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COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

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COMPANIES ACTS, 1908 to 1917.



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

DECLARATION of Compliance with the requirements of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as _____

REGISTERED

18 APR 1929

BROCKLEHURST-WHISTON AMALGAMATED

Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

25 & 86 LONDON WALL, E.C. 2, 25 BIRCHIN LANE, E.C. 3, 49 PARLIAMENT STREET, S.W. 1,
LONDON; AND TEMPLE ROW, BIRMINGHAM.

Presented for filing by

Slaughter & May,

18, Austin Friars, E.C. 2.

18 APR 1929

of 18 Austin Friars in the City of London

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named in
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n."

Do solemnly and sincerely declare that I am ^(a) a Solicitor of the

High Court engaged in the formation

of BROCKLEHURST-WHISTON AMALGAMATED

Limited, and That all the requirements of the Companies (Consolidation)
Act, 1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Moorgate Station

Chambers -

the City of London

12th day of April

thousand nine hundred and twenty nine

Before me:

John S. P. O'Keefe

A Commissioner for Oaths.

J. W. Finney

(No. 834)

[C.A. 301
7-1-20,

No. of Certificate . . .

238809

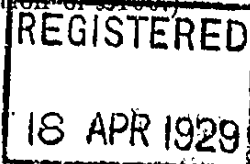


BROCKLEHURST-WHISTON AMALGAMATED

LIMITED



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 39, Finance Act, 1920. (NOTE.—The Stamp Duty on the Nominal Capital is Twenty 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.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86 LONDON WALL, E.C. 2, 28 BIRCHIN LANE, E.C. 3, 49 PARLIAMENT STREET, S.W. 1, LONDON; AND TEMPLE ROW, BIRMINGHAM.

Presented for filing by

Slaughter & May,

18, Austin Friars, London, E.C.2.

The NOMINAL CAPITAL of _____

BROCKLEHURST-WHISTON AMALGAMATED Limited

is £1,000,000 divided into 1,000,000 shares of £1 each

Signature Raymond T. May

Description Solicitors to the Company.

Date 11th day of April 1929 .

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



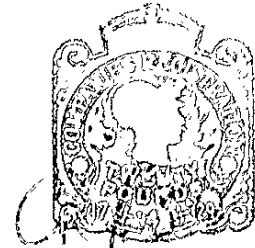
THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

BROCKLEHURST-WHISTON AMALGAMATED LIMITED.



1. The name of the Company is BROCKLEHURST-WHISTON AMALGAMATED LIMITED.

2. The registered office of the Company will be situate in England.

REGISTERED

18 APR 1929

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

- (1) To acquire and take over as a going concern and carry on the businesses now carried on by William Whiston and Son Limited, Davis and Andrews, Adam Hind and Sons and A. Hind and Sons (London) Limited, together with all or any of the real and personal property and assets of the said businesses used in connection therewith or belonging thereto, and for that purpose to adopt, with or without modification, an Agreement dated the 12th day of July, 1928, and made between the above-named firms and companies (being the parties thereto of the first four parts) and Peter Kiek on behalf of the Company of the fifth part.
- (2) To acquire and take over as a going concern and carry on the business now carried on by J. and T. Brocklehurst and

Sons Limited, together with all or any of the real and personal property and assets of the said business used in connection therewith or belonging thereto, and for that purpose to adopt, with or without modification, an Agreement in the form of the draft expressed to be made between the said J. and T. Brocklehurst and Sons Limited of the one part and the said Peter Kiek, on behalf of the Company, of the other part, a copy whereof has, for the purposes of identification, been signed by Hugh Quennell, a Solicitor of the Supreme Court.

- (3) To carry on the business of Printing or Colouring Silk and other Textile Fabrics by hand block processes or machine and roller printing processes or any other processes known or to be discovered. To print upon all Silk and other Textile Yarns whether in the hank or in the warp by any of the foregoing methods.
- (4) To carry on the business or businesses of Silk, Cotton and Textile Manufacturers, Merchants, Importers, Exporters, Spinners, Throwsters, Doublers, Bleachers, Weavers, Dyers, Finishers and Cleaners, and Braid, Cord and Trimming Manufacturers and Merchants in all or any departments, branches and processes, and to purchase, prepare, manufacture, import, export and deal in silk, hair, mohair, alpaca, flax, hemp, jute, woollen, worsted, cotton, and other fibrous substances, products and materials.
- (5) To carry on the business or businesses of Manufacturers of and Dealers in any colours, chemicals, bleaches, dyes, machinery, spools, bobbins, tools, implements, cardboard and other boxes, packing cases, show cases, pattern cards, show cards, and all kinds of cardboard and pasteboard; to carry on the business or businesses of Paper Manufacturers, Woodworkers, Carpenters, Joiners, Wood and Metal Turners, Metal Workers, Tin Weighters, Gold Blockers, Die Sinkers, Designers and Embossers.
- (6) To advance, lend or deposit money, securities and property to or with such persons, and on such terms as may seem expedient; to discount, buy, sell and deal in bills, notes, warrants, coupons, and other negotiable or transferable securities or documents.

- (7) To construct, carry out, maintain, improve, manage, work, control, and superintend telegraphs and telephones (except in the United Kingdom) and any roads, ways, tramways, railways, bridges, reservoirs, aqueducts, wharves, furnaces, crushing works, hydraulic works, factories, warehouses, shops, hotels, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to, subsidise or otherwise aid by taking part in any such operations.
- (8) To manufacture and deal in all kinds of articles and things required for the purposes of any such business or commonly dealt in by persons engaged in any such business.
- (9) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's businesses, and to regulate and discontinue the same.
- (10) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (11) To insure against fire, storms, marine or other risks any of the Company's property, to enter mutual insurance, indemnity or protection associations, to underwrite on the Company's account any part of such risks, and to insure against claims for compensation to workmen or other persons by mutual insurance or otherwise provided that nothing herein contained shall empower the Company to grant annuities or to carry on Assurance business within the meaning of Section 1 of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act, 1923 or to re-insure any risks under any class of Assurance business to which these Acts apply.
- (12) To receive from any person or persons whether a share holder or shareholders, Director or Directors, employee or

employees of the Company or otherwise, or from any corporate body, money or securities on deposit at interest or for safe custody or otherwise.

- (13) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (14) To pay all expenses of and preliminary or in anywise relating to the formation, establishment and registration of the Company or any negotiation, act, deed or thing in connection therewith, and to issue shares as fully or in part paid up, and to pay out of the funds of the Company all brokerage and charges incidental thereto.
- (15) To purchase or otherwise acquire and undertake wholly or in part for cash or shares or otherwise howsoever all or any part of the business or property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (16) To purchase, take on lease or tenancy or otherwise acquire for any estate or interest and to take options over any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company (in any part of the world) and to develop, turn to account and deal with the same in such manner as may be thought expedient, and to purchase, charter, hire, build or otherwise acquire steam or other ships or vessels, and to employ the same in the carriage of passengers, mails and merchandise of all kinds, and to carry on the business of ship-owners, barge-owners and lightermen in all its branches.
- (17) To borrow and raise money and 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 of 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.

- (18) To make, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange and other negotiable instruments.
- (19) To 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.
- (20) To establish or promote or concur in establishing or promoting 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 likely to advance directly or indirectly the objects of this Company or the interests of its shareholders.
- (21) To lend money to and guarantee the performance of the obligations of and the payment of 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 shareholders.
- (22) To sell, exchange, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes 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, whether fully or partly paid up, debentures, debenture stock or other obligations, or securities of any other company.
- (23) To subscribe for, purchase or otherwise acquire, and to hold, dispose of, and deal in shares, stocks and securities of any other company, whether British or foreign.
- (24) 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 or stock in the

(Company) as may be thought proper, and to hold, sell or otherwise deal with such investments. To distribute among the members of the Company in specie any property of the Company.

- (25) 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 the Company or its members.
- (26) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (27) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (28) To grant pensions or gratuities to any employees or ex-employees of the Company, or the relatives, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons, or otherwise advance the interests of the Company or of its shareholders.
- (29) 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.
- (30) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them provided that the objects of the Company shall not extend to any of the purposes mentioned in Section 16 of the Trade Union Act Amendment Act 1876.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be

deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000,000, divided into 1,000,000 Shares of £1 each, with power to divide the Shares in the original or any increased capital into several classes and to attach thereto any preferential, deferred, qualified or other special rights, privileges or conditions.

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.
1. <u>Alfred Alfred</u> 18, Austin Friars, London E.C.2. Director.	One Ordinary.
2. <u>C.E. Nishet</u> . 18 Austin Friars, London E.C.2. Solicitor	One Ordinary
3. <u>Richard A. Finn</u> 18, Austin Friars, London E.C.2 Solicitor	One Ordinary
4. <u>L.S. Mills</u> . 18 Austin Friars, London E.C.2 Solicitor.	One Ordinary.
5. <u>H.W. Gurney</u> 18, Austin Friars, London, E.C.2. Solicitor	One Ordinary.
6. <u>G. F. Chipman</u> , 18, Austin Friars, London, E.C.2. Solicitor.	One Ordinary.
7. <u>C.J.E.H. Tozer</u> 18 Austin Friars, London E.C.2 Solicitor	One Ordinary.
Total shares taken	Seven Ordinary.

Dated the 11th day of April, 1929.

Witness to the above Signatures—

H. V. Sparborg.

18 Austin Friars.

London E.C.2.

Solicitor's Articled Clerk.



THE COMPANIES ACTS, 1908 to 1917.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

BROCKLEHURST-WHISTON AMALGAMATED LIMITED.

TABLE A.

REGISTERED
15 APR 1929

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

INTERPRETATION.

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

WORDS.	MEANINGS.
The Statutes ...	The Companies Acts 1908 to 1917, and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.
These Presents ...	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Office ...	The Registered Office of the Company.
The Seal ...	The Common Seal of the Company.
The Board ...	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.

WORDS.	MEANINGS.
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.
Paid Up	Paid up or credited as paid up.

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

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

Words importing persons shall include corporations, and the expressions "Debenture" and "Debenture Holder" shall include Debenture Stock and Debenture Stock Holder.

3. The Board shall forthwith adopt as obligations of the Company the agreements mentioned in Clauses 3 (1) and (2) of the Memorandum of Association, and carry the same into effect with full power, nevertheless, to agree to any modifications therein (whether before or after their execution) as they think fit. And no objection shall be taken to the said agreements or to any matter arising thereout on the ground that all the Directors of the Company as Directors and Shareholders of the Vendor Companies or Partners in the Vendor Firms are personally interested therein and do not constitute an independent Board, or that they are promoters of the Company and stand in a fiduciary position towards the Company; nor are they or any of them to be accountable for any benefits or profits derived by them from the said agreement.

BUSINESS.

4. Subject to the provisions of the Companies (Consolidation) Act, 1908, section 87, the business of the Company may be commenced as soon after the incorporation of the Company as the Board 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 Board at such time or times as it shall think fit, and

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

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

7. No part of the funds of the Company shall be employed by the Board or the Company in the purchase of, or in loans upon, the security of the Company's shares.

SHARES.

8. Subject to the provisions of these presents the shares of the original capital of the Company may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms and conditions as the Board may determine.

9. The original capital of the Company is £1,000,000, divided into 400,000 Cumulative Preference Shares of £1 each and 600,000 Ordinary Shares of £1 each.

10. The said Cumulative Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of 7 per cent. per annum on the Capital for the time being paid up thereon, and the right in a winding-up to repayment of capital and arrears of dividend whether declared or undeclared down to the date of such repayment in priority to the Ordinary Shares but shall not confer any further right to participate in profits or assets.

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

12. The Board shall as regards any offer or allotment of shares comply with the provisions of the Companies (Consolidation) Act, 1908, sections 85 and 88, in and so far as such provisions may be applicable thereto.

13. On any offer or allotment of share capital to which the Companies (Consolidation) Act, 1908, section 85, shall apply, the minimum subscription upon which the Board may proceed to allotment shall be seven shares.

14. The Company (or the Board on behalf of the Company) may exercise the powers of paying commissions conferred by the Companies (Consolidation) Act, 1908, section 89, 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 20 per cent. of the nominal amount of the shares in respect whereof the same is paid or an amount equal to 20 per cent. of the nominal amount of such shares (as the case may be). Such commission may be satisfied by the allotment of fully or partly paid shares. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

15. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company, or the Board on behalf of the Company, may, subject to the conditions and restrictions mentioned in the Companies (Consolidation) Act, 1908, section 91, pay interest on so much of its share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

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

17. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to one certificate for all his shares or to several certificates each for one or more of his shares upon payment of such sum not exceeding 2/6 for every certificate after the first as the Board shall from time to time determine. Every certificate shall be under the Seal, and shall specify the shares

to which it relates and the amount paid up thereon. Provided that in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

18. If a share certificate be defaced, lost or destroyed it may be renewed on payment of such fee not exceeding one shilling and in case of loss on such terms as to evidence and indemnity as the Board think fit, and in case of defacement or wearing out on delivery up of the old certificate.

LIEN.

19. 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 and bonuses payable thereon. But the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Clause.

20. The Company may sell, in such manner as the Board may think fit, any share 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.

21. 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 pay-

able 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 title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

CALLS ON SHARES.

22. The Board may from time to time make calls upon the members in respect of any moneys unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no calls shall exceed one-fourth of the nominal amount of the share or be payable at less than two months from the date fixed for the payment of the last previous call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

23. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.

24. The joint holder of a share shall be jointly and severally liable to pay all calls in respect thereof.

25. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 per cent. per annum as the Board determine, but the Board shall be at liberty to waive payment of such interest wholly or in part.

26. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

27. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

28. The Board 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) 6 per cent. per annum, as may be agreed upon between the Board and the shareholders paying such sum in advance.

TRANSFER OF SHARES.

29. The instrument of transfer of a share shall be in the usual common form and 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.

30. The Board 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.

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

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

32. The register of transfers may be closed at such times and for such periods as the Board may from time to time determine. Provided always that it shall not be closed for more than 30 days in any year, and that the Directors shall give the notice required by Section 31 of the Companies (Consolidation) Act, 1908.

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

TRANSMISSION OF SHARES.

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

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

36. 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 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.

37. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share and shall be entitled in like manner as a member to receive notice (in manner hereinafter prescribed in relation to the service of notices upon members) of and to attend and vote at any meetings convened under the provisions of Section 45 of the Companies (Consolidation) Act, 1908, but he shall not be entitled to receive notices of or to attend or vote at meetings of the

Company, or, save as aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of such share.

FORFEITURE OF SHARES.

38. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board 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.

39. 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 in respect of which such call was made will be liable to be forfeited.

