such shares credited as fully paid up by way of capitalisation of profits as aforesaid, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS.

132. The Directors 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 takes place ; and
- (b) Of the assets and liabilities of the Company.

133. The books of account shall be kept at the office, or at such other place as the Directors think 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 statute or authorized by the Directors or by the Company in general meeting.

134. Once at least in every year the Directors shall lay before the Company a proper profit and loss account, made up to a date not more than six months before the meeting, and a balance sheet containing a general summary of the capital, the assets, and the liabilities of the Company arranged under suitable heads. The Directors shall, in preparing every such balance sheet, have regard to the provisions of the statutes applicable thereto.

135. Every such balance sheet as aforesaid shall be signed on behalf of the board by two of the Directors, and shall be accompanied by a report of the Directors as to the state of the Company's affairs and the amount which they recommended to be paid by way of dividend to the members, and the amount (if any) which they have carried or proposed to carry to reserve. It shall also have attached to it, or there shall be inserted at the foot thereof a reference to, the Auditors' report.

136. A printed copy of the profit and loss account, balance sheet, and Directors' report shall, seven days previously to the meeting, be delivered or sent by post to the registered address of every member, and two copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, Stock Exchange, London.

AUDIT.

137. The Company shall at the first ordinary meeting, and at each subsequent ordinary meeting, appoint an Auditor or Auditors to hold office until the next ensuing ordinary meeting.

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

139. The first Auditors of the Company may be appointed by the Directors before the statutory meeting, and if so appointed shall hold office until the first ordinary meeting, unless previously removed by resolution of the shareholders in general meeting, in which case the shareholders at such meeting may appoint Auditors.

140. The Directors 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.

141. The remuneration of the Auditors shall be fixed by the Company in general meeting, except that the remuneration of any Auditors appointed before the statutory meeting or to fill any casual vacancy may be fixed by the Directors.

142. A person other than a retiring Auditor shall not be capable of being appointed an 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 7 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 that 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 given by the Company may, instead of being given within the time required by this provision, be given at the same time as the notice of the meeting.

143. The Auditors' report to the shareholders made pursuant to the statutory provisions as to audit for the time being in force shall be read before the Company in general meeting and shall be open to inspection by any shareholder, who shall be entitled to be furnished with a copy of the balance sheet and Auditors' report at such charge not exceeding sixpence for every hundred words as the Directors determine.

NOTICES.

144. 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.

145. Any member described in the register of members by an address not within the United Kingdom and any holder of a share warrant who shall respectively from time to time give to the Company an address within the United Kingdom at which notices may be served upon them shall be entitled to have notices served upon them at such address, 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.

146. The Directors 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 them that he is or is still the holder of a share warrant.

147. 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 posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

148. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding 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 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.

149. 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.

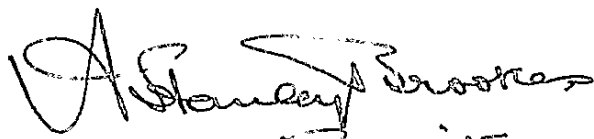
150. The Directors, Managing Directors, Agents, Auditors, Secretary and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and every of them and every of their heirs, executors, and administrators shall 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 heirs, 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Major General Sir Robert Mitchell, Chelsea Walk, R.A.
 Secretary.
 William Delwood, Armstrong 10 Royal York Crescent, Bristol.
 Mineral Water Manufacturer
 Robert Allen, General Wells, Rock Hill, Hayes Lane.
 Director of Cold Storage Co.
 Lieut. Col. James Wells, Kilham, Mepham, Kent.
 Director of Cold Storage Co.
 George Austin Watkins, 16 Caladonia place, Clifton, Bristol.
 Warehouseman
 George Earlford, 39 Hampton Park, Bristol.
 Director Cold Storage Company
 Walter J. Jones, 111, Kingsbury, 200, North, Bristol, Cold Storage Company.

Dated the 10th day of October 1920.

WITNESS to the above signatures—


 Stanley Brooks
 Secretary

Number of }
Certificate }

Form No. 59.

THE COMPANIES ACTS 1908 to 1917.

THE TRADING WITH THE ENEMY AMENDMENT
ACT 1914.

REGISTERED
231062
26 OCT 1920

Declaration

REQUIRED DURING THE CONTINUANCE OF THE PRESENT WAR
BEFORE REGISTRATION OF A JOINT STOCK COMPANY.

*(Pursuant to Section 9 Sub-Section (1) (a) of The Trading with the Enemy
Amendment Act 1914.)*

British Industries Limited.

Presented for filing by—

I, Arthur Stanley Evans
of 24 Sackville Street Dublin

a Solicitor of the Supreme Court, do solemnly and sincerely declare that I
am engaged in the formation of Trustee Industries

LIMITED,

and that the said Company is not formed for the purpose or with the
intention of acquiring the whole or any part of the undertaking of a person,
firm, or company, the books and documents of which are liable to inspection
under Sub-Section (2) of Section two of The Trading with the Enemy
Act 1914. 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 37, Ballinacorney Street

in the county and city

in the County of Dublin

this 20 day of October

One thousand nine hundred and twenty

before me,

Edward J. Ahlberg

A Commissioner for Oaths.

Arthur Stanley Evans

DUPLICATE FOR THE FILE.



Certificate of Incorporation

I Hereby Certify, That ~~the~~
Bristol Industries, Limited

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company
is Limited.

Given under my hand at London this *Twenty-sixth* day of *October*

One Thousand Nine Hundred and *Twenty*

Fees and Deed Stamps £ *38. 16. 0*

Stamp Duty on Capital £ *25. 6. 0*

A. E. Jackson

Assistant Registrar of Joint Stock Companies.

Certificate received by

E. Jordan

Attorneys

Date *29/10/20*