

Number of
Company

293397/1.

Form No. 41.

THE COMPANIES ACT, 1929.



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

REGISTERED

25 OCT 1934

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

EMERALD LAUNDRY
LIMITED.

Presented by

SYDNEY MORSE & CO.,

Alder House, 1-6 Aldersgate Street,

London E.C.1.

The Solicitors' Law Stationery Society, Limited,
Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 86 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, Richard Austen Finn

of Alder House, 1-6 Aldersgate Street, London E.C.1.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor
of the Supreme Court engaged in the formation

of Emerald Laundry

Limited, and that all the requirements of the Companies Act, 1929,
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 39 Clapham Road

in the City of London

the 19th day of October 1934

Before me,

Francis B. Fiske

Richard A. Finn

This margin is reserved for binding and should not be written across.

Number of
(Company)

293394

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF



EMERALD LAUNDRY

LIMITED.

REGISTERED

25 OCT 1934

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

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented by

SYDNEY MORSE & CO.,

Alder House, 1-6 Aldersgate Street, London E.C.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
25 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
25 Hanover Street, W.1, 19 & 21 North John Street, Liverpool; and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

EMERALD LAUNDRY

, Limited,

is £50,000, divided into 50,000

Shares of one pound each.

*Signature Sydney Morse Esq.

Officer Secretary Solicitors to the Company

Dated the 19th day of October 1934

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

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association

GENERAL LAUNDRY
LIMITED.

Incorporated the day of 1934.

SYDNEY MORSE & CO.,
Alder House,
Aldersgate Street,
London, E.C.1.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF
EMERALD LAUNDRY
LIMITED.

Incorporated the day of , 1934.

SYDNEY MORSE & CO.,
Alder House,
Aldersgate Street,
London, E.C.1.

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THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF

EMERALD LAUNDRY LIMITED.

- 1.—The name of the Company is "EMERALD LAUNDRY LIMITED."
- 2.—The registered office of the Company will be situate in England.
- 3.—The objects for which the Company is established are :—

- (A) To carry on in all their respective branches all or any of the businesses of a hand, steam, electric and general laundry, bleaching and cleansing works, and dyeworks and carpet cleaning and beating works, and to wash, clean, purify, scour, bleach, wring, dry, iron, colour, dye, dry clean, heat, disinfect, renovate, repair, prepare for use and supply all articles of wearing apparel, household, domestic, and other linen, cotton, woollen and silken goods, and clothing and fabrics of all kinds.
- (B) To buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all plant, apparatus, machines, linen, cotton, silken and woollen goods, clothing, fabrics, cutlery, plate, plated articles, china, glass, hardware and earthenware, and in materials and articles of all kinds whatsoever.
- (C) To manufacture, buy, deal with, refine and prepare, make up, convert, render saleable and sell soap, oils and oleaginous and saponaceous substances and unguents, perfumes, cleaning, bleaching and dyeing materials and all or any chemicals, materials, products and substances deemed to be necessary or convenient for any business for the time being carried on by the Company.
- (D) To print, publish, issue and circulate papers, periodicals, books and other literature relating to the laundry, dyeing, bleaching and cleansing industries and other industries



convenient to be carried on therewith, and to advise and assist in whatever manner the Company may from time to time think fit, companies, firms or persons engaged in such industries, and to provide or arrange for the provision of professional or other assistance, services and conveniences generally.

- (E) To carry on in all their respective branches all or any of the businesses of proprietors of swimming and other baths and washhouses, keepers of hotels, restaurants and tea-shops, refreshment caterers and contractors, suppliers of provisions, both solid and liquid, wine and spirit merchants, tobacconists, electrical, mechanical and chemical engineers, manufacturers, proprietors and operators of omnibuses, carriages, vehicles and vessels of whatever description and however propelled, and carriers by land, water or air of passengers, goods, livestock, minerals and parcels, whether by mechanical, electrical, animal or other motive power and whether for hire or reward or otherwise, and to supply laundering and catering conveniences and services.
- (F) To acquire shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or in any British dominion, colony, protectorate, dependency or possession or in any foreign country, and stock, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (G) To acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, lease, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
- (H) To acquire by purchase, feu, lease, sub-lease, exchange, hire or licence or otherwise and hold for any estate or interest and to take options over any lands, buildings, waters, wells, streams, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any real, personal, heritable or moveable property of any kind which may appear to be necessary or convenient for the

Company's business or for developing or utilising any of the Company's property.