40. 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 Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

41. When any share has been forfeited notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy of the holder (as the case may be), but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

42. A forfeited share may be sold or re-allotted or otherwise disposed of either to the person who was before forfeiture the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Board think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board think fit.

43. A shareholder whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, 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; but his liability shall cease if and when the Company receive payment in full of the nominal amount of the shares.

44. 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 disposition 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.

45. The Board 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, re-convert any stock into paid-up shares of any denomination.

46. 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.

47. 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, 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 the dividends and profits of the Company) shall be conferred by any such aliquot part of stock as would not if existing in shares have conferred such privilege or advantage.

48. 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" herein shall include "stock" and "stockholder."

SHARE WARRANTS.

49. The Company may issue share warrants, and, accordingly, the Board 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 Board may from time to time require as to the identity of the persons signing the request, and on receiving the certificate of the shares, and such fee (if any) not exceeding two shillings and sixpence, as the Board may from time to time require, issue under the seal a warrant, duly stamped, stating that the bearer of the warrant is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of dividends or other moneys on the shares included in the warrant. The person so applying shall also, if the Board so require, pay the amount of the stamp duty on the warrant, and all other proper expenses.

50. 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.

51. The bearer of a share warrant shall, on surrender of the warrant to the Company for cancellation, and on payment of such sum, not exceeding 2s. 6d., as the Board may from time to time prescribe, be entitled to have his name entered as a member in the register of members in respect of the shares included in the warrant.

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

53. Subject as herein otherwise expressly provided, no person shall as the bearer of a share warrant sign a requisition for calling a Meeting of the Company, or attend or vote or exercise any other

privilege of a Member at a Meeting of the Company, or be entitled to receive any notices from the Company, but the bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of Members as the holder of the shares included in the warrant (except that he shall not be qualified in respect of the shares specified in the warrant for being a Director of the Company), and he shall be a Member of the Company.

54. The Board 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 or destruction.

INCREASE OF CAPITAL.

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

56. 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 Board who may allot or otherwise dispose of them to such persons and on such terms as they shall think fit.

57. The new shares shall be subject to the same provisions, with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise, as the shares in the original capital.

ALTERATIONS OF CAPITAL.

58. The Company 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 subject nevertheless to the provisions of section 41 of the Companies (Consolidation) Act, 1908:—

- (c) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, and so that the resolution whereby any share is subdivided may determine that as between the holders of the shares resulting from such subdivision 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 and with and subject to any incident authorised and consent required by law.

GENERAL MEETINGS.

59. 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 Board may determine, and the provisions of the Companies (Consolidation) Act, 1908, section 35, or other the provisions of the Statutes relating to the Statutory Meeting shall be duly observed.

60. A General Meeting shall be held in the year 1929 and every subsequent year at such time (within a period of not more than fifteen calendar months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, and if no time or place be so prescribed at such time (within the period aforesaid) and place as may be determined by the Board. The above-mentioned General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary Meetings.

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

62. The Board 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. If the Board do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Board shall forthwith convene a further Extraordinary Meeting for the purpose of considering the Resolution and, if thought fit, confirming it as a Special Resolution, and if the Board do not within seven days from the date of the passing of the first Resolution convene such a Meeting to be held not less than fourteen days or more than one month from the date of the first meeting, the requisitionists, or a majority of them in value, may themselves convene the meeting. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

NOTICE OF GENERAL MEETINGS.

63. Seven days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such Members as are under the provisions herein contained entitled to receive notices from the Company. The accidental omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate the proceedings at any General Meeting. 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.

64. 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, balance sheets and the 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.

65. No business shall be transacted at any General Meeting (except the declaration and sanction of a Dividend) unless a quorum is present when the meeting proceeds to business. Three Members present in person shall be a quorum for all purposes. A corporation being a Member shall be deemed to be personally present if represented by its proxy.

66. 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 15 minutes from the time appointed for holding the meeting the Members present shall be a quorum.

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

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

69. The Chairman may with the consent of any meeting at which a quorum is present 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

70. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or in writing by at least three Members present in person and entitled to vote or by any Member or Members present in person or by proxy and entitled to vote holding not less than one tenth of the issued share capital of the Company. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

71. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution, unless it be pointed out at the same Meeting.

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

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

74. 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.

75. 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.

76. The Cumulative Preference Shares shall not confer upon the holders thereof the right to have notice of or to attend or vote at any General Meeting of the Company unless—

- (a) the meeting is convened for the purpose of passing a resolution to wind up the Company or for altering the Articles of Association of the Company in any manner directly

affecting the rights and privileges attaching to such shares or

- (b) the fixed cumulative dividend on such shares shall be in arrear for more than 12 months and then so long only as the same shall thereafter remain unpaid.

Subject as aforesaid on a show of hands every Member being an individual and present in person or being a corporation and represented by a proxy shall have one vote. On a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder. For the purposes of this Article the fixed cumulative dividend on the Preference Shares shall be deemed to be due half-yearly on the 31st March and 30th September, and to be payable on the 1st April and 1st October in every year.

77. 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.

78. A corporation, being a Member, may vote by any officer or duly authorised representative, who shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a Member.

79. 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.

80. 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.

81. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection

made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

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

83. 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.

84. 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.

85. 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 at which the person named in the instrument proposes to vote, and, in default, the instrument of proxy shall not be treated as valid.

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

BROCKLEHURST-WHISTON AMALGAMATED 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____.

87. 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.

MODIFICATION OF RIGHTS.

88. The special rights attached to any class of shares 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, be varied, abrogated or affected. 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 three persons at least holding or representing by proxy one-tenth of the issued shares of the class, and that the holders of shares of the class shall on a poll have one vote for each share of the class held by them respectively, and that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum.

DIRECTORS.

89. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than 6 nor more than 11 in number. The first Directors shall be Mr. Francis Joseph Dickson, Sir Thomas Taylor, Messrs. William Newbigging, Arthur Proctor, James Wheeldon, Harold Walter Whiston, Arthur Charles Davis, and Fred Malcolm Jonas Hind.

90. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by a resolution of the Board, to act as alternate Director in his place during his absence, and at his discretion to remove such alternate Director, and, on such appointment being made, the alternate Director shall (except as regards qualification and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting shall exercise and discharge all the functions, powers and duties of the Director he represents.

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

BROCKLEHURST-WHISTON AMALGAMATED LIMITED.

I, _____, a Director
of the above-named Company, in pursuance of the power in
that behalf contained in Article 90 of the Articles of Association

of the Company, do hereby nominate and appoint
of to act
as alternate Director in my place during my absence and to
exercise and discharge all my duties as a Director of the
Company.

As witness my hand this day of , 19 .

92. The Directors (other than Managing Directors or Managers of the Company) shall be paid out of the funds of the Company by way of remuneration for their services at the rate of £750 per annum for the Chairman and £500 per annum for each other Director. The Directors shall also be paid their travelling and hotel expenses of attending and returning from Board Meetings or otherwise incurred while engaged on the business of the Company.

93. A Director of this Company may be or become a director or other officer of any other company including a company which has been already or may hereafter be promoted by this Company, or in which this Company may be or become interested as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefit received as a Director, officer or member of such other company, except as otherwise provided by the terms of any service contract, and particularly every such Director of this Company may in exercise of the voting power of this Company at General Meetings of such other company resolve what remuneration, commission, salary, percentage of profits or bonus may from time to time be paid to the directors or other officers of such other company and receive such remuneration, salary, commission, percentage of profits or bonus accordingly without being accountable in respect thereof to this Company.

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

95. The qualification of a Director from and after the 1st day of July, 1929, shall be the holding alone and not jointly with any other person of shares or stock of the Company of the nominal

amount of £1,000. A Director may act before obtaining his qualification, but if not already qualified, shall obtain his qualification within two months after his appointment, or in default, his office shall be vacated. If a Director at any time after the expiration of two months from the date of his appointment cease to hold his qualification, his office shall be vacated. A person vacating office under this Article shall be incapable of being reappointed a Director until he shall have obtained his qualification.

96. The office of a Director shall be vacated as well in the events specified in the last preceding Article and in Article 119, as also in the following events, namely:—

- (a) If he resign his office by writing under his hand left at the Office.
- (b) If he become lunatic or of unsound mind, or bankrupt or compound with his creditors.
- (c) If he be absent otherwise than on the business of the Company from meetings of the Board for six calendar months without leave and the Board resolve that his office be vacated.

97. Any Director may be appointed by the Board to any other office or place of profit under the Company, except that of Auditor, for such period on such terms and at such remuneration (by way of salary, percentage of profits, or otherwise) as the Board may determine, and such remuneration shall be charged as part of the Company's ordinary working expenses.

POWERS AND DUTIES OF DIRECTORS.

98. The business of the Company shall be managed by the 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 the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

99. The Board may establish any local boards or agencies for managing any of the affairs of the Company either in the United

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

100. The Company may exercise the powers conferred by the Companies (Consolidation) Act, 1908, section 79, and such powers shall be vested in the Directors.

101. The Board may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property, and uncalled capital, and to issue debentures, debenture stock and other securities. Provided that no mortgage or charge upon the Company's properties or assets or any part thereof (other than charges or liens on goods, bills of lading and mercantile documents in favour of bankers and others effected in the ordinary course of business) shall be created nor shall any debentures, debenture stock or other securities of the Company secured by any such mortgage or charge be issued without the previous sanction of an extraordinary resolution passed at a separate General Meeting of the holders of the Cumulative Preference Shares. Provided also that the amount for the time being remaining outstanding of moneys borrowed or raised by the Board 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 amount for the time being of the nominal 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 the debt was incurred or the security given that the limit hereby imposed had been exceeded.

102. 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 Board 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 Board 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 mentioned in Article 3 hereof nor to any contracts entered into before the Company has obtained a certificate entitling it to commence business, 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, 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.

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

104. The Board shall duly comply with the provisions of the Statutes applicable to the Company and in particular with the following provisions (so far as applicable to the Company) in regard to the following matters, namely:—

The Companies (Consolidation) Act, 1908, section 26, and The Companies (Particulars as to Directors) Act, 1917.	Annual list and summary to be forwarded to Registrar of Joint Stock Companies.
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The Companies (Consolidation) Act, 1908, sections 42, 44 and 70.	Notice to Registrar of increases and consolidation of capital and conversion of shares into stock and reconversion of stock into shares and forwarding copies of all special and extraordinary resolutions.
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The Companies (Consolidation) Act, 1908, section 92. Prompt delivery of Debentures and Share and Debenture Stock Certificates.

The Companies (Consolidation) Act, 1908, sections 93 to 102. Registration of mortgages and charges, Keeping registers of mortgages and charges and Debentures, and allowing inspection thereof, and of Trust Deeds securing Debentures.

105. The Board may close any Register of Debenture-holders of the Company during such period or periods (not exceeding in the case of each such Register 30 days altogether in each year) as they think fit.

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

(a) Of all appointments of officers made by the Board.

(b) Of the names of the Directors present at each Board or Committee meeting.

(c) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the Committees.

And every Director present at any meeting of the Board or any Committee shall sign his name in a book to be kept for that purpose.

MANAGING DIRECTOR.

107. The Board 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, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and a Director so appointed shall not while holding that office be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but his appointment shall (subject to the terms of any such agreement as aforesaid) 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.

108. 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 Board may determine.

109. The Board may entrust to and confer upon a Managing Director or Manager any of the powers exercisable by them 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.

THE SEAL.

110. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and shall be so affixed in the presence of at least two Directors and of the Secretary or such other person as the Board may appoint for the purpose, and such Director and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

ROTATION OF BOARD.

111. At the Ordinary Meeting in the year ¹⁹³⁰~~1929~~ and at the Ordinary Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting. MS

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

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

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

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

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

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

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

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

PROCEEDINGS OF BOARD.

120. The Board may meet together for the despatch 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 of the Members present and in case of an equality of votes the Chairman shall have a second or casting vote. The meetings and proceedings of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations imposed by the Board under or by the provisions of the preceding Articles.

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

DIVIDENDS AND RESERVE.

129. The Board may with the sanction of the Company pay dividends and subject to the rights of the Cumulative Preference Shares hereinbefore defined, and of any shares, which may hereafter be issued or may for the time being be held on special conditions, the profits of the Company distributed as dividend or bonus shall be distributed among the Members in proportion to the number of their shares and the amounts paid, or credited as paid, on the shares held by them respectively.

130. 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.

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

132. The Board may from time to time set aside out of the profits of the Company and carry to reserve or reserves such sums as they

think proper, which shall at the discretion of the Board be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company, for repairing or maintaining or providing for depreciation of work, for the business of the Company, or for equalising dividends, or for any other purpose to which the profits of the Company may properly be applied. Any such application may at the like discretion either be employed in the business of the Company or be vested in such investments (other than shares or stock of the Company) as the Board may from time to time think fit.

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

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

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

136. Until otherwise directed any dividend or interest payable in cash to the registered holders of shares shall be paid by cheque or warrant sent through the post directed to the holder at his registered address and in the case of joint holders, directed to the holder whose name stands first on the register in respect of the shares. Every such cheque or warrant shall, unless holders otherwise direct, be made payable to the order of the registered holder, and in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk.

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

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

139. The Company in General Meeting may at any time and from time to time by Resolution declare that it is expedient to capitalise any sum or sums (1) forming part of the undivided profits standing to the

credit of the Company's reserve fund or (2) being undivided profits in the hands of the Company not required for the payment of any dividend which at the date of the Resolution is due on any Preference Shares or Stock of the Company and that the same be set free for distribution accordingly and may direct the appropriation of any such sum or sums among the Shareholders by applying the same in paying up shares, debentures or debenture stock of the Company or in any one or more of such ways for distribution among the Shareholders as fully paid and the Board shall give effect to such Resolution.

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

ACCOUNTS.

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

(a) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place; and

(b) Of the assets and liabilities of the Company.

142. The books of account shall be kept at the Office or at such other place or places as the Board 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 authorised by the Board.

143. Once at least in every year the Board 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 Board shall, in preparing every such balance sheet, have regard to the provisions of the Companies (Consolidation) Act, 1908, sections 90 and 91, if and so far as those sections are applicable thereto.

144. 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 Board as to the state of the Company's affairs and the amount (if any) which they recommend to be paid by way of dividend to the Members and the amount (if any) which they propose 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 made pursuant to the provisions as to audit hereinafter contained.

145. A printed copy of such profit and loss account, balance sheet, and report shall, seven days previously to the Meeting, be delivered or sent by post to the registered address of every Member, and three copies thereof shall simultaneously be forwarded to the Secretary of the Share and Loan Department, Stock Exchange, London. A copy of the balance sheet and report shall also be delivered or sent by post to the registered address of every registered holder of Debentures of the Company.

AUDIT.

146. 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.

147. If an appointment of Auditors is not made at any meeting at which it ought to be made under the provisions of the preceding Article, the Board of Trade may on the application of any Member of the Company appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.

148. A Director or Officer of the Company shall not be capable of being appointed Auditor of the Company.

149. The first Auditors of the Company may be appointed by the Board before the Statutory Meeting, and if so appointed shall hold office until the first Ordinary Meeting, unless previously removed by

a resolution of the shareholders in General Meeting in which case the shareholders at such meeting may appoint Auditors.

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

151. 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 Board.

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

153. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Board and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors.

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

(a) Whether or not they have obtained all the information and explanation they have required.

(b) Whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs according to the best of their information and the explanation given to them and as shown by the books of the Company.

NOTICES.

155. 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.

156. Any Member described in the Register of Members by an address not within the United Kingdom or any holder of a share warrant who shall 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.

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

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

159. 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.

160. 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.

161. 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.

James Clifford

18, Austin Friars, London E.C.2.
Solicitor

C.E. Nichol

18 Austin Friars London E.C.2.
Solicitor.

Richard A. Finn

18, Austin Friars, London, E.C.2
Solicitor.

C.W.S. Millis

18 Austin Friars London E.C.2
Solicitor

M. Gurney

18, Austin Friars, London, E.C.2.
Solicitor

G. F. Lipman

18, Austin Friars, London, E.C.2
Solicitor.

C. J. E. H. Tozer

18 Austin Friars

London E.C.2.

Solicitor.

Dated this 11th day of April, 1929.

Witness to the above Signatures—

M. V. Sparborg

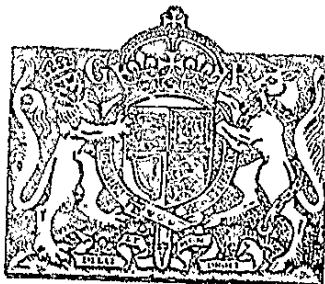
18 Austin Friars,

London, E.C.2.

Solicitor's Articled Clerk.

DUPLICATE FOR THE FILE.

No. 238809



Certificate of Incorporation

I Hereby Certify,

That

BROCKLEHURST-WHISTON AMALGAMATED 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 eighteenth day of April One
Thousand Nine Hundred and twenty-nine.

W. M. T. W.
for Registrar of Joint Stock Companies.

Certificate
received by

Langdon May
18, Austin Street, E.C.2.

Date *18th April 1929.*

DUPLICATE FOR THE FILE.

No. 338809



Certificate under s. 87 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69), that a Company is entitled to commence business.

I hereby Certify, That

BROCKLEHURST-WHISTON AMALGAMATED LIMITED

which was incorporated under the Companies Acts, 1908 to 1917, on the eighteenth day of April 1929, and which has this day filed a statutory declaration in the prescribed form that the conditions of s. 87--1 (a) and (b) of the Companies (Consolidation) Act, 1908, have been complied with, is entitled to commence business.

Given under my hand at London this nineteenth day of April One Thousand Nine Hundred and twenty-nine.

Registrar of Joint Stock Companies

Certificate received by

Langdon May
18, Grosvenor Terrace,
Leamington

Date

22nd April 1929

No. 1007

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES

REGISTERED

18 JAN '39

**BROCKLEHURST - WHISTON AMALGAMATED
LIMITED.**

Extraordinary Resolution

Passed the 16th January, 1939.



At a SEPARATE GENERAL MEETING of the holders of the 7 per Cent. Cumulative Preference Shares of the above-named Company, duly convened and held at the Offices of the Company's Registrars, Messrs. W. H. STENTIFORD & Co., of 1, Broad Street Place, Finsbury Circus, London, E.C.2, on the 16th day of January, 1939, the subjoined Resolution was passed as an Extraordinary Resolution binding on all the holders of the 7 per Cent. Cumulative Preference Shares pursuant to the Articles of Association of the Company:—

RESOLUTION.

"That this meeting of holders of the 7 per Cent. Cumulative Preference Shares of Brocklehurst-Whiston Amalgamated Limited pursuant to and in exercise of the powers conferred by Article 101 of the Articles of Association of the Company hereby sanctions and approves the abrogation, modification or variation of the rights of the holders of the said Preference Shares expressed or involved in or effected by a Deed of Mortgage and Debenture expressed to be made between the Company of the one part and District Bank Limited of the other part (of which a draft is submitted to this meeting and has for purposes of identification been signed by the Chairman thereof) and hereby authorises the execution by the Company of an engrossment of the said Deed of Mortgage and Debenture in the form aforesaid."

Roths.

Chairman.

1, BROAD STREET PLACE,
FINSBURY CIRCUS,
LONDON, E.C.2.

/ 5"

BROCKLEHURST-WHISTON AMALGAMATED LIMITED.



Special Resolutions

(Passed 13th April, 1944.)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on the 13th day of April, 1944, the following Resolutions were passed as SPECIAL RESOLUTIONS :—

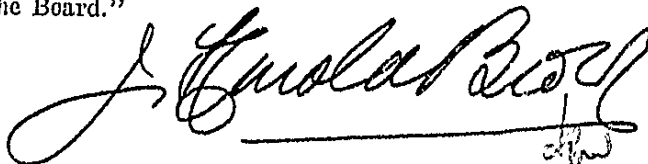
REGISTERED

21 APR 1944

RESOLUTIONS.

1. That the Company do and does hereby authorise and instruct the Directors to create Redeemable Income Certificates to the nominal amount of £119,000 and that such Redeemable Income Certificates be in the form of and confer on the holders the rights set out in the proof Certificate submitted to this Meeting and signed for the purpose of identification by the Chairman.
2. That all arrears of the fixed cumulative preferential dividend payable on the 400,000 Seven per Cent. Cumulative Preference Shares of £1 each in the capital of the Company in respect of the period from 1st October, 1935, up to and including 31st March, 1944, be and they are hereby cancelled and that in lieu thereof the Company do issue to the several persons registered at the close of business on this date as the holders of the said shares rateably in proportion to the number of the said shares held by them respectively the said £119,000 Redeemable Income Certificates with power to the Company to sell on behalf of the holders entitled thereto any fractions of £1 Redeemable Income Certificates resulting from such issue as aforesaid.
3. That the Directors be and they are hereby authorised to pay to Securities Agency Limited a commission of One per cent. on the nominal amount of the Redeemable Income Certificates to be issued pursuant to the Resolution numbered 2 above in consideration of that Company agreeing to purchase at the price of Ninety-nine per cent. from any holder of Seven per Cent. Cumulative Preference Shares of £1 each in the capital of the Company desiring to sell the same, the whole of the Redeemable Income Certificates to which he is entitled and agreeing to purchase at par any fractions of £1 Redeemable Income Certificates which would result from such issue as aforesaid.
4. Article 129 of the Articles of Association of the Company shall be amended by adding at the end thereof the following :—

"Provided that no sum shall be available for dividend (including in such expression interest on and sinking fund for redemption of the Five per Cent. Cumulative Redeemable Income Certificates of the Company) and no dividend shall be declared in excess of the amount or rate recommended by the Board."



Chairman.

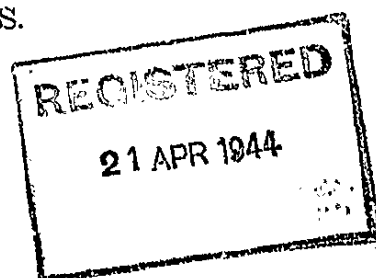
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**BROCKLEHURST-WHISTON AMALGAMATED
LIMITED.**



**Extraordinary Resolution
OF ORDINARY SHAREHOLDERS.**

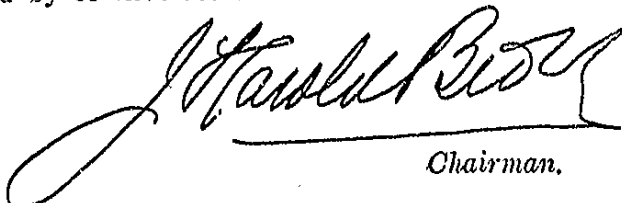
(Passed 13th April, 1944.)



At a SEPARATE GENERAL MEETING of the holders of the Ordinary Shares of £1 each of Brocklehurst-Whiston Amalgamated Limited, duly convened and held on the 13th day of April, 1944, the following Resolution was passed as an EXTRAORDINARY RESOLUTION:—

RESOLUTION.

That this Separate Meeting of the holders of the Ordinary Shares of £1 each in the capital of Brocklehurst-Whiston Amalgamated Limited hereby pursuant to Article 88 of the Company's Articles of Association approves and sanctions the passing by the Company of the Special Resolutions set out in the Notice dated 22nd March, 1944, convening an Extraordinary General Meeting of the Company to be held on 13th April, 1944, and all modifications of the rights attached to the Ordinary Shares to be effected by or involved in the said Resolutions.


Chairman.

A609

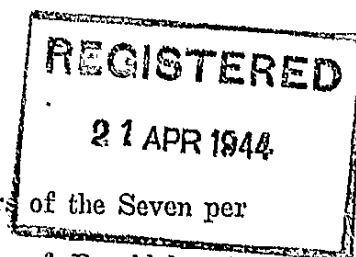
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**BROCKLEHURST-WHISTON AMALGAMATED
LIMITED.**



**Extraordinary Resolution
OF PREFERENCE SHAREHOLDERS.**

(Passed 13th April, 1944.)



At a SEPARATE GENERAL MEETING of the holders of the Seven per Cent. Cumulative Preference Shares of £1 each of Brocklehurst-Whiston Amalgamated Limited, duly convened and held on the 13th day of April, 1944, the following Resolution was passed as an EXTRAORDINARY RESOLUTION:—

RESOLUTION.

That this Separate Meeting of the holders of the Seven per Cent. Cumulative Preference Shares of £1 each in the capital of Brocklehurst-Whiston Amalgamated Limited hereby pursuant to Article 88 of the Company's Articles of Association approves and sanctions the passing by the Company of the Special Resolutions set out in the Notice dated 22nd March, 1944, convening an Extraordinary General Meeting of the Company to be held on 13th April, 1944, and all modifications of the rights attached to the Seven per Cent. Cumulative Preference Shares to be effected by or involved in the said Resolutions.



Chairman.

A608

21 APR 1944

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21/4

237809/56

BROCKLEHURST-WHISTON AMALGAMATED LIMITED.

Special Resolution

(Passed 3rd May, 1945.)



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on the 3rd day of May, 1945, the following Resolution was passed as a Special Resolution:—

REGISTERED

11 MAY 1945

RESOLUTION.

That the Articles of Association of the Company be amended by insertion of the following Article to be numbered Article 93A immediately after Article 93:—

"93A. For the purpose of any Scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees the Managing Directors and Salaried Directors shall be deemed employees of the Company, and may accordingly (if otherwise qualified under the provisions of the Scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's moneys any premiums or contributions becoming payable by the Company under the provisions of any such Scheme in respect of Managing Directors and Salaried Directors who are members thereof, and any Director may vote at Board Meetings upon any resolution or matter relating to any such Scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter. In the event of any conflict between this Article and any other Article of these presents the provisions of this Article shall in all cases prevail."

A 599

Harold Brown
Chairman of the Meeting.

Flange & Co. May

18, Austin Friars, London E.C.2

No. of Company 298809/63

Form No. 103.

THE COMPANIES ACT, 1948



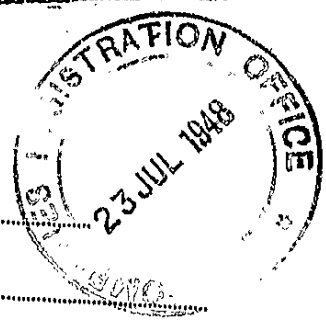
A COMPANIES
REGISTRATION
FEE STAMP OF
5/- MUST BE
IMPRESSED
HERE

Notice of the Place where the Register of Members
is kept
or of any change in that place

Pursuant to Section 110 (3)

Name of Company { BROOKLEHURST-WHISTON ANALYSED LIMITED
REGISTERED
23 JUL 1948
LIMITED

Presented by W. H. STENTFORD & CO
1 BROAD STREET PLACE
LONDON, E.C.2



F. S. MOORE LTD.
Law Stationers & Printers, 49 Queen Victoria Street, London, E.C.4

To THE REGISTRAR OF COMPANIES.

BROOKLEHURST-WHITTON AMALGAMATED LIMITED.

Limited

hereby gives you notice, in accordance with Section 110 (3) of the Companies

Act, 1948, that the address where the Register of members of the Company

17 BROAD STREET PLACE,

E.C.2.

is kept is

(Signature)

LW Moody

(State whether Director or Secretary).

Secretary

Dated the

20th

day of

July

19*48*

29

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Brocklehurst-Whiston Amalgamated Limited

Extraordinary Resolution

(Filed pursuant to the Companies Act, 1948, S. 143.)

Passed 30th October, 1951.

At a SEPARATE CLASS MEETING of the holders of the 7 per cent. Cumulative Preference Shares in BROCKLEHURST-WHISTON AMALGAMATED LIMITED, duly convened and held on the 30th day of October, 1951, the following EXTRAORDINARY RESOLUTION was duly passed :—

EXTRAORDINARY RESOLUTION.

"That this separate Meeting of the Holders of the 7 per cent. Cumulative Preference Shares of £1 each in Brocklehurst-Whiston Amalgamated Limited hereby sanctions pursuant to Article 101 of the Articles of Association of the Company the creation and issue by the Company of a further £100,000 4½ per cent. Debenture Stock to rank *pari passu* in all respects with the £245,000 4½ per cent. Debenture Stock being the balance remaining outstanding of the £250,000 4½ per cent. Debenture Stock secured by Trust Deed dated 24th February, 1950 and made between the Company of the first part Brocklehurst Yarns Limited of the second part Ormerod Bros. Limited of the third part and I.C.F.C. Trustee Company Limited of the fourth part Provided that the aggregate of the principal amounts which may at any time be outstanding in respect of the Company's 4½ per cent. Debenture Stock and moneys borrowed by the Company upon the security of the Company's Mortgage and Debenture dated 16th January, 1939, as varied by Deed of Modification dated 24th February, 1950, or otherwise upon security (other than charges or liens on goods, bills of lading and mercantile documents in favour of Bankers and others effected in the ordinary course of business) shall not exceed £500,000."

Rother

Chairman.