- (I) 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.
- (J) To erect, construct, lay down, enlarge, maintain and alter any buildings, erections, works, plant and machinery which may seem directly or indirectly necessary or convenient for any of the purposes of the Company.
- (K) To manufacture, buy, hire, sell, exchange, alter, improve, convert, manipulate, prepare for market, let for hire or hire-purchase, and otherwise deal in all kinds of vehicles, plant, machinery, apparatus, tools, utensils, accessories, substances, materials and things of a kind which are necessary or convenient for carrying on or carrying out any of the businesses or objects of the Company.
- (L) To enter into any contracts of guarantee or indemnity in respect of the performance or non-performance of any contract or engagement to which any person, company or corporation is a party, whether the Company is or is not a party thereto, and to subsidise or otherwise assist any person, corporation or company, and to guarantee the payment of interest and dividends and repayment of capital in respect of the shares or stock of any corporation or company.
- (M) To manage, supervise and control, or to take part in the management, supervision or control of, any company or undertaking in which the Company is interested by reason of shareholding or otherwise and for that purpose to appoint and remunerate any directors, accountants or other experts or agents.
- (N) To carry on trust and agency business of all kinds.
- (O) To undertake and carry on and execute all kinds of financial, commercial, trading, manufacturing and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in

connection with any of these objects, or calculated directly or indirectly to enhance the value of, or facilitate the realisation of, or render profitable, any of the Company's property or rights.

- (p) To advance, deposit or lend money, securities and property to or with such persons, companies and bodies, and on such terms as may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents.
- (q) To purchase or otherwise acquire for cash or by the issue of shares, or debentures or debenture stock, or partly for cash, and partly for shares or debentures or debenture stock, and to sell, feu, lease, let, sublet, exchange, dispoise, surrender, let on rent, share of profit, royalty or otherwise, grant options over, mortgage, charge, convert, turn to account, dispose of and otherwise deal with real and personal property and rights of all kinds and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, goodwill and undertakings and claims, privileges and choses in action of all kinds.
- (r) To facilitate and encourage the creation, issue, or conversion of debentures, debenture stock, bonds, obligations, shares, stocks and securities, and to guarantee the subscription of or underwrite any stocks, shares or securities, and to act as trustee in connection with any stocks, shares or securities, and to take part in the conversion of business concerns and undertakings into companies.
- (s) To purchase or otherwise acquire and undertake, wholly or in part for cash or shares, or otherwise howsoever, the whole or any part of the business, 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.
- (t) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person, firm, company or authority carrying on or engaged in or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business transaction capable of being conducted so as directly or indirectly to benefit this Company, and

to lend money to, finance or guarantee the contracts or bank overdrafts of, or otherwise assist, any such person, firm, company or authority, and whether or not by the deposit of securities, and to take or otherwise acquire shares and securities of any such company or authority, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (v) To amalgamate with any other company having objects altogether or in part similar to those of this Company, and to enter into arrangements with any other company, person or firm for the operation or control of the whole or any part of the undertaking of the Company.
- (v) To sell the undertaking and property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for stocks, shares (whether fully or partly paid up), debentures, debenture stock or securities of any other company, and to pay and distribute any stock, shares, debentures, debenture stock or securities so taken as a dividend to the shareholders of the Company.
- (w) To promote or concur in promoting any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the objects of this Company or the interests of its members.
- (x) To invest and deal with the moneys of the Company not immediately required upon such securities, or in such investments, and in such manner as may from time to time be determined.
- (y) To draw, make, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (z) To receive from any person or persons whether member or members, Director or Directors, employee or employees of the Company or otherwise, or from any corporate body, money or securities on deposit, at interest or otherwise, and to lend money, and in particular to customers and other persons having dealings with the Company.
- (AA) To borrow or raise money, and to issue bonds, mortgages, debentures and debenture stock, perpetual or otherwise, charged upon the undertaking and property of the Company, both present and future, including its uncalled capital or any part thereof.

- (BB) To pay all expenses of and preliminary or in anywise relating to the formation and registration of the Company, or any negotiation, act, deed or thing in connection therewith, and to remunerate any person or company for services rendered in placing or assisting to place all or any part of the original or other share capital of the Company or any debentures or other securities of the Company.
- (CC) To enter into any negotiation or arrangement with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions, and to apply for and obtain Licences, Provisional Orders, special Acts, or other statutory or Parliamentary authority for any public or private purposes.
- (DD) To promote any Bill or Bills in any Parliament, or any application or applications to any public authority for any Order, Provisional Order, Special Order, Licence or Consent, to oppose any Bill or application by any other company, firm, persons or authority, which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its members, and to enter into any contract to bear and pay the expenses of or in connection with any such Bills, Acts, Orders, Licences or Consents, or arising thereout, and to underwrite or guarantee the capital required for carrying out any undertaking authorised by any such Act, Order, Licence or Consent.
- (EE) 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, to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them, to grant pensions, superannuation allowances or gratuities to employees or ex-employees of the Company or its predecessors in business, or the relatives, connections or dependents of any such person, or to persons having dealings with the Company, and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such person, or persons having dealings with the Company or otherwise to advance the interests of the Company or of its members.