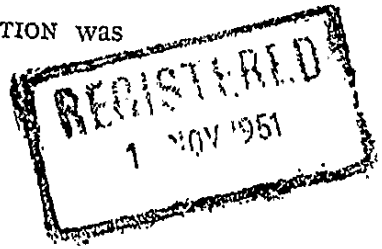
Filed with the Registrar of Companies on the 1st day of November 1951.

B., M. & Co., Ltd. T49742F.

REGISTERED BY MAY,
12, AUSTIN FRANKS,
LONDON, E.C.2

A
1001

COMPANIES REGISTRATION
1 NOV 1951



THE COMPANIES ACTS.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

Brocklehurst-Whiston Amalgamated
Limited

(New Articles of Association adopted

1953.)

TABLE A.

1. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company. Table A excluded.

INTERPRETATION.

2. The marginal notes hereto shall not affect the construction hereof and in these presents, if not inconsistent with the subject or context, the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof. Interpretation Clause.

WORDS.	MEANINGS.	Definitions.
The Act... ..	The Companies Act, 1948.	
These presents ...	These Articles of Association as now framed or as from time to time altered by special resolution.	
The Office ...	The Registered Office of the Company.	
The Seal ...	The Common Seal of the Company.	
The United Kingdom	Great Britain and Northern Ireland.	
The Board ...	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.	
The Register ...	The Register of Members of the Company.	
In writing ...	Written or produced by any substitute for writing, or partly written and partly so produced.	
Year ...	Calendar Year.	
Paid up ...	Paid up or credited as paid up.	

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

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

Words importing persons shall include corporations ;

The expressions " debenture " and " debenture holder " shall include debenture stock and debenture stockholder ;

The expression " the Secretary " shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary ;

The expression " dividend " shall include bonus ;

Reference to any provision of the Act shall be construed as a reference to such provision as modified by any Statute for the time being in force.

3. Subject to the last preceding Article, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

BUSINESS.

First Objects.

4. The Company was incorporated for the purpose *inter alia* of adopting, with or without modifications, the Agreements referred to in Clauses 3 (1) and (2) of the Memorandum of Association of the Company and the Board was directed by the Articles of Association filed therewith to adopt the said Agreements as obligations of the Company and to carry the same into effect with or without modification. It was expressly declared by the said Articles (and it is hereby expressly confirmed) that no objection should be taken to the said Agreements or to any matter arising thereon on the ground that all the Directors of the Company as Directors and Shareholders of the Vendor companies or partners in the Vendor firms were personally interested therein and did not constitute an independent Board or that they were promoters of the Company and stood in a fiduciary position towards the Company and that none of them should be accountable for any benefits or profits derived by them from the said Agreement.

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

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

7. No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any) and the Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with any purchase or subscription by any person of shares in the Company or in its holding company (if any) or make, or guarantee or provide any security in connection with, a loan to any Director of the Company or of its holding company (if any); but nothing in this Article shall prohibit transactions authorised by sections 54 or 190 of the Act. As to purchase of or loans upon security of Company's shares.

SHARE CAPITAL.

8. The share capital of the Company at the date of the adoption of these presents is £1,000,000 divided into 400,000 7 per cent. Cumulative Preference Shares of £1 each and 600,000 Ordinary Shares of £1 each. Share Capital.

9. The said Cumulative Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of 7 per cent. per annum on the capital for the time being paid up thereon and the right in a winding up to repayment of capital and arrears of dividend whether declared or undeclared down to the date of such repayment in priority to the Ordinary Shares but shall not confer any further right to participate in the profits or assets. Rights attached to Cumulative Preference Shares.

10. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company may be issued with or have attached thereto such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine. As to issuing further Shares.

Power to issue
redeemable
shares.

11. Subject to the provisions of section 58 of the Act, any preference shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may by special resolution determine.

MODIFICATION OF RIGHTS.

As to alterations
in rights of
Shareholders.

12. The special rights attached to any class of shares 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 be varied, abrogated or affected. 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 three persons at least holding or representing by proxy one-tenth of the issued shares of the class, and that the holders of shares of the class shall, on a poll, have one vote for each share of the class held by them respectively and that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum.

SHARES.

Shares to be at
disposal of
Board.

13. Subject to the provisions of these presents, the unissued shares of the Company whether forming part of the original or any increased share capital shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

Power to pay
commissions.

14. The Company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate or amount of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely, shall be disclosed in the manner required by the said section, and that such commission shall not exceed 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or

partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

15. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in section 65 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 or buildings or the provision of plant.

Payment of interest out of capital in certain circumstances.

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

No recognition of trust.

17. Every person whose name is entered as a Member in the Register and any Member who transfers part only of his holding of shares shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or, in the former case, within such other period as the conditions of issue shall provide) one certificate for all the shares of any one class allotted or transferred to or retained by him as the case may be, or several certificates each for one or more of his shares of such class upon payment of such sum, not exceeding two shillings and six pence, for every certificate after the first as the Board shall from time to time determine. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all.

Entitlement of Shareholders to certificates and issue of new certificates.

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

Replacement of lost or defaced certificates.

LIEN.

Company to
have lien on
shares.

19. 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 of any person other than such Member, and whether the time 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 on a share shall extend to all dividends payable thereon. But the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

Lien may be
enforced by
sale.

20. The Company may sell, in such manner as the Board may think fit, any share 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 to the person entitled by reason of his death or bankruptcy to the share.

Application of
proceeds of sale
and entry of
purchaser's
name on
Register.

21. The net 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. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. 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.

CALLS ON SHARES.

Power of Board
to make calls.

22. The Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of

premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one quarter of the nominal amount of the share or be payable at less than one month from the date fixed for payment of the last previous call, and each Member shall (subject to the Company giving to him at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

23. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Call payable by instalments.

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

25. If a sum called in respect of a share be not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent. per annum, as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part. Interest on unpaid call.

26. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. Sums payable on allotment deemed a call.

27. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment. Difference in calls.

28. The Board may, if it thinks fit, receive from any Member 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 Board and the Member paying such sum in advance. Calls may be paid in advance.

TRANSFER OF SHARES.

Members may
transfer shares.

29. Subject to such of the restrictions of these presents as may be applicable, any Member may transfer all or any of his shares by transfer in writing in the usual common form or in any other form which the Board may approve.

Execution of
instrument of
transfer.

30. The instrument of transfer of a share shall be executed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer, when registered, shall be retained by the Company.

Power of Board
to decline to
register
transfer of
partly paid
share.

31. The Board may, in its absolute discretion and without assigning any reason therefor decline to register any transfer of shares (other than fully paid shares) to a person of whom it shall not approve. The Board may also decline to register any transfer of shares on which the Company has a lien.

Additional
power of Board
to decline to
register
transfer in
certain cases.

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

- (A) Such fee, not exceeding two shillings and sixpence, as the Board may from time to time require is paid to the Company in respect thereof;
- (B) The instrument of transfer is lodged with the Company accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) The instrument of transfer is in respect of only one class of share.

Notice of
refusal to
register.

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

Registration of
transfers may
be suspended.

34. The registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

Fees on
registration.

35. The Company shall be entitled to charge a fee of two shillings and sixpence on the registration of every probate, letters of adminis-

tration, certificate of death or marriage, power of attorney, distringas notice or other instrument relating to or affecting the title to any share.

TRANSMISSION OF SHARES.

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

Recognition of executor or surviving joint holder.

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

Person entitled on death or bankruptcy may be registered.

38. 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.

Person electing to be registered to give notice.

39. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of the share to receive notices of or to attend or vote at general meetings of the Company or, save as aforesaid, to exercise in respect of the share any of the rights or privileges of a Member until he shall have become registered as the holder thereof. Provided always that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within thirty days the Board may thereafter withhold payment of all dividends or other moneys payable in respect of the share until compliance with the requirements of the notice has been made.

Rights of person entitled by transmission.

FORFEITURE OF SHARES.

Power of Board
to require
payment of
interest on
unpaid call.

40. If a Member fail to pay any call or instalment of a call on the day appointed for payment thereof, the Board 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.

Notice
requiring
payment.

41. The notice shall name a further day (not being less than fourteen days from the date of the notice) 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 in respect of which such call was made or instalment is payable will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references herein to forfeiture shall include surrender.

Power of Board
to declare
forfeiture in
event of non-
compliance.

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

Notice of
forfeiture.

43. When any share has been forfeited, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy of the holder (as the case may be); but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

Forfeited share
to become
property of
Company.

44. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was, before forfeiture, the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Board shall think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board may think fit.

Holder of
forfeited share
remains liable
for calls.

45. A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall, notwithstanding, 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 such rate as the Board may determine, not exceeding ten per cent. per annum, from the date of forfeiture until payment, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares together with interest thereon at the rate aforesaid.

46. A statutory declaration in writing that the declarant is a Director or the Secretary 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. The Company may receive the consideration (if any) given for the share on the sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the same is sold or disposed of, and he shall thereupon 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.

Evidence as to forfeiture and as to title to forfeited share.

CONVERSION OF SHARES INTO STOCK.

47. The Company may from time to time by ordinary resolution convert any paid up shares into stock and may re-convert any stock into paid up shares of any denomination.

Power of Company to convert paid up shares into stock.

48. 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. The Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of such minimum, but the minimum shall not exceed the nominal amount of the share from which the stock arose.

As to transfer of stock.

49. 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, voting at general 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 the dividends and in assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Stock to have same rights as shares.

50. All such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" herein shall include "stock" and "stockholder."

Definition of Stock.

INCREASE OF CAPITAL.

Power of
Company to
increase its
capital.

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

As to the terms
of issue of new
shares.

52. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of section 57 of the Act) at a discount to all the holders for the time being of the Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend, the new shares shall be at the disposal of the Board as provided in Article 13.

Unless other-
wise provided
new shares to
be issued as
Ordinary
Shares.

53. The new shares shall be subject to all the provisions of these presents with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise and, unless otherwise provided in accordance with these presents, shall be issued as Ordinary Shares.

ALTERATIONS OF CAPITAL.

Power of
Company to
alter its
capital in
certain way.

54. The Company may from time to time by ordinary resolution :—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (B) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of section 61 (1) (d) of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares.
- (C) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by

any person and diminish the amount of its share capital by the amount of the shares so cancelled.

And may also by special resolution :—

- (D) Reduce its share capital and any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by law.

GENERAL MEETINGS.

55. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint. Annual General Meetings.

56. All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary General Meetings.

57. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. Convening of Meetings.

NOTICE OF GENERAL MEETINGS.

58. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution as the case may be. Notice of every general meeting shall be given in manner hereinafter mentioned to such persons as are, in accordance with the provisions of these presents, entitled to receive such notices from the Company, and also to the Auditors of the Company for the time being. Length of Notice.

In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and on a poll to vote instead of him and that a proxy need not also be a Member.

Omissions.

59. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Special business.

60. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of the declaration and sanctioning of dividends, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, the election of Directors and Auditors and other officers in place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors.

Quorum.

61. No business shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business. Three Members present in person and entitled to vote shall be a quorum for all purposes. A corporation being a Member shall be deemed for the purpose of this Article to be personally present if represented by proxy or in accordance with the provisions of section 139 of the Act.

Absence of quorum.

62. If within fifteen minutes from the time appointed for the meeting a quorum be 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, or to such other day and at such other time or place as the Chairman may determine, and the provisions of Article 65 shall apply. If at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the Members present shall be a quorum.

Chairman.

63. The Chairman (if any) of the Board or, in his absence, the deputy-Chairman (if any) shall preside as Chairman at every general meeting of the Company.

64. If there be no such Chairman or deputy-Chairman, or ^{Election of Chairman in certain cases.} if at any meeting neither the Chairman nor the deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present shall choose one of their number to be Chairman.

65. The Chairman may, with the consent of any meeting at ^{Adjournments.} 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 thirty 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.

66. At any general meeting a resolution put to the vote of the ^{Method of voting.} meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman or by at least three Members present in person or by proxy and entitled to vote or by any Member or Members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting or holding shares conferring a right to vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right. Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or not carried 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 a resolution.

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

68. If a poll be duly demanded the result of the poll shall be ^{Result of poll.} deemed to be the resolution of the meeting at which the poll was demanded.

Casting vote.

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

Polls.

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

Demand for
poll not to
affect
continuance of
meeting.

71. 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, and it may be withdrawn at any time before the next business is proceeded with.

VOTES OF MEMBERS.

Voting rights.

72. The Cumulative Preference Shares shall not confer upon the holders thereof the right to have notice of or to attend or vote at any General Meeting of the Company unless :—

- (A) the meeting is convened for the purpose of passing a resolution to wind up the Company or for altering the Articles of Association of the Company in any manner directly affecting the rights and privileges attaching to such shares ; or
- (B) the fixed cumulative dividend on such shares shall be in arrear for more than 12 months and then so long only as the same shall thereafter remain unpaid.

Subject as aforesaid on a show of hands every Member being an individual and present in person or being a corporation and represented by a proxy shall have one vote. On a poll every Member present in person or by proxy shall have one vote for each £1 nominal amount of Capital of which he is the holder. For the purposes of this Article the fixed cumulative dividend on the Preference Shares shall be deemed to be due half-yearly on the 31st March and 30th September, and to be payable on the 1st April and 1st October in every year.

Joint holders.

73. 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.

74. In accordance with section 139 of the Act a corporation Corporations. being a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

75. A Member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction for the protection of persons incapable of managing their own affairs 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 vote on a poll by proxy. Members under disability.

76. 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. Payment of calls to be a condition of right to vote.

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

78. On a poll votes may be given either personally or by proxy. Procedure on poll.

79. 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 be a corporation, either under its common seal or under the hand of an officer or attorney so authorised. Provided that in the case of an Instrument purporting to be signed on behalf of a corporation by a Director or the Secretary or the Assistant Secretary or the Deputy Secretary thereof it shall not be necessary unless the Chairman of the Meeting at which such proxy is to be used shall otherwise decide for any written evidence to be furnished to the Company of the authority of such person to sign on behalf of such corporation. Proxy form.

80. A proxy need not be a Member of the Company. Proxies.

81. 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 Procedure as regards proxy forms.

at the Office (or at such other place in the United Kingdom as may be specified in the notice convening the meeting) not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

Form of proxy.

82. Instruments of proxy shall be in the form or to the effect following or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting :—

"BROCKLEHURST-WHISTON AMALGAMATED LIMITED.

"I, being a Member of the above-named Company,
"hereby appoint

" of

"or failing him

" of

"as my proxy to vote for me and on my behalf at the
 "annual [or extraordinary, as the case may be] general
 "meeting of the Company, and to do all such other things as

"meeting of the Company to be held on the

" day of

" at any adjournment thereof.

"Dated this day of , 19 .

“ Signature :

“ Address :

Where it is desired to afford Members the opportunity of instructing their proxies to vote for or against the resolutions to be submitted to the meeting the words following or words to the same effect shall be appended to the instrument of proxy :—

"I desire to vote* in favour of
against the resolution(s).

*NOTE.—Unless otherwise directed, the proxy holder will vote as he thinks fit."

83. 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 instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used. Validity of proxy votes.

DIRECTORS.

84. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than six and (subject as provided in the next succeeding Article) not more than fourteen in number. Number of Directors.

85. So long as any of the £350,000 4½ per cent. Debenture Stock of the Company shall remain outstanding Industrial and Commercial Finance Corporation Limited (in this Article referred to as "the Corporation") shall be entitled by writing addressed to the Company to appoint to the Board as a Director (in this Article referred to as "a Special Director") a person approved by the Board, such approval not to be unreasonably withheld. A Special Director shall not be liable to retire by rotation or be taken into account in determining the rotation of retirement of Directors or be required to hold any share qualification and the Corporation shall be entitled from time to time to remove and replace a Special Director by another Special Director so approved by the Board. The right to appoint a Special Director hereby conferred may be exercised notwithstanding that such appointment may result in the maximum number of Directors fixed by or pursuant to these presents being exceeded. A Special Director shall be paid out of the funds of the Company by way of remuneration a sum at the rate of £500 per annum. A Special Director shall, in addition, be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) expenses as he may incur in attending meetings of the Board or of Committees of the Board or General Meetings or which he may otherwise incur in or about the business of the Company. Alternate Directors.

86. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint

an alternate and remuneration) be subject in all respect to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the Office and signed by the appointor. An instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the form or to the effect following :—

“ BROCKLEHURST-WHISTON AMALGAMATED LIMITED.

“ I , a Director
 “ of the above-named Company, in pursuance of the power in
 “ that behalf contained in Article 86 of the Articles of Associa-
 “ tion of the Company, do hereby appoint
 “ of
 “ to act as alternate Director in my place during my absence
 “ and to exercise and discharge all my duties as a Director of
 “ the Company.

“ Signed this day of , 19 .”

Remuneration.

87. The Directors (other than Managing Directors) shall be paid out of the funds of the Company by way of remuneration for their services at the rate of £750 per annum for the Chairman and £500 per annum for each other Director. The Directors shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) expenses as they may incur in attending meetings of the Board, or of Committees of the Board, or general meetings, or which they may otherwise incur in or about the business of the Company.

Remuneration
for special
services.

88. Any Director who by request performs special services, or goes or resides abroad for any purposes of the Company, may (unless otherwise expressly resolved by the Company in general meeting) be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

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

Director may be appointed a director of other companies.

90. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director upon such terms as the Board may determine, and may receive such remuneration therefor as the Board may think fit. Subject to the next paragraph of this Article, no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, 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.

Directors' interests.

(B) A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that

either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

(c) A Director shall not vote (nor be counted in the quorum) in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving to 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 arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the Director has himself guaranteed or secured, nor to any contract by a Director to subscribe for or underwrite shares or debentures of the Company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation, and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, by the Company in general meeting.

(d) A Director, notwithstanding his interest, may be counted in the quorum present for the purpose of considering the appointment of himself or of any other Director to hold any office or place of profit under the Company or of arranging the terms of any such appointment, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

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

Qualification.

91. The qualification of a Director shall be the holding alone, and not jointly with any other person, of shares of the Company of the nominal amount of £250. A Director may act before obtaining his qualification but, if not already qualified, shall obtain such qualification in the case of a Director in office at the date of the adoption of these presents within two months after such date and in any other case within two months after his appointment, and in default his office shall be vacated. If at any time after the expiration of such two months a Director shall cease to hold his qualification, his office shall be vacated. A person vacating office under this Article shall be incapable of being reappointed a Director until he shall have obtained his qualification.

92. Without prejudice to the last preceding Article and to the provisions for retirement by rotation or otherwise hereinafter contained, the office of a Director shall be vacated in any of the events following, namely : -

- (A) If he resign his office by writing under his hand left at the Office.
- (B) If he be found or become of unsound mind or become bankrupt or compound with his creditors.
- (C) If, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Board for six consecutive months, and the Board resolve that his office be vacated.
- (D) If he be prohibited from being a Director by reason of any order made under section 188 of the Act.
- (E) If he cease to be a Director by virtue of section 185 of the Act or be removed from office pursuant to a resolution passed in accordance with Article 118.

POWERS AND DUTIES OF DIRECTORS.

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

94. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and

to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Attorneys.

95. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it 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 Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Official Seal for use abroad.

96. The Company may exercise the powers conferred by section 35 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board.

Dominion Register.

97. The Company may exercise the powers conferred by section 119 to 122 of the Act with regard to the keeping of a Dominion Register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such Register.

Power to borrow and charge.

98. The Board may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party, but so that

- (i) subject as hereinafter provided no mortgage or charge upon the Company's properties or assets or any part thereof (other than charges or liens upon goods bills of lading and mercantile documents in favour of bankers and others effected in the ordinary course of business) shall be created and no debentures debenture stock or other securities of the Company secured by any such mortgage or charge shall be issued without the previous sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the Cumulative

Preference Shares Provided that the aggregate of the principal amounts which may at any time be outstanding in respect of the Company's $4\frac{1}{2}$ per cent. Debenture Stock and of moneys borrowed by the Company upon security (other than charges or liens upon goods bills of lading and mercantile documents in favour of bankers and others effected in the ordinary course of business) may without any such sanction as aforesaid amount to but shall not exceed £500,000 ;

- (ii) the aggregate amount for the time being remaining outstanding of moneys borrowed or raised or secured by the Company and of moneys borrowed or raised or secured by all Subsidiaries of the Company (exclusive of moneys outstanding in respect of borrowings by the Company from any such Subsidiary or by any such Subsidiary from another such sub-Subsidiary or from the Company and of moneys raised by any such companies by the issue of Share Capital) shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed one and one-half times the nominal amount of the issued and paid-up Share Capital for the time being of the Company ;

but no debt incurred or security given in respect of moneys borrowed or raised or secured in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time the debt was incurred or the security given that the limit hereby imposed had been or was thereby exceeded.

99. All cheques, promissory notes, drafts, bills of exchange and other negotiable and 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 Board shall from time to time by resolution determine. Negotiable instruments.

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

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

Register of
Directors'
holdings.

101. The Board shall cause to be kept the register of the Directors' holdings of shares and debentures required by section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and produce the same at every annual general meeting as required by that section.

MANAGING DIRECTOR.

Appointment
of Managing
Director.

102. The Board may from time to time appoint one or more of its body to the office of Managing Director for such period and upon such terms as it thinks fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, while holding such office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but his appointment shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) *ipso facto* determine if he cease from any cause to be a Director.

Remuneration.

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

Powers.

104. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the exclusion of its own powers, and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

SECRETARY.

Appointment
of Secretary.

105. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit ; and any Secretary so appointed may be removed by the Board (but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company).

Validity of
acts of the
Secretary.

106. A provision of the Act or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

PENSIONS AND ALLOWANCES.

107. The Board on behalf of the Company may pay a gratuity ^{Pensions.} or pension or allowance upon retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions under any scheme or to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance. Any Director may vote as a Director upon any resolutions affecting or relating to any such scheme, fund, pension, grant or allowance, or relating to his participation therein notwithstanding that he is or may be interested therein.

THE SEAL.

108. The Board shall provide for the safe custody of the Seal, ^{Seal.} which shall not be affixed to any instrument except by authority of the Board or of a Committee of the Board, authorised by the Board in that behalf, and every instrument to which the Seal is so affixed shall be signed by two Directors and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. All forms of certificate for shares, stock or debentures, or representing any other form of security (other than letters of allotment, scrip certificates and other like documents) shall be issued under the Seal and shall be autographically signed by a Director and autographically countersigned by the Secretary or by another officer appointed by the Board for the purpose.

ROTATION OF BOARD.

109. Subject to the provisions of these presents, at every annual ^{Rotation.} general meeting one-third of the Directors for the time being or if their number be not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

110. The Directors to retire on each occasion shall be those ^{Selection.} who have been longest in office since their last election, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

111. A retiring Director shall, subject to the provisions of ^{Re-election.} section 185 of the Act, be eligible for re-election.

Vacancies.

112. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto unless at such meeting it be expressly resolved not to fill up such vacated office. The Company may also in general meeting (subject to the provisions of Article 114) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

Separate Resolutions.

113. Except as otherwise authorised by section 183 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution, and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void.

Persons eligible for election.

114. No person, other than a Director retiring at the meeting, shall, unless recommended by the Board, be eligible for election to the office of a Director at any general meeting unless, not less than seven and not more than twenty-one 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.

Automatic re-election.

115. If at any meeting at which an election of Directors ought to take place the place of any retiring Director be not filled up such Director, if eligible and offering himself for re-election, shall be deemed to have been re-elected unless at such meeting it be expressly resolved not to fill up such place or unless either a motion that he be not re-elected is carried or a motion that he be re-elected is put to the meeting and defeated.

Alteration in number of Directors.

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

Casual vacancies.

117. Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person (subject to the provisions of section 185 of the Act) to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance

with these presents. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

118. The Company may by extraordinary resolution, or (subject to the provisions of section 184 of the Act) by ordinary resolution of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office and may (subject to Article 114 or to the said provisions as the case may be) by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Removal by Resolution.

PROCEEDINGS OF BOARD.

119. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any Director for the time being absent from the United Kingdom.

General regulations.

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

Quorum.

121. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be 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 be reduced below the number fixed by or in accordance with these presents as the quorum.

Procedure in event of vacancy in number of Directors.

122. The Board may elect a Chairman and deputy-Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or deputy-Chairman be elected, or if at any meeting neither the Chairman nor the deputy-Chairman be present within five minutes after the time appointed

Chairman of the Board.

for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Competence. 123. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

Committees. 124. The Board may delegate any of its powers to committees, whether consisting of a member or members of its body or not, as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

Proceedings of committees. 125. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

Resolutions in writing. 126. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

Validity of acts of the Directors. 127. All acts done by any Board or committee or by any person acting as a Director, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director.

DIVIDENDS.

Declaration. 128. The Company in general meeting may from time to time declare dividends to be paid to the Members according to their rights and interests in the profits, but no sum shall be available for dividend (including in such expression interest on and sinking fund for redemption of the 5 per cent. Cumulative Redeemable Income Certificates of the Company so long as any of such Certificates shall remain outstanding) and no dividend shall be declared in excess of the amount recommended by the Board.

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

Basis upon which dividends paid.

130. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the position of the Company ; the Board may also pay the fixed dividend payable on any preference shares of the Company half-yearly or otherwise on fixed dates, whenever such position, in the opinion of the Board, justifies that course.

Interim dividends.

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

Deductions.

132. No dividend shall bear interest against the Company. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

No interest.

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

Method of payment.

134. Any general meeting declaring a dividend may, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and the Board shall give effect to such direction, and where any difficulty arises in regard to such distribution the Board may

Dividends in specie.

settle it as it thinks expedient, and in particular may fix the value for distribution of any such specific assets and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to secure equality of distribution.

RESERVES.

Reserve Fund

135. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly 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 or its holding company, if any) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.

Share premium Account.

136. The Board shall transfer to share premium account as required by section 56 of the Act sums equal to the amount or value of any premiums at which shares of the Company may be issued, and, subject to the provisions of the said section, the provisions of these presents relating to reserves shall be applicable to the sums for the time being standing to the credit of share premium account.

CAPITALISATION OF PROFITS.

Capitalisation of Profits.

137. The Company in general meeting may, upon the recommendation of the Board, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares (including profits carried and standing to any reserve or reserves or to share premium or other special account), and accordingly that the Board be authorised and directed to appropriate the profits resolved to be capitalised to the members holding Ordinary Shares in proportion to the amounts paid up on the issued Ordinary Shares held by them respectively, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or obligations of the Company of a nominal amount equal to such profits, such shares, debentures or obligations to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other. Provided that the only purpose to which sums standing to capital redemption

reserve or share premium account shall be applied pursuant to this Article, shall be the payment up in full of unissued shares to be allotted and distributed as aforesaid.

138. Whenever such a resolution as aforesaid shall have been ^{Appropriation.} passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or obligations, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision (if any), by the issue of fractional certificates or by payment in cash or otherwise, as they think fit for the case of shares, debentures or obligations becoming distributable in fractions, and also to 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, credited as fully paid up, of any further shares, debentures or obligations to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts, or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS.

139. The Board shall cause proper books of accounts complying ^{Accounts.} with Section 147 of the Act to be kept :—

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

140. The books of account shall be kept at the Office or, ^{Books of Account.} subject to section 147 (3) of the Act, at such other place or places as the Board may 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 law or authorised by the Board or by the Company in general meeting.

Balance Sheet,
etc.

141. The Board shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets group accounts, (if any) and reports as are referred to in those sections.

Submission to
general
meetings.

142. A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the Directors' and Auditors' reports shall not less than twenty-one days before the date of the meeting be sent to every Member and to every holder of debentures of the Company and three copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

*and to the
Stock Exchange
Manchester.
R.*

AUDIT.

Audit.

143. Auditors shall be appointed and their duties regulated in accordance with section 159 to 162 of the Act.

NOTICES.

Service.

144. Any notice or other 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. 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, and notice so given shall be sufficient notice to all the joint holders.

Address for
service.

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

Service by
post.

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

147. Any notice or other 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.

When notice
deemed duly
served.

WINDING-UP.

148. If the Company shall be wound up the Liquidator may, with the sanction of an extraordinary resolution of the contributories, divide among the contributories in specie or kind 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.

Distribution
in specie.

INDEMNITY.

149. Every Director, Managing Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Managing Director, Manager, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

Indemnity.

13- 11 6.11
THE COMPANIES ACT, 1948.

BROCKLEHURST-WHISTON AMALGAMATED LIMITED



SPECIAL RESOLUTION

(Filed pursuant to Section 143 of the Companies Act, 1948.)

Passed 29th May, 1952.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Hurdsfield Mills, Macclesfield on Thursday, the 29th day of May, 1952, the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION.

"THAT the payment of remuneration to the Chairman at the rate of £500 per annum from the 1st day of October, 1939 until the 31st day of December, 1951 and to Mr. J. Harold Brown at the rate of £250 per annum from the 1st day of October, 1939 until the 31st day of December, 1940 and thereafter at the rate of £500 per annum until July, 1945 and thereafter at the rate of £350 per annum until his resignation from the Board on the 31st day of December, 1950, in each case in addition to the Director's fees payable under Article 92 of the Articles of Association of the Company, be and it is hereby ratified and confirmed."



Rother-

Chairman of the Meeting.

Filed with the Registrar of Companies on the
day of May, 1952.

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

A 2033



87
PROOF--12.5.53.

THE COMPANIES ACT, 1948.



Brocklehurst-Whiston Amalgamated Limited

Special Resolution

(Filed pursuant to Section 143 of the Companies Act, 1948.)

Passed 13th May, 1953.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Hurdsfield Mills, Macclesfield, on Wednesday, the 13th day of May, 1953, the following Resolution was duly passed as a SPECIAL RESOLUTION :

RESOLUTION.

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

Roths.

Chairman of the Meeting.

Filed with the Registrar of Companies on the

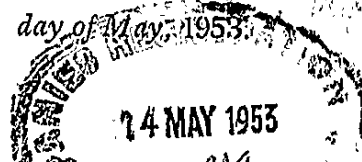
day of May, 1953.

AUGHTER & MAY

15 AUSTIN FRANKS

LONDON E.C.4

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No. 238809

137 THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

59/30

COMP 'NY LIMITED BY SHARES.

Resolutions

OF

Brocklehurst-Whiston Amalgamated Limited

(Passed 19th August, 1966.)

REGISTERED

1 SEP 1966

At an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held at Hurdsfield Mills, Macclesfield, Cheshire, on Friday the 19th day of August, 1966, the following Resolutions were duly passed, as to Resolutions Nos. 1 and 2 as ORDINARY RESOLUTIONS and as to Resolution No. 3 as a SPECIAL RESOLUTION:—

RESOLUTIONS

1. THAT this Meeting hereby approves the proposed payment by way of pension to Sir Joseph William Lennox Napier, Bt., at the rate of £750 per annum with effect from his retirement from office as a Director of the Company and authorises and instructs the Directors to make all necessary arrangements to carry the same into effect.
2. THAT pursuant to Article 84 of the Articles of Association the minimum number of Directors be reduced from six to three.
3. THAT the Memorandum of Association of the Company be altered by inserting the words "Directors or ex-Directors" after the words "ex-employees" in Clause 3, (28) thereof.

J. W. L. NAPIER,

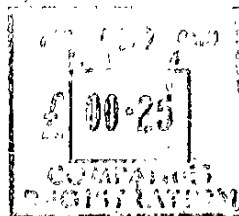
Chairman.

B., M. & Co., Ltd. SS108L.



71
PAISNER & CO.,
44, BEDFORD SQUARE,
LONDON, W.1.

o. 238809



THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION
of the Holders of
the 7 per cent. Cumulative
Preference Shares in the
Capital

OF

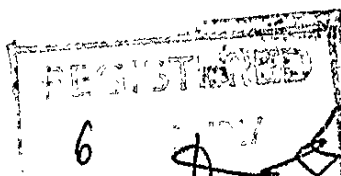
BROCKLEHURST-WHISTON AMALGAMATED LIMITED

(Passed 29th September 1967)

At a SEPARATE MEETING of the holders of the
7 per cent. Cumulative Preference Shares in the
Capital of the Company duly convened and held at
35, Church Street, Manchester, 4, on Friday, the
29th day of September 1967 the following Resolution
was duly passed as an EXTRAORDINARY RESOLUTION:-

RESOLUTION

That this Meeting of the Holders of the
7 per cent. Cumulative Preference Shares
of £1 each in the capital of the Company
hereby sanctions pursuant to Article 98 of
the Company's Articles of Association the
creation of a charge on the Company's
factory premises at Ty-Glas Avenue Llanishen
in the City of Cardiff in favour of The
Board of Trade as security for the repayment
of a loan to the Company by The Board of
Trade of £300,000 together with interest
secured by the said Charge.



CHARTMAN'S REGISTRATION

No: 233809

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THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BROCKLEHURST-WHISTON AMALGAMATED LIMITED

(Passed the 16th day of February 1972)

At an Extraordinary General Meeting of the above named Company duly convened and held at Hurdsfield Mills, Macclesfield, Cheshire on the 16th day of February 1972, the following Resolutions were duly passed as Special Resolutions:

RESOLUTIONS

1. THAT each of the 7 per cent. Cumulative Preference Shares of £1 each in the capital of the Company be converted into one Ordinary Share of £1 each ranking pari passu in all respects with the existing Ordinary Shares of the Company.
2. THAT the Articles of Association in the form of the print produced to the Meeting and, for the purpose of identification, signed by a Director of the Company, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Clifford-Turner & Co.,
11 Old Jewry,
London, E.C.2.

.....
CHAIRMAN



COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

(adopted by Special Resolution passed on the
sixteenth day of February 1972)

- of -

BROCKLEHURST-WHISTON AMALGAMATED LIMITED

PRELIMINARY

1. (A) The regulations in Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Company.

(B) In these Articles "Table A" means Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act, 1967.

(C) The regulations contained in Part I of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 77, 79, 87, 88(a) and (f), 89, 90, 91, 92, 93 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company, and accordingly the regulations contained in Part II of Table A except Clause 1 therein, shall apply to the Company.

SHARES.

3. At the date of adoption of these Articles the share capital of the Company is £1,000,000 divided into one million Ordinary Shares of £1 each.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under

Clifford-Turner & Co.,

11 Old Jewry,

London, E.C.2.

1. The following words shall be added to the end of Clause 52 in Part I of Table A "and fixing the remuneration of Directors"

6. In Clause 15 of Part I of Table A the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES.

7. Every notice calling a General Meeting shall comply with the provisions of Section 136(2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS.

8. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

TRANSFERS.

9. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Clause 22 of Part I of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

10. The following words shall be added to the end of Clause 52 in Part I of Table A "and fixing the remuneration of Directors"

11. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Clause 54 in Part I of Table A.

12. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table A shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table A shall be modified accordingly.

14. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than fourteen and Clause

16. A Director need not hold any shares of the Company and may be a Director, but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Clause 134 of Part I of Table A shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

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

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Part I of Table A shall be modified accordingly.

20. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table A shall be modified accordingly.

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

22. Paragraph (D) of Clause 88 of Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

23. A Director shall not retire by rotation and Clauses 94, 96 and 97 in Part I of Table A shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 of Part I of Table A shall be deleted.

... of the Company may by ordinary resolution remove any Director before the expiration of his term of office. The resolution may by ordinary resolution appoint another person in place of the Director so removed.

26. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

27. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a Meeting of the Directors and Clause 106 in Part I of Table A shall be modified accordingly.

28. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Clause 89 (E) of Table A shall be modified accordingly.

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THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of the holders of the 7% Cumulative Preference
Shares in the Capital of

BROCKLEHURST-WHISTON AMALGAMATED LIMITED

(Passed the 16th day of February 1972)

At a SEPARATE MEETING of the holders of the 7%
Cumulative Preference Shares in the Capital of the Company
duly convened and held at Hurdsfield Mills, Macclesfield,
Cheshire on the 16th day of February 1972 the following
Resolution was duly passed as an EXTRAORDINARY RESOLUTION:

RESOLUTION

THAT the holders of the 7 per cent. Cumulative
Preference Shares of Brocklehurst-Whiston Amalgamated
Limited hereby consent to and sanction -

- (i) The conversion of each of the 7 per cent. Cumulative
Preference Shares of £1 each in the capital of the Company
into one Ordinary Share of £1 each ranking pari passu in all
respects with the existing Ordinary Shares of the Company;
and
- (ii) The adoption of the Articles of Association in the form
of the print produced to the Meeting and, for the purpose of
identification signed by a Director of the Company, as the
Articles of Association of the Company in substitution for and
to the exclusion of the existing Articles of Association.

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23 FEB 1972

No. 238809

174
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

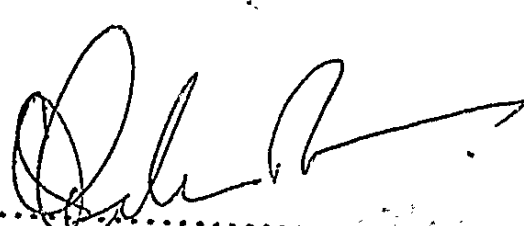
-of-

Brocklehurst-Whiston Amalgamated Limited

Passed 21st December, 1973

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 30 St. Paul's Churchyard, London EC4 on the 21st day of December 1973, the following Resolution was duly passed as A SPECIAL RESOLUTION:-

That the regulations contained or incorporated in the printed document submitted to this Meeting and for the purposes of identification subscribed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of all existing Articles thereof and all regulations incorporated therein.


.....
Chairman C.M.

13 JUN 1974

SLATER WALKER SECURITIES LIMITED

30, ST. PAUL'S CHURCHYARD,
LONDON, EC4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

Brocklehurst-Whiston Amalgamated LIMITED

(New Articles of Association adopted
by Special Resolution passed on 21st
December, 1973.)

PRELIMINARY.

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967.

(B) The regulations contained in Part I of Table A shall apply to the Company save insofar as they are excluded or modified hereby. The Regulations in Part I of Table A numbered 24, 53, 54, 75, 79, 87, 88(a), 88(f), 89 to 97 inclusive and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

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

SHARES.

3. All shares for the time being created and unissued shall be under the control of the Directors who may offer, allot, grant options over, or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

4. The lien conferred by Regulation 11 in Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

5. In Regulation 15 of Part I of Table A the following words "except insofar as may be otherwise agreed

between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "provided that".

RESOLUTIONS.

6. Save for any resolution passed as an Extraordinary or a Special Resolution and subject to the provisions of the Companies Act 1948, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS.

7. The following words shall be added to the end of Regulation 52 in Part I of Table A "and fixing the remuneration of Directors".

8. Two Members present at a meeting shall be a quorum and Regulation 53 in Part I of Table A shall be modified accordingly.

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

10. It shall not be necessary to give any notice of an adjourned meeting and Regulation 57 in Part I of Table A shall be construed accordingly.

11. A poll may be demanded by the chairman or by any Member present in person or by proxy and Regulation 58 shall be construed accordingly.

DIRECTORS.

12. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be less than two in number.

13. The Directors shall be appointed and shall be subject to removal from office by the Company in general meeting or by memorandum in writing signed by the holder or holders of a majority of the shares issued and entitling the holders thereof for the time being to attend and vote at General Meetings of the Company. A Corporation being the holder of shares may sign any such instrument by any one of its Directors. Every appointment or removal of a Director in writing pursuant to this Article shall take effect as from the time when the instrument is lodged at the registered office of the Company.

14. The Directors shall have power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

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

16. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party and shall have the power to cause the Company to guarantee any Debenture Stock or other obligation of its holding company (as defined by section 154 of the Companies Act 1948), or a subsidiary of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company, and to charge its undertaking, assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation.

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, and Regulation 84 in Part I of Table A shall be modified accordingly.

18. A Director present at any meeting of Directors or committee of Directors need not sign his name in a book kept for that purpose and Regulation 86 in Part I of Table A shall be modified accordingly.

19. The Board on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits as well in favour of any Director or former Director or the relations, connections or dependants of any Director or former Director as otherwise provided that no pension annuity or other allowance or benefit (except such as may be provided for by any other Article) shall be granted to a Director or former Director who has not been an Executive Director or held any other office or place of profit under the Company (or to a person who has no claim on the Company except as a relation connection or dependant of such a Director or former Director) without the approval of an ordinary resolution of the Company. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind properly conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

20. Paragraph (d) of Regulation 88 of Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

21. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and

authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these Articles relating to Directors and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. Any remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

22. A resolution in writing signed by all of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more Directors.

23. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

24. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit, such appointment to be agreed by the holder or holders of a majority of the shares issued and entitling the holders thereof for the time being to attend and vote at General Meetings of the Company. A Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases from any cause to hold the office of Director ipso facto and immediately cease to hold such executive office.

25. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Regulation 88(e) in part I of Table A shall be modified accordingly.

26. Every instrument to which the seal shall be affixed shall be signed by a Director or by some other person appointed by the Directors for that purpose and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose and Regulation 113 of Part I Table A shall be modified accordingly.

No. 238809

175
The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

NEW

Articles of Association

(Adopted by Special Resolution passed 21st December 1973)

OF

Brocklehurst-Whiston Algamated Limited

Incorporated the 18th day of April 1929

13 JUN 1974

THE COMPANIES ACTS, 1908 to 1917

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BROCKLEHURST-WHISTON AMALGAMATED LIMITED

(as amended by Special Resolution passed 19th August, 1966)

1. The name of the Company is "BROCKLEHURST-WHISTON AMALGAMATED LIMITED".

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

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

(1) To acquire and take over as a going concern and carry on the businesses now carried on by William Whiston and Son Limited, Davis and Andrews, Adam Hind and Sons and A. Hind and Sons (London) Limited, together with all or any of the real and personal property and assets of the said businesses used in connection therewith or belonging thereto, and for that purpose to adopt, with or without modification, an Agreement dated the 12th day of July, 1928, and made between the above-named firms and companies (being the parties thereto of the first four parts) and Peter Kiek on behalf of the Company of the fifth part.

(2) To acquire and take over as a going concern and carry on the business now carried on by J. and T. Brocklehurst and Sons Limited,

together with all or any of the real and personal property and assets of the said business used in connection therewith or belonging thereto, and for that purpose to adopt, with or without modification, an Agreement in the form of the draft expressed to be made between the said J. and T. Brocklehurst and Sons Limited of the one part and the said Peter Kiek, on behalf of the Company, of the other part, a copy whereof has, for the purposes of identification, been signed by Hugh Quennell, a Solicitor of the Supreme Court.

- (3) To carry on the business of Printing or Colouring Silk and other Textile Fabrics by hand block processes or machine and roller printing processes or any other processes known or to be discovered. To print upon all Silk and other Textile Yarns whether in the hank or in the warp by any of the foregoing methods.
- (4) To carry on the business or businesses of Silk, Cotton and Textile Manufacturers, Merchants, Importers, Exporters, Spinners, Throwsters, Doublers, Bleachers, Weavers, Dyers, Finishers and Cleaners, and Braid, Cord and Trimming Manufacturers and Merchants in all or any departments, branches and processes, and to purchase, prepare, manufacture, import, export and deal in silk, hair, mohair, alpaca, flax, hemp, jute, woollen, worsted, cotton, and other fibrous substances, products and materials.
- (5) To carry on the business or businesses of Manufacturers of and Dealers in any colours, chemicals, bleaches, dyers, machinery, spools, bobbins, tools, implements, cardboard and other boxes, packing cases, show cases, pattern cards, show cards, and all kinds of cardboard and pasteboard; to carry on the business or businesses of Paper Manufacturers, Woodworkers, Carpenters, Joiners, Wood and Metal Turners, Metal Workers, Tin Weighters, Gold Blockers, Die Sinkers, Designers and Embossers.
- (6) To advance, lend or deposit money, securities and property to or with such persons, and on such terms as may seem expedient; to discount, buy, sell and deal in bills, notes, warrants, coupons, and other negotiable or transferable securities or documents.

- (7) To construct, carry out, maintain, improve, manage, work, control, and superintend telegraphs and telephones (except in the United Kingdom) and any roads, ways, tramways, railways, bridges, reservoirs, aqueducts, wharves, furnaces, crushing works, hydraulic works, factories, warehouses, shops, hotels, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to, subsidise or otherwise aid by taking part in any such operations.
- (8) To manufacture and deal in all kinds of articles and things required for the purposes of any such business or commonly dealt in by persons engaged in any such business.
- (9) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's businesses, and to regulate and discontinue the same.
- (10) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (11) To insure against fire, storms, marine or other risks any of the Company's property, to enter mutual insurance, indemnity or protection associations, to underwrite on the Company's account any part of such risks, and to insure against claims for compensation to workmen or other persons by mutual insurance or otherwise provided that nothing herein contained shall empower the Company to grant annuities or to carry on Assurance business within the meaning of Section 1 of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act, 1923 or to re-insure any risks under any class of Assurance business to which these Acts apply.

- (12) To receive from any person or persons whether a shareholder or shareholders, Director or Directors, employee or employees of the Company or otherwise, of from any corporate body, money or securities on deposit at interest or for safe custody or otherwise.
- (13) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (14) To pay all expenses of and preliminary or in anywise relating to the formation, establishment and registration of the Company or any negotiation, act, deed or thing in connection therewith, and to issue shares as fully or in part paid up, and to pay out of the funds of the Company all brokerage and charges incidental thereto.
- (15) To purchase or otherwise acquire and undertake wholly or in part for cash or shares or otherwise howsoever all or any part of the business or property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (16) To purchase, take on lease or tenancy or otherwise acquire for any estate or interest and to take options over any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company (in any part of the world) and to develop, turn to account and deal with the same in such manner as may be thought expedient, and to purchase, charter, hire, build or otherwise acquire steam or other ships or vessels, and to employ the same in the carriage of passengers, mails and merchandise of all kinds, and to carry on the business of ship-owners, barge-owners and lightermen in all its branches.
- (17) To borrow and raise money and 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 of 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.

- (18) To make, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange and other negotiable instruments.
- (19) To 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.
- (20) To establish or promote or concur in establishing or promoting 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 likely to advance directly or indirectly the objects of this Company or the interests of its shareholders.
- (21) To lend money to and guarantee the performance of the obligations of and the payment of 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 shareholders.
- (22) To sell, exchange, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes 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, whether fully or partly paid up, debentures, debenture stock or other obligations, or securities of any other company.
- (23) To subscribe for, purchase or otherwise acquire, and to hold, dispose of, and deal in shares, stocks and securities of any other company, whether British or foreign.

- (24) 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 or stock in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments. To distribute among the members of the Company in specie any property of the Company.
- (25) 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 the Company or its members.
- (26) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (27) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- *(28) To grant pensions or gratuities to any employees or ex-employees, Directors or ex-Directors of the Company, or the relatives, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons, or otherwise advance the interests of the Company or of its shareholders.
- (29) 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.

* The words "Directors or ex-Directors" were added by Special Resolution passed 19th August 1966.

- (30) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them provided that the objects of the Company shall not extend to any of the purposes mentioned in Section 16 of the Trade Union Act Amendment Act 1876.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000,000, divided into 1,000,000 Shares of £1 each, with power to divide the Shares in the original or any increased capital into several classes and to attach thereto any preferential, deferred, qualified or other special rights, privileges or conditions.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

Brocklehurst-Whiston Amalgamated LIMITED

(New Articles of Association adopted
by Special Resolution passed on 21st
December, 1973.)

PRELIMINARY.

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967.

(B) The regulations contained in Part I of Table A shall apply to the Company save insofar as they are excluded or modified hereby. The Regulations in Part I of Table A numbered 24, 53, 64, 75, 79, 87, 88(a), 88(f), 89 to 97 inclusive and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

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

SHARES.

3. All shares for the time being created and unissued shall be under the control of the Directors who may offer, allot, grant options over, or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

4. The lien conferred by Regulation 11 in Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

5. In Regulation 15 of Part I of Table A the following words "except insofar as may be otherwise agreed

between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "provided that".

RESOLUTIONS.

6. Save for any resolution passed as an Extraordinary or a Special Resolution and subject to the provisions of the Companies Act 1948, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS.

7. The following words shall be added to the end of Regulation 52 in Part I of Table A "and fixing the remuneration of Directors".

8. Two Members present at a meeting shall be a quorum and Regulation 53 in Part I of Table A shall be modified accordingly.

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

10. It shall not be necessary to give any notice of an adjourned meeting and Regulation 57 in Part I of Table A shall be construed accordingly.

11. A poll may be demanded by the chairman or by any Member present in person or by proxy and Regulation 58 shall be construed accordingly.

DIRECTORS.

12. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be less than two in number.

13. The Directors shall be appointed and shall be subject to removal from office by the Company in general meeting or by memorandum in writing signed by the holder or holders of a majority of the shares issued and entitling the holders thereof for the time being to attend and vote at General Meetings of the Company. A Corporation being the holder of shares may sign any such instrument by any one of its Directors. Every appointment or removal of a Director in writing pursuant to this Article shall take effect as from the time when the instrument is lodged at the registered office of the Company.

14. The Directors shall have power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

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

16. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party and shall have the power to cause the Company to guarantee any Debenture Stock or other obligation of its holding company (as defined by section 154 of the Companies Act 1948), or a subsidiary of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company, and to charge its undertaking, assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation.

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Part I of Table A shall be modified accordingly.

18. A Director present at any meeting of Directors or committee of Directors need not sign his name in a book kept for that purpose and Regulation 86 in Part I of Table A shall be modified accordingly.

19. The Board on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits as well in favour of any Director or former Director or the relations, connections or dependants of any Director or former Director as otherwise provided that no pension annuity or other allowance or benefit (except such as may be provided for by any other Article) shall be granted to a Director or former Director who has not been an Executive Director or held any other office or place of profit under the Company (or to a person who has no claim on the Company except as a relation connection or dependant of such a Director or former Director) without the approval of an ordinary resolution of the Company. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind properly conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

20. Paragraph (d) of Regulation 88 of Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

21. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and

authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these Articles relating to Directors and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. Any remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

22. A resolution in writing signed by all of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more Directors.

23. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

24. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit, such appointment to be agreed by the holder or holders of a majority of the shares issued and entitling the holders thereof for the time being to attend and vote at General meetings of the Company. A Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases from any cause to hold the office of Director ipso facto and immediately cease to hold such executive office.

25. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Regulation 88(e) in part I of Table A shall be modified accordingly.

26. Every instrument to which the seal shall be affixed shall be signed by a Director or by some other person appointed by the Directors for that purpose and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose and Regulation 113 of Part I Table A shall be modified accordingly.

No. of Company 238809 / 188

The Companies Acts 1948 to 1976

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COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

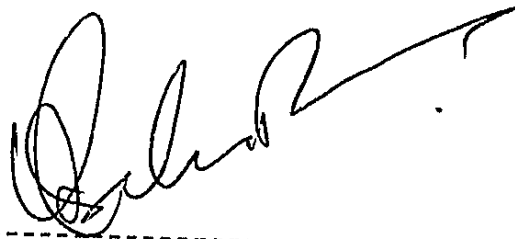
BROCKLEHURST-WHISTON AMALGAMATED LIMITED

Passed : 17th October, 1977

At an EXTRAORDINARY GENERAL MEETING of the abovenamed Company duly convened, and held at 8, Old Change Court, London. EC4M 8DA on the 17th October, 1977, the following SPECIAL RESOLUTION was duly passed :-

SPECIAL RESOLUTION

THAT, subject to the consent of the Department of Trade the name of the Company be changed to Britannia Security Limited.



Director



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 238809 / 189

I hereby certify that

BROCKLEHURST-WHISTON AMALGAMATED LIMITED



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

BRITANNIA SECURITY LIMITED

Given under my hand at Cardiff the 7TH NOVEMBER 1977

D. A. Pennington
D. A. PENNINGTON

Assistant Registrar of Companies

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

BRITANNIA SECURITY LIMITED

Passed: 8th March, 1978

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at 8, Old Change Court, London, EC4M 8DA, on the 8th March, 1978 the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

that, subject to the consent of the Department of Trade the name of the Company be changed to Brocklehurst Whiston Amalgamated Limited.

.....
Director



NAY WEST
£80

324794

(P2)

gp.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 238809 1196

I hereby certify that



BRITANNIA SECURITY LIMITED

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

BROCKLEHURST WHISTON AMALGAMATED LIMITED

Given under my hand at Cardiff the 3RD MAY 1978

D.A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

BROCKLEHURST-WHISTON AMALGAMATED LIMITEDSPECIAL RESOLUTIONSPassed 27th July 1978

At an Extraordinary General Meeting of the Company held on Thursday the 27th day of July 1978 at 3, London Wall Buildings, London Wall, London, E.C.2. the following resolutions were passed as Special Resolutions :-

1. The capital of the Company be increased to £1,001,000. by the creation of 2,000 Ordinary shares of 50p. each;
2. Forthwith upon the allotment of 2,000 Ordinary shares of 50p. each pursuant to paragraph 3 of this resolution, each of the existing 1,000,000. issued Ordinary shares of £1. each in the capital of the Company be converted into one Deferred Share of £1. the rights attaching to which shall be limited as follows :-
 - (i) no dividend shall be payable in respect of the deferred shares.
 - (ii) on a return of assets on liquidation or otherwise the right to receive out of the assets of the Company available for distribution amongst the members such a sum not exceeding the amount paid up on the Deferred Shares as may be available after payment to the holders of the Ordinary shares of the amount paid up on the Ordinary shares; and



W.S. [signature]

(iii) the Deferred shares shall not carry any right to receive notice of or to attend or vote at any general meeting of the Company and shall not carry any other right to participate in the profits or assets of the Company.

3. Upon the recommendation of the directors, it is desirable to capitalise the sum of £1,000. being the whole of the undistributed profits of the Company and accordingly that the directors be authorised and directed to appropriate the said sum to the holders registered immediately prior to the passing of this special resolution of the 1,000,000. issued Ordinary Shares of £1. each of the Company in the proportions in which such sum would have been dividible amongst them had the same been applicable and had been applied in paying dividends, and to apply such sum on their behalf in paying up in full 2,000 unissued Ordinary Shares of 50p. each, to be allotted and distributed, credited as fully paid, to and among the said holders in the proportions aforesaid.

4. That the objects of the Company contained in Clause 3 (1) (2) (3) (4) (5) of the Memorandum of Association be excluded and that the following object be substituted therefor :-

(1) To invest the monies of the Company on the security or in the acquisition of land, buildings, shops, offices, houses, stocks, bonds, obligations or securities of any Government, State or Authority or of any

W. S. Frimale

public or private company corporate or unincorporate and to hold and from time to time vary or dispose of the same;

- (2) To carry on the business of a developer of property;
- (3) To deal in any properties, buildings, shops, lands acquired by the Company and to dispose of any development of lands carried out by the Company;
- (4) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the foregoing objects of the Company or any of them;
- (5) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any Freehold, Leasehold or other property chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

W. S. Prince
CHAIRMAN

No. of Company.....238800 / 1198

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company.....BROCKLEHURST-WHISTON AMALGAMATED.....Limited*

hereby gives you notice that by ~~ordinary~~/extraordinary/special** resolution of the company dated the
27th July 1978, the nominal capital of the company has been increased by the
addition thereto of a sum of £.1,000.....beyond the registered capital of £.1,000,000.....

The additional capital is divided as follows:- TO RANK PARI PASSU WITH EXISTING SHARES OF THE COMPANY.

Number of shares	Class of share	Nominal amount of each share
2000	Ordinary	£0.50

The conditions (eg voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been
or are to be issued are as follows:-

(If any of the shares are preference shares state whether they are redeemable or not)

Sig. ed.....

State whether
Director of Secretary.....Solicitors to the Company

Date.....11th September 1978

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by: DAVID LEE & CO.,
46 CRAWFORD STREET,
LONDON, W1

Presentor's reference: DL



Form No.10



1200 []
THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

BROCKLEHURST- WHISTON AMALGAMATED LIMITED

Incorporated the 18th day of April 1929

CERTIFICATE No. 238809

New Articles of Association adopted by Special Resolution passed 21st December 1973 and amended by Special Resolution passed 27th July 1978

DAVID LEE & CO.,
46 Crawford Street,
London W1H 2AH



THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum of Association

— OF —

BROCKLEHURST-WHISTON AMALGAMATED LIMITED
(as amended by Special Resolution passed
19th August, 1966)
(as further amended by Special Resolution
passed 27th July 1978)

1. The name of the Company is "BROCKLEHURST-WHISTON AMALGAMATED LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To invest the monies of the Company on the security or in the acquisition of land, buildings, shops, offices, houses, stocks, bonds, obligations or securities of any Government, State or Authority or of any public or private company corporate or unincorporate and to hold and from time to time vary or dispose of the same.
 - (2) To carry on the business of a developer of property.
 - (3) To deal in any properties, buildings, shops, lands acquired by the Company and to dispose of any development of lands carried out by the Company.
 - (4) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the foregoing objects of the Company or any of them.

- (5) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any Freehold, Leasehold or other property chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (6) To advance, lend or deposit money, securities and property to or with such persons, and on such terms as may seem expedient; to discount, buy, sell and deal in bills, notes, warrants, coupons, and other negotiable or transferable securities or documents.
- (7) To construct, carry out, maintain, improve, manage, work, control, and superintend telegraphs and telephones (except in the United Kingdom) and any roads, ways, tramways, railways, bridges, reservoirs, aqueducts, wharves, furnaces, crushing works, hydraulic works, factories, warehouses, shops, hotels, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to, subsidise or otherwise aid by taking part in any such operations.
- (8) To manufacture and deal in all kinds of articles and things required for the purposes of any such business or commonly dealt in by persons engaged in any such business.
- (9) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's businesses, and to regulate and discontinue the same.
- (10) To obtain or acquire by application, purchase, licence or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, brevets d'invention, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.

- (11) To insure against fire, storms, marine or other risks any of the Company's property, to enter mutual insurance, indemnity or protection associations, to underwrite on the Company's account any part of such risks, and to insure against claims for compensation to workmen or other persons by mutual insurance or otherwise provided that nothing herein contained shall empower the Company to grant annuities or to carry on Assurance business within the meaning of Section 1 of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act, 1923 or to re-insure any risks under any class of Assurance business to which these Acts apply.
- (12) To receive from any person or persons whether a shareholder or shareholders, Director or Directors, employee or employees of the Company or otherwise, or from any corporate body, money or securities on deposit at interest or for safe custody or otherwise.
- (13) To remunerate the Directors, officials and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, and to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them.
- (14) To pay all expenses of and preliminary or in anywise relating to the formation, establishment and registration of the Company or any negotiation, act, deed or thing in connection therewith, and to issue shares as fully or in part paid up, and to pay out of the funds of the Company all brokerage and charges incidental thereto.
- (15) To purchase or otherwise acquire and undertake wholly or in part for cash or shares or otherwise howsoever all or any part of the business or property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (16) To purchase, take on lease or tenancy or otherwise acquire for any estate or interest and to take options over any

property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company (in any part of the world) and to develop, turn to account and deal with the same in such manner as may be thought expedient, and to purchase, charter, hire, build or otherwise acquire steam or other ships or vessels, and to employ the same in the carriage of passengers, mails and merchandise of all kinds, and to carry on the business of ship-owners, barge-owners and lightermen in all its branches.

- (17) To borrow and raise money and 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 of 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.
- (18) To make, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange and other negotiable instruments.
- (19) To 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.
- (20) To establish or promote or concur in establishing or promoting 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 likely to advance directly or indirectly the objects of this Company or the interests of its shareholders.
- (21) To lend money to and guarantee the performance of the obligations of and the payment of 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 shareholders.

- (22) To sell, exchange, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes 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, whether fully or partly paid up, debentures, debenture stock or other obligations, or securities of any other company.
- (23) To subscribe for, purchase or otherwise acquire, and to hold, dispose of, and deal in shares, stocks and securities of any other company, whether British or foreign.
- (24) 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 or stock in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments. To distribute among the members of the Company in specie any property of the Company.
- (25) 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 the Company or its members.
- (26) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (27) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- *(28) To grant pensions or gratuities to any employees or ex-employees, Directors or ex-Directors of the Company, or the

* The words "Directors or ex-Directors" were added by Special Resolution passed 19th August, 1966.

relatives, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such persons, or otherwise advance the interests of the Company or of its shareholders.

(29) 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.

(30) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them provided that the objects of the Company shall not extend to any of the purposes mentioned in Section 16 of the Trade Union Act Amendment Act 1876.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,001,000 divided into 1,000,000 Deferred Shares of £1 each and 2,000 Ordinary Shares of £0.50p each such Deferred Shares having such limitations of rights as referred to in the Articles of Association.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

BROCKLEHURST-WHISTON AMALGAMATED LIMITED

(New Articles of Association adopted by
Special Resolution passed on 21st

December, 1973.)

(Amended by Special Resolution passed on
27th July 1978)

PRIVATE

PRELIMINARY

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act, 1948, as amended by the Companies Act 1967.

(B) The regulations contained in Part I of Table A shall apply to the Company save insofar as they are excluded or modified hereby. The Regulations in Part I of Table A numbered 24, 53, 64, 75, 79, 87, 88(a), 88(f), 89 to 97 inclusive and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

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

SHARES

3. All shares for the time being created and unissued shall be under the control of the Directors who may offer, allot, grant options over, or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to

any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

4. The lien conferred by Regulation 11 in Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

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

6. (a) The rights attaching to the deferred shares shall be limited as follows:-

(i) no dividend shall be payable in respect of the deferred shares.

(ii) on a return of assets on liquidation or otherwise the right to receive out of the assets of the Company available for distribution amongst the members such a sum not exceeding the amount paid up on the Deferred Shares as may be available after payment to the holders of the Ordinary Shares of the amount paid up on the Ordinary Shares; and

(iii) the Deferred Shares shall not carry any right to receive notice of or to attend or vote at any general meeting of the Company and shall not carry any other right to participate in the profits or assets of the Company.

(b) The Ordinary Shares shall carry one vote each at any meeting of the Company and any profits of the Company distributed as dividend or which may be capitalised shall be distributed in respect of the Ordinary Shares and any capitalised profits shall be similarly distributed in respect of the Ordinary Shares.

RESOLUTIONS

7. Save for any resolution passed as an Extraordinary or a Special Resolution and subject to the provisions of the Companies Act 1948, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly

convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

8. The following words shall be added to the end of Regulation 52 in Part I of Table A "and fixing the remuneration of Directors".
9. Two Members present at a meeting shall be a quorum and Regulation 53 in Part I of Table A shall be modified accordingly.
10. If at any general meeting of the Company any votes shall be counted which ought not to have been counted or might have been rejected or if any votes shall not be counted which ought to have been counted, the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the resolution.
11. It shall not be necessary to give any notice of an adjourned meeting and Regulation 57 in Part I of Table A shall be construed accordingly.
12. A poll may be demanded by the chairman or by any Member holding an Ordinary Share present in person or by proxy and Regulation 58 shall be construed accordingly.

DIRECTORS

13. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be less than two in number.
14. The Directors shall be appointed and shall be subject to removal from office by the Company in general meeting or by memorandum in writing signed by the holder or holders of a majority of the shares issued and entitling the holders thereof for the time being to attend and vote at General Meetings of the Company. A Corporation being the holder of shares may sign any such instrument by any one of its Directors. Every appointment or removal of a Director in writing pursuant to this Article shall take effect as from the time when the instrument is lodged at the registered office of the Company.
15. The Directors shall have power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

16. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage or profits or otherwise as the Directors may determine.
17. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party and shall have the power to cause the Company to guarantee any Debenture Stock or other obligation of its holding company (as defined by section 154 of the Companies Act 1948), or a subsidiary of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company, and to charge its undertaking, assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation.
18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Part I of Table A shall be modified accordingly.
19. A Director present at any meeting of Directors or committee of Directors need not sign his name in a book kept for that purpose and Regulation 86 in Part I of Table A shall be modified accordingly.
20. The Board on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits as well in favour of any Director or former Director or the relations, connections or dependants of any Director or former Director as otherwise provided that no pension annuity or other allowance or benefit (except such as may be provided for by any other Article) shall be granted to a Director or former Director who has not been an Executive Director or held any other office or place of profit under the Company (or to a person who has no claim on the Company except as a relation connection or dependant of such a Director or former Director) without the approval of an ordinary resolution of the Company. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind properly conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.
21. Paragraph (d) of Regulation 88 of Part I of Table A shall be modified by deleting the words

22.

23.

24.

"becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

22. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these Articles relating to Directors and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. Any remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

23. A resolution in writing signed by all of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more Directors.

24. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any

special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

25. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit, such appointment to be agreed by the holder or holders of a majority of the shares issued and entitling the holders thereof for the time being to attend and vote at General Meetings of the Company. A Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases from any cause to hold the office of Director ipso facto and immediately cease to hold such executive office.
26. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Regulation 88(c) in Part I of Table A shall be modified accordingly.
27. Every instrument to which the seal shall be affixed shall be signed by a Director or by some other person appointed by the Directors for that purpose and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose and Regulation 113 of Part I Table A shall be modified accordingly.

THE COMPANIES ACTS 1948 TO 1981

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

207

238809

Name of company

*delete if inappropriate

BECKHURST WINDSON AMALGAMATED Limited*

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3103

†delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

31031983

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

, company number

the accounting reference date of which is

Signed

W. H. Smulder
 DIRECTOR/SECRETARY
 GIMP SECRETARIAL & FINANCE LIMITED

DIRECTOR/SECRETARY

[Director] [Secretary] †Date

28/8/83

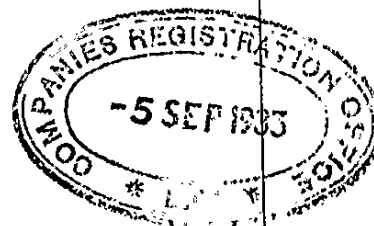
Presenter's name, address and reference (if any):

Gimp Secretarial & Finance Ltd
 577 Anger St.
 London E2 4 40A

For official use

General section

Post room



COMPANY NO: 238809

214

The Companies Act 1985
Company Limited by Shares

Special Resolution

of

BROCKLEHURST-WHISTON AMALGAMATED LIMITED

Passed the 31st day of October 1986

At an Extraordinary General Meeting of the Company duly convened
and held at The Old Railway Station, Mildenhall, Suffolk

the following Resolutions were duly passed as SPECIAL
RESOLUTIONS of the Company, viz:

RESOLUTION

- 1 That the capital of the company be and is hereby duly increased from the sum of £1,001,000 to the sum of £2,000,000 by the addition thereto of 1,998,000 Ordinary Shares of 50p each, such shares to rank pari passu with the existing Ordinary Shares in the capital of the company.
- 2 That the Directors be and are hereby duly authorised to issue the new shares created by Resolution 1 above within a period of five years from the date hereof.
- 3 That Clause 5 of the Memorandum of Association of the company be amended to show the new share capital



W. S. P. Smith

CHAIRMAN



COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

See do not
fill in
margin

Pursuant to section 123 of the Companies Act 1985

See complete
only, preferably
block type, or
block lettering

To the Registrar of Companies

For official use

Company number

[2115]

238809

Name of company

* BROCKLEHURST-WHISTON AMALGAMATED LIMITED

Print full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 21st October 1986 the nominal capital of the company has been
increased by £ 999,000 beyond the registered capital of £ 1,001,000

A copy must be
sent or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

the 1,998,000 new Ordinary Shares of 50p each shall rank pari passu
with the existing Ordinary Shares in the capital of the company.

Please tick here if
continued overleaf



See as
appropriate

Signed

W. S. Prince

[Director][Secretary]† Date

5/11/86

Presentor's name address and
reference (if any):

GIMP SECRETARIAL & FINANCE
LIMITED
5/7 Singer Street
London EC2A 4QA
GK/MLS/1120

For official Use
General Section

Post room



2 01
COMPANY NO: 0238809 / 217

The Companies Act 1985
Company Limited by Shares

Special Resolution

of

BROCKLEHURST-WHISTON AMALGAMATED
LIMITED

Passed the 22 day of January 19 87

At an Extraordinary General Meeting of the Company duly convened
and held at The Old Railway Station, Mildenhall, Suffolk

the following Resolutions were duly passed as SPECIAL
RESOLUTIONS of the Company, viz:

RESOLUTION

- 1 That the Memorandum of Association of the company be amended as follows:-
- 2 That the Clause as presented to the meeting be adopted as Clause 3(6) of the Memorandum of the company and the existing clauses 3(6) to 3(30) be renumbered 3(7) to 3(31).



XLS
CHAIRMAN

- (6) To carry on the business of retailers and wholesalers of wines and spirits of any and every description; to carry on the business of licensed victuallers, off-licence proprietors, tavern, hotel and lodginghouse keepers, caterers and purveyors of refreshments and stores of every description and tobacconists of all kinds; to carry on business as distillers, brewers and manufacturers of and retail and wholesale dealers in ale, beer, stout, porter, wines, spirits, aerated waters and liquors of any and every description whether intoxicating or otherwise and of bottles, tins and casks and other receptacles for the same and of hops, grain, malt, meal, yeast and all other materials and things capable of being used in connection with any such manufacturing or businesses; and to carry on any other trade or business whatsoever of a like and similar nature.



COMPANY NO: 238809

The Companies Act 1948-85
Company Limited by Shares

RESOLUTIONS

of

BROCKLEHURST-WHISTON AMALGAMATED LIMITED

Passed the Twentythird day of August, 1993

At an Extraordinary General Meeting of the Company duly convened and held at The old Railway Station, Mildenhall, Suffolk, the following Resolution was duly passed as SPECIAL RESOLUTIONS of the Company, viz:-

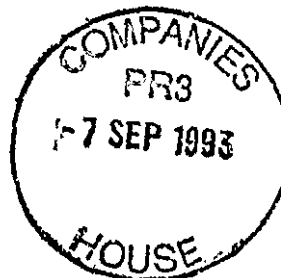
SPECIAL RESOLUTIONS

1. That all the 1,000,000 Deferred Shares of £1 each in the capital of the Company be and are hereby sub-divided into 2,000,000 Deferred Shares of 50 pence each.
2. That the 2,000,000 Deferred Shares of 50 pence each in the capital of the Company as sub-divided by Resolution 1 above be and are hereby converted into 2,000,000 Ordinary Shares of 50 pence each ranking pari passu with the existing Ordinary Shares of 50 pence in the capital of the Company.
3. That Clause 5 of the Company's Memorandum of Association be and is hereby duly deleted and that the following be and is hereby adopted as a new Clause 5 in place thereof:-

"5. The Share Capital of the Company is £2,000,000 divided into 4,000,000 Ordinary Shares of 50 pence each."
4. That Article 6 of the Articles of Association be and is hereby deleted and Articles 7 to 27 be and are hereby re-numbered as Articles 6 to 26 accordingly.

WSP W.S. Trince
.....
CHAIRMAN

GKC/2130B



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COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares****122**Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

Name of company

--	--	--	--

238809

* insert full name
of company

* BROCKLEHURST-WHISTON AMALGAMATED LIMITED

gives notice that:

By Special Resolutions duly passed on 23rd August, 1993 -

1. All the 1,000,000 Deferred Shares of £1 each in the capital of the Company sub-divided into 2,000,000 Deferred Shares of 50 pence each
2. That the 2,000,000 Deferred Shares of 50 pence each in the capital of the Company as sub-divided above converted into 2,000,000 Ordinary Shares of 50 pence each ranking pari passu with the existing Ordinary Shares of 50 pence each in the capital of the Company.

† delete as
appropriate

Signed

W. S. Prince

[Director][Secretary]† Date

6/9/93

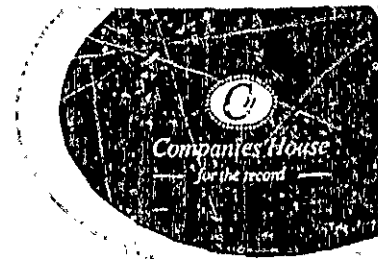
Presenter's name address and
reference (if any):
GIMP SECRETARIAL & FINANCE LTD
TUDOR HOUSE
LLANVANOR ROAD
FINCHLEY ROAD
LONDON NW2 2AQ
GKC/2130B

For official Use
General Section

Post-room

57 SEP 1993

HOUSE



Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.