- (FF) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (GG) To subscribe or guarantee money for any national, charitable, benevolent, public, professional, trade, general or useful object or purpose, or for any exhibition.
- (HH) To issue shares of the Company at par or at a premium, or (subject to such provisions as may be required by law) at a discount, and as fully or partly paid up, and to distribute any of the property of the Company among the members in specie.
- (II) To do all or any of the things and matters aforesaid in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, contractors or otherwise, and either alone or in conjunction with others.
- (JJ) To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

Provided that—

- (1) the objects of the Company shall not extend to any of the purposes mentioned in Section 16 of the Trade Union Act Amendment Act, 1870 ;
- (2) nothing herein contained shall empower the Company to carry on assurance business within the meaning of Section 1 of the Assurance Companies Act, 1909, as amended by the Road Traffic Act 1930¹⁹³⁴, of industrial assurance business within the meaning of the Industrial Assurance Act, 1923, or to reinsure any risks under any class of assurance business to which those Acts apply ;
- (3) 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 incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere ; and
- (4) the objects specified in the different paragraphs of this clause, shall, except where otherwise expressed in those paragraphs, in no wise be limited by reference to any other paragraph or to the name of the Company, but may be carried out in as full and ample a 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 £50,000, divided into 50,000 shares of £1 each, with power to increase. The shares forming the capital of the Company (original or increased) may be divided into different classes, and may have such guarantees, preference or privileges as between themselves as may be authorised consistently with the regulations for the time being of the Company.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Richard Austen Fisher, Alder House, Aldersgate Street, London, E.C.1 Solicitor	One
Sydney Davis Kensington Alder House Aldersgate Street London, E.C.1 Solicitor	One

Dated the 17th day of October, 1934.

Witness to the Signatures of the above-named—

E. M. Horton

Alder House,

Aldersgate Street,

London, E.C.1

sent to Sydney Morse & Co



THE COMPANIES ACT, 1929.

REGISTERED

25 OCT 1934

COMPANY LIMITED BY SHARES.

10/5
57611

Articles of Association

OF

EMERALD LAUNDRY LIMITED.

I.—PRELIMINARY.

1.—The regulations contained in Table A in the First Schedule to the Companies Act, 1929, shall not apply to this Company, but instead thereof the following shall be the regulations of the Company. Table A not to apply

2.—In the construction of these Articles, the marginal notes hereto shall not affect such construction, and words standing in the first column of the table next hereinafter contained shall have the meanings set opposite to them respectively in the second column thereof, unless there shall be something in the subject or context inconsistent therewith:— Interpretation clause

WORDS.	MEANINGS.
The Act ...	The Companies Act, 1929.
The Statutes ...	The Companies Act, 1929, and every other Act concerning joint stock companies for the time being in force and affecting the Company.
These Articles ...	These Articles of Association and the regulations of the Company for the time being in force.

560



125007 *Handwritten signature*



Handwritten signature

Handwritten signature

THE COMPANIES ACT, 1929.

REGISTERED

25 OCT 1934

COMPANY LIMITED BY SHARES.

Articles of Association

OF

EMERALD LAUNDRY LIMITED.

I.—PRELIMINARY.

1.—The regulations contained in Table A in the First Schedule to the Companies Act, 1929, shall not apply to this Company, but instead thereof the following shall be the regulations of the Company. Table A not to apply

2.—In the construction of these Articles, the marginal notes hereto shall not affect such construction and words standing in the first column of the table next hereinafter contained shall have the meanings set opposite to them respectively in the second column thereof, unless there shall be something in the subject or context inconsistent therewith:— Interpretation clause

WORDS.

MEANINGS.

The Act ... The Companies Act, 1929.

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

These Articles ... These Articles of Association and the regulations of the Company for the time being in force.

WORDS.	MEANINGS.
Office	The registered office of the Company for the time being.
Seal	The common seal of the Company.
Paid up	Includes credited as paid up.
Dividend	Includes bonus.
Debenture	Includes debenture stock.
Debenture holder...	Includes debenture stock holder.
In writing	Written or produced by any substitute for writing, or partly written and partly so produced.
The Board	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
Month	Calendar month.
Year	Year from the 1st January to the 31st December, inclusive.

And words denoting the singular number only shall include the plural number also, and *vice versa*, and

Words denoting the masculine gender only shall include the feminine gender also, and

Words denoting persons only shall include corporations.

Subject as aforesaid and subject to any special definitions hereinafter contained, any words or expressions defined in the Statutes shall bear the same meanings in these Articles.

Reference to any section or provision of the Act shall, if not inconsistent with the subject or context, include also any corresponding or substituted section or provision of any statute amending, consolidating or replacing the Act.

Property to be
acquired

3.—The Company shall forthwith enter into an agreement with the British Electric Traction Company, Limited, in the terms of the draft agreement which has, for the purpose of identification, been signed by Richard Austen Finn, a Solicitor of the Supreme Court, and the Board

shall carry the same into effect, with or without modification, as they shall think fit. The Company is formed on the basis that the Company shall enter into the said agreement and acquire the property to which the same shall relate and accordingly no objection shall be taken to the terms on which such property is acquired or to any matter arising thereout on the ground that all or any of the promoters or Directors stand in a fiduciary position towards the Company by reason of their being vendors directly or indirectly to the Company or otherwise are interested, or that the Board do not in the circumstances constitute an independent board, or that the purchase consideration was fixed without any independent valuation having been made, and no promoter or Director shall be liable to account to the Company for any profit or benefit derived by him under such agreement, and every member of the Company present and future is to be deemed to join the Company on this basis and to have notice of and have assented to the terms and provisions of the said agreement.

4.—Subject as aforesaid 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 such branch or kind of business.

Board may undertake or drop any branch of business

5.—The Company is a "private company" within the meaning of Private Company Section 26 of the Act, and accordingly

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

II.—CAPITAL.

1. SHARES.

Funds not to be
lent on shares

6.—No part of the funds of the Company shall be employed directly or indirectly in the purchase of or in loans on the security of shares of the Company, and the Company shall not give any financial assistance for the purpose of or in connection with any such purchase, but nothing in this Article shall prohibit any such transaction as is mentioned in the proviso to Section 45 (1) of the Act.

Powers to
capitalise interest
on certain shares

7.—Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 51 of the Act, and may charge the same to capital as part of the cost of the construction of the work or building or the provision of plant.

Shares to be under
the control of the
Board

8.—The shares forming part of the original capital shall be under the control of the Board, who may allot or otherwise dispose of the same to such persons at such times on such terms and conditions as they think fit, and with full power to give to any person the call of any shares either at par or at a premium, and for such time and for such consideration as the Board think fit, but so that shares shall not be issued at a discount except in accordance with Section 47 of the Act.

Shares may be
issued with special
rights

9.—Without prejudice to any special rights previously conferred on the holders of existing shares, any share (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 share capital or otherwise, as the Board may from time to time determine, and any Preference Share may be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. Subject to the provisions of Section 46 of the Act, the redemption of such shares may be effected on such terms and in such manner as the Board may from time to time determine.

Modification of
rights

10.—If at any time the share capital is divided into different classes of shares, all or any of the rights attached to any class (subject to the

provisions of Section 61 of the Act and unless otherwise provided by the terms of issue of the shares of that class) may be varied, abrogated, abandoned or affected with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings of the Company shall *mutatis mutandis* apply, but so that (A) no member not being a Director shall be entitled to notice thereof or to attend thereat, unless he be a holder of shares of the class and (B) the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of the class, and (C) 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 (D) if at any adjourned meeting of such holders a quorum as above specified is not present, those members who are present shall be a quorum. This Article shall not be read as implying the necessity for any such consent or Resolution as aforesaid in any case in which, but for this Article, the object of such consent or Resolution could have been effected without such consent or Resolution.

11.—Upon any offer of shares or debentures, the Company may pay to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares or debentures of the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares or debentures of the Company such commission as the Board may from time to time determine, either in cash or in fully paid shares or debentures of the Company at par or partly in one way and partly in the other, provided that upon an offer of shares the amount or rate per cent. of the commission paid or agreed to be paid shall not exceed 10 per cent. of the price at which the shares are issued, or an amount equivalent thereto. Commission may be paid

12.—If two or more persons are registered as joint holders of any share their liability in respect thereof shall be several as well as joint, and any one of such persons may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share. Joint owners of shares

13.—The legal personal representative of a deceased holder of a share, not being a joint holder, and in the case of the death of one or two or more joint holders, the survivor or survivors, shall alone be recognised by the Company as having any title to the share, but nothing herein contained shall be taken to release the estate of a deceased holder (whether sole or joint) from any liability on shares held by him solely or jointly with any other person. Legal personal representatives of a deceased shareholder only recognised

Company not
bound to recognize
trusts

14.—The Company shall not be bound by or be compelled in any way to recognise, even when having notice thereof, any trust or any other right in respect of a share than an absolute right thereto in the registered holder thereof for the time being, or such other rights in case of transmission thereof as are hereinafter mentioned.

2. CERTIFICATE OF SHARES.

Share certificates
to be issued to
members

15.—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 of one class, or to several certificates each for one or more of his shares of that class upon payment of such sum not exceeding one shilling for every certificate after the first as the Board shall from time to time determine. Every certificate shall be under the Seal, and shall be signed in manner hereinafter provided, and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

Renewal of
certificate lost or
worn out

16.—If a certificate be worn out, destroyed or lost, it may be renewed upon payment of such sum, not exceeding one shilling, as the Board may from time to time require upon the production of such evidence of its having been worn out, destroyed or lost, as the Board may consider satisfactory, and upon such indemnity, with or without security, as the Board may require.

3. CALLS ON SHARES.

Calls to be made at
discretion of the
Board

17.—The Board may from time to time (subject to any terms upon which any shares may have been issued) make such calls as they think fit upon the members in respect of all moneys unpaid on their shares, provided (subject as aforesaid) that fourteen days' notice at least be given of each call, and that no call shall exceed one-half of the nominal amount of a share or be made payable within one month after the last preceding call was payable. Each member shall be liable to pay the calls so made to the persons and at the times and places appointed by the Board. A call may be made payable by instalments. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18.—A call shall be deemed to have been made at the time when the resolution of the Board authorising such call shall have been passed. Call made at passing of resolution

19.—If any call payable in respect of any share be not paid on or before the day appointed for payment, the holder or allottee of such share shall be liable to pay interest upon such call or money from such day until it is actually paid, at the rate of £10 per cent. per annum or such less rate as may be fixed by the Board, but the Board shall be at liberty to waive payment of that interest wholly or in part. Interest on calls in arrear

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

21.—The Board may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. Power of the Board to make difference in calls

22.—The Board may, if they think fit, receive from any shareholder willing to advance the same all or any part of the money unpaid upon any of the shares held by him beyond the sums actually called for, either as a loan repayable, or as a payment in advance of calls, but such advance, whether repayable or not, shall, until actually repaid, extinguish, so far as it shall extend, the liability existing upon the shares in respect of which it is received. Upon the money so received, or upon so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company shall pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, 10 per centum per annum) as the member advancing the same and the Board may agree upon. No sum paid in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared and payable to the members on the register at a date prior to the date on which such sum would, but for such payment in advance, have become presently payable. Power to receive advance moneys uncalled

4. TRANSFER AND TRANSMISSION OF SHARES.

Mode of transfer

23. - The transfer of any share shall be in writing in the usual common form, and shall be executed by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Any member desiring to transfer shares of different classes at the same time shall (if required by the Company) use a separate transfer deed for each class of share to be transferred. There shall be paid to the Company in respect of the registration of any transfer such fee, not exceeding two shillings and sixpence, as the Board deem fit.

Evidence of title

24. -- The instrument of transfer shall be lodged with the Company, accompanied by the certificate of the shares comprised therein, and such evidence as the Board may require to prove the title of the transferor, and thereupon and upon the payment of such fee as aforesaid, the transferee shall (subject to the Board's right to decline to register hereinafter mentioned) be registered as a member in respect of such shares, and the instrument of transfer shall be retained by the Company. The Board may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction and on such terms (if any) as to indemnity as the Board think fit.

Board may decline to register transfers in certain cases

25. -- Any fully paid share may be transferred by a member, or other person entitled to transfer the same, to any person who is already a member of the Company, but the Board may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares to any person whom it shall in their opinion be undesirable to admit to membership of the Company, and shall decline to register any transfer the registration of which would involve a contravention of Article 5. They may also decline to register any transfer of shares on which the Company has a lien, and any transfer of shares, whether fully paid up or not, made to an infant or a person of unsound mind. If the Board refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, in compliance with Section 66 of the Act.

Closing of register

26. -- The register of members may be closed and the registration of transfers suspended during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Board may from time to time

determine, provided always that it shall not be closed for more than thirty days in any year.

27.—Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as, having regard to Section 69 of the Act, may from time to time be properly required by the Board, have the right either to be registered as a member in respect of the share, or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made, but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt member before the death or bankruptcy. There shall be paid to the Company in respect of any such registration such fee, not exceeding two shillings and sixpence, as the Board deem fit.

Shares of deceased
or bankrupt
members

28.—A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall upon such evidence as aforesaid be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Rights of holders
of shares of
deceased or
bankrupt members

5. LIEN ON SHARES.

29.—The Company shall have a first and paramount lien on all shares not fully paid up, and on the interest and dividends declared or payable in respect thereof, for all moneys due to and liabilities subsisting with the Company, from or on the part of the registered holder or any of the registered holders thereof, either alone or jointly with any other person, whether a member or not, and whether the period for the payment or discharge thereof shall have actually arrived or not, and no equitable interest in any share shall be created except upon the footing and condition that Article 14 shall have full effect.

Company's lien on
shares

30.—The Company may enforce its lien by sale, in such manner as the Board may think fit, of all or any of the shares on which the lien may attach, provided that no sale shall be made except in the case of a debt or liability the amount of which shall have been ascertained, nor 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 such part of the amount in respect of which the

Power of sale

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lien exists as is presently payable and giving notice of the intention to sell in default, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

Application of
proceeds

31.—The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the amount due, and the residue (if any) shall be paid to the member or person (if any) entitled by transmission to the share at the date of the sale, provided always that the Company shall be entitled to a lien upon such residue in respect of any moneys due to the Company but not presently payable similar to that which it had upon the share immediately before the sale thereof.

Registration of
purchaser

32.—For giving effect to any sale as aforesaid, the Board may appoint some person to execute a transfer of the shares sold to the purchaser thereof, and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by any irregularity or invalidity in, the proceedings, or be bound to see to the application of the purchase money, and after his name has been entered in the register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

6. FORFEITURE AND SURRENDER OF SHARES.

Notice requiring
payment of arrears

33.—If any member fail to pay the whole or any part of any call on the day appointed for payment thereof, the Board may, at any time while the same remains unpaid, serve a notice on him requiring him to pay the same together with any interest that may have accrued thereon and any expenses that may have been incurred by the Company by reason of such non-payment.

Notice to state
date of payment

34.—The notice shall name a further day, not being less than seven days from the service of the notice, on or before which such call or other money, and all interest and expenses that have accrued by reason of such non-payment, are to be paid and the place where payment is to be made (the place so named being either the Office or some other place at which calls of the Company are usually made payable), and shall state that, in the event of non-payment on or before the day and at the

place appointed, the share in respect of which such payment is due will be liable to be forfeited.

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

If such notice not complied with, the share may be forfeited

36.—Where any person becomes entitled to a registered share and does not become registered as holder thereof, or a transferee from him does not become so registered, for six months after that person has been thereunto required by notice from the Board, such share may at any time after the expiration of that period and before the requirements of the said notice have been complied with be forfeited by a resolution of the Board to that effect.

Notice requiring consent of person claiming by transmission to be registered as a member

37.—Any share forfeited shall be deemed to be the property of the Company, and may be held, re-allotted, sold, or otherwise disposed of either to the person who was before forfeiture the holder thereof or entitled thereto or to any other person, on such terms and in such manner as the Board think fit, and in case of re-allotment, with or without any money previously paid on the share being credited as paid up. The Board may, if necessary, appoint some person to execute a transfer of a forfeited share to any such other person as aforesaid.

Forfeited shares to become the property of the Company

38.—The Board may at any time before any share so forfeited shall under the foregoing Articles have been re-allotted, sold or otherwise disposed of, annul the forfeiture thereof, upon such conditions as they may think fit.

Forfeiture may be remitted

39.—Any person whose shares have been forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all calls or other money, interest and expenses owing in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of £10 per cent. per annum or such less rate as may be fixed by the Board, and the Board may enforce the payment of all such moneys or any part thereof if they think fit, but shall not be under any obligation so to do.

Arrears recoverable

Surrender of shares

40.—The Board may accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof. Any share so surrendered may be disposed of in the same manner as a forfeited share.

Evidence of forfeiture or surrender

41.—In the event of the re-allotment or sale of a forfeited or surrendered share, or the sale of any share to enforce a lien of the Company, a certificate in writing under the Seal that the share has been duly forfeited, surrendered or sold in accordance with the regulations of the Company shall be conclusive evidence of the facts therein stated as against all persons claiming the share. Such certificate, together with a certificate of proprietorship under the Seal, shall be delivered to the purchaser or allottee, and (subject to the execution of any necessary transfer) he shall be registered in respect thereof, and thereupon he shall be deemed the holder of the share discharged from all calls or other money, interest and expenses due prior to such purchase or allotment, and he shall not be bound to see to the application of the purchase money or consideration, nor shall his title to the share be affected by any irregularity or invalidity in the forfeiture, surrender, sale or disposal of the share.

7. CONVERSION OF SHARES INTO STOCK AND RECONVERSION.

Power to convert into stock

42.—The Company may from time to time by resolution of a General Meeting convert all or any of its paid up shares into stock and from time to time in like manner reconvert such stock into paid up shares of any denomination.

Board may fix the minimum of stock transferable

43.—When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in such manner as the Company in General Meeting shall direct, and in default of any such direction, in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the Board may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of that minimum shall not be transferable, with power nevertheless at their discretion to waive the observance of such rules in any particular case,

and so that such minimum shall not exceed the nominal amount of each of the shares from which the stock arose.

44.—The stock shall confer on the holders thereof respectively the same rights as would have been conferred by shares of equal amount of the class converted in the capital of the Company, but so that none of such rights, except the participation in the profits of the Company and in the assets of the Company on a winding-up, shall be conferred by any such amount of stock as would not, if existing in shares of the class converted, have conferred such rights.

Stock to confer same rights as shares of equal amount of the class converted

45.—All such provisions of these Articles as are applicable to paid up shares shall apply to stock and in all such provisions the word "share" and "shareholder" shall include "stock" and "stockholder."

Provisions of Articles to apply to stock

8. CONSOLIDATION AND DIVISION AND SUB-DIVISION OF SHARES.

46.—The Company may from time to time in General Meeting—

Power to consolidate or divide capital

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (B) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions of paragraph (d) of Sub-section (1) of Section 50 of the Act.

47.—The resolution whereby any share is sub-divided may provide that, as between the shares resulting from such sub-division, one or more of them shall carry such preferences and special advantages in respect of dividend, return of capital, voting or otherwise as may be specified in the resolution, and any such provision shall have effect.

Special rights may be given on sub-division

48.—The Board may make such provisions as they think expedient for the case of fractions of shares resulting from any sub-division or consolidation of shares, whether by the issue of fractional certificates or by sale and distribution of the proceeds or otherwise howsoever, and may appoint any person to sell such fractions on behalf of the persons who would otherwise be entitled thereto, and for the purposes of such sale to execute a transfer of such fractions or of any complete shares representing the same.

Provision for resulting fractions

9. INCREASE AND REDUCTION OF CAPITAL.

Power to increase capital

New shares to be offered to Ordinary Shareholders

49.—The Company in General Meeting may from time to time increase the capital of the Company by the creation of new shares of such aggregate amount, divided into shares of such denominations, as the General Meeting resolving on the creation thereof may direct. Subject to any direction to the contrary that may be given by the Company in General Meeting, all new shares shall be offered to the holders of the Ordinary Shares in proportion to the Ordinary Shares then held by them. Such offer shall be made by notice to each such holder specifying the number of new shares to which he is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on receipt of an intimation from the holder to whom such notice is given, that he declines to accept the shares offered, the Board may dispose of such shares in such manner as they think most beneficial to the Company. Subject as aforesaid, the provisions of these Articles shall apply to the new capital in the same manner in all respects as to the original capital of the Company.

Power to reduce capital

50.—The Company may from time to time by Special Resolution, and with and subject to any incident authorised and consent required by law, reduce its share capital and any capital redemption reserve fund by paying off capital, cancelling capital which has been lost or is unrepresented by available assets, extinguishing or reducing the liability on the shares, or otherwise as may seem expedient, and may by Ordinary Resolution cancel shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

III.—MEETINGS OF MEMBERS.

1. CONVENING OF GENERAL MEETINGS.

Annual General Meetings

51.—A General Meeting of the Company shall be held once in the year 1934 and once in every subsequent year at such time and place as may be prescribed by the Company in General Meeting, and, if no time or place is so prescribed, a General Meeting shall be held once in every year on such a day at such place as may be determined upon by the Board, but not more than 15 months after the holding of the last preceding General Meeting.

Description of General Meetings

52.—The above-mentioned General Meetings shall be called Ordinary General Meetings; all other meetings shall be called Extraordinary General Meetings.

53.—The Board may, whenever they think fit, and they shall upon the receipt of a requisition made in writing by members holding at the date of the deposit of the requisition not less than one-tenth of such of the paid up issued capital as at the date of deposit carries the right of voting at General Meetings, convene an Extraordinary General Meeting.

54.—Such a requisition shall express the object of the Extraordinary General Meeting proposed to be called, 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 requisitionists.

55.—Upon the receipt of a requisition, the Board shall forthwith proceed duly to convene an Extraordinary General Meeting (giving, in the case of a meeting at which a resolution is to be proposed as a Special Resolution, such notice as is required by Section 117 of the Act). If the Board do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an Extraordinary General Meeting, to be held on such day and at such place as the persons convening the same may determine, but any meetings so convened shall not be held after the expiration of three months from the date of such deposit. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

56.—Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, at least seven days' notice of any General Meeting, specifying the day, hour and place of the meeting, shall be given in manner hereinafter mentioned, or in such other manner as may from time to time be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notice: but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or non-receipt of notice by, any member shall not invalidate the proceedings at any General Meeting.

57.—The notice convening an Ordinary General Meeting shall state the general nature of any business intended to be transacted thereat, other than declaring dividends, electing Directors and Auditors and voting their remuneration, and considering the accounts and balance sheet presented by the Board and the reports of the Board and the

Auditors and other documents required to be annexed or attached to the balance sheet. The notice convening an Extraordinary General Meeting shall state the general nature of the business intended to be transacted thereat.

2. PROCEEDINGS AT GENERAL MEETINGS.

Quorum

58.—Three members personally present shall be a quorum at a General Meeting. A corporation being a member shall be deemed to be personally present if represented by a person authorised as hereinafter mentioned.

No business to be done unless a quorum present

59.—If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week, and to such place, as may be appointed by the Chairman.

Adjourned meeting

60.—If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Chairman

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

Proceedings in absence of Chairman and Deputy-Chairman

62.—If at any General Meeting neither the Chairman nor the Deputy-Chairman is present within fifteen minutes after the time appointed for holding the meeting, or if neither of them is willing to act as Chairman, the Directors present shall choose one of their number to act, and if there be no Director chosen who shall be willing to act, the members present shall choose one of their number to act as Chairman.

Chairman with consent of meeting may adjourn

63.—The Chairman may, with the consent of any meeting at which a quorum is present, adjourn any General Meeting from time to time and from place to place, but, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting.

How questions are to be decided

64.—Every question submitted to a General Meeting shall be decided, in the first instance, by a show of hands, and in case of an

equality of votes, the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

65.—At any General Meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. Evidence of passing of resolution

66.—A poll may be demanded upon any question by the Chairman or in writing by not less than three members personally present and entitled to vote or a member or members holding or representing by proxy or entitled to vote in respect of shares of the Company of the nominal amount of not less than one-tenth of the issued capital of the Company conferring the right to vote at the meeting. The demand for a poll may be withdrawn.

67.—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 in such manner, at such place, and either immediately or at such other time as the Chairman shall before the conclusion of the meeting direct, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting as at the date of taking the poll. Poll—how taken

68.—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 a poll has been demanded. Other business may continue

3. VOTES AT GENERAL MEETINGS.

69.—Subject to any special terms as to voting upon which any capital may be issued or may from time to time be held, on a show of hands every member present in person shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote in respect of each share of which he is the holder. On a poll votes may be given either personally or by proxy. Votes of members

70.—Any member of unsound mind, or in respect of whom an Order has been made by any Court having jurisdiction in lunacy, may vote by his Committee, *curator bonis*, or other legal curator, and on a poll any such Committee, *curator bonis*, or other person may vote by proxy. Voting by members of unsound mind

Voting by joint
holders of shares

71.—If two or more persons be jointly entitled to a share, any one of such persons may vote at any meeting, either personally or by proxy, in respect thereof, as if he were solely entitled thereto, and, if more than one of such joint holders be present at any meeting either personally or by proxy, that one of such persons so present whose name stands first in the register of members in respect of such share shall alone be entitled to vote in respect thereof.

None but duly
registered members
to vote or exercise
other powers

72.—Save as in these Articles expressly provided, no member shall be entitled to be present or to vote either personally or by proxy or as proxy for another member at any General Meeting, or upon any poll, or to exercise any privilege as a member, unless he be duly registered, and unless all calls or other money due and payable in respect of any share of which he is the holder, alone or jointly with others, have been paid.

Form of proxy

73.—The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if such appointor be a corporation, under its common seal, if any, and if none, then under the hand of some officer or attorney duly authorised in that behalf, and may be in the form following, with such variations as the circumstances may require:—

“EMERALD LAUNDRY LIMITED.

“I,

“ of

“ 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 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, and at every poll which

“ may take place in consequence thereof.

“ As witness my hand this day of , 19 .”

No one but a
member of the
Company entitled
to act as a proxy

74.—No person who is not a member of the Company or otherwise entitled to vote shall be appointed a proxy.

Corporations which
are members of this
Company may
appoint
representatives

75.—Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any 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 shareholder of the Company. A corporation giving such authority shall furnish to the Company a copy of such resolution under the seal of the corporation or certified by the Secretary or other proper officer of the corporation or such other evidence of such resolution as the Board may reasonably require.

76.—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 that power or authority, shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Instrument to be deposited with the Company before the meeting

77.—A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which it was executed or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Office at least one hour before the time fixed for the commencement of the meeting or adjourned meeting at which the proxy is used.

When vote may be valid although proxy revoked

IV.—DIRECTORS.

1. NUMBER AND APPOINTMENT OF DIRECTORS.

78.—Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than seven. The first Directors shall be appointed in writing by a majority of the subscribers of the Memorandum of Association.

Directors

79.—The continuing Directors may act, notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the continuing Directors may act for the purpose of filling vacancies or of calling a General Meeting of the Company, but for no other purpose, and may act for either of the purposes aforesaid whether or not their number is reduced below the number fixed by or pursuant to these Articles as the quorum.

Vacancy in Board

Board's power to
appoint to casual
vacancy and in
other cases

80.—Without prejudice to the power of the Company in General Meeting in pursuance of these Articles to elect a person to be a Director, the Board may at any time and from time to time appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the number of Directors shall not at any time be more than the maximum number hereinbefore provided or such other number as may from time to time be fixed as the maximum. But any Director so appointed shall hold office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

New candidates to
give notice

81.—No person other than a Director retiring at a meeting shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting unless not less than three and not more than seven clear days before the day appointed for the meeting there shall have been left at the Office notice in writing by some person 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, together with a notice in writing signed by the person to be proposed of his willingness to be elected.

2. QUALIFICATION AND REMUNERATION OF DIRECTORS.

Qualification of
Directors

82.—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 value of £200 of any class.

Remuneration of
Directors

83.—Each Director, other than a Managing Director, the terms of whose appointment otherwise provide, shall be paid out of the funds of the Company remuneration at the rate of £100 per annum, and the Chairman shall be paid an additional sum at the rate of £200 per annum. The Company in General Meeting may increase or otherwise vary the amount of such remuneration and the distribution thereof among the Directors, either permanently or for a term. The Directors shall also be paid their travelling, hotel and other expenses reasonably incurred in attending and returning from Board meetings or in connection with any business of the Company.

3. POWERS OF DIRECTORS.

Powers

84.—The business of the Company shall be managed by the Board, who may pay all expenses of or preliminary or incidental to the promotion, formation, establishment and registration of the Company and the issue of its capital, including commissions for obtaining applications for or placing shares at a rate not exceeding that hereinbefore authorised,

in addition to brokerage at the usual rate. The Board may exercise all the powers of the Company, subject, nevertheless, to the provisions of the Statutes and of these Articles, and to such regulations (being not inconsistent with any such 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 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.

85.—Without restricting the generality of the foregoing powers, *Specific powers.* the Board may do all or any of the following things :—

- (A) Establish branch offices, agencies or local boards, and make such regulations for their management, and so define their duties, as the Board may from time to time think proper, and appoint such local Chairmen, Vice-Chairmen, Directors, Managers, agents, officers, clerks or servants, with such of the powers, authorities and discretions vested in the Board (other than the powers to borrow and make calls) with such power to sub-delegate, on such terms and with such remuneration (whether fixed or by a share of profits or both), and in the case of local Directors either to act singly or as members of a local board, as the Board may consider advisable, and pay the expense occasioned thereby out of the funds of the Company, and from time to time discontinue all or any of such branch offices, agencies or local boards, and remove or suspend any person so appointed and revoke or vary any such powers, authorities and discretions for such reason as they may think proper and advisable, and without assigning any cause (but so that no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby) and enter into agreements with any members of their body for such members respectively acting as Chairman or Vice-Chairman of any local board or boards, upon such terms as to remuneration of such Chairman or Vice-Chairman (whether fixed or by a share in the profits or both), and for their holding the office of Chairman or Vice-Chairman for such terms as may be mutually agreed upon; provided that no local Director shall be as such a Director of the Company; provided also that the local Directors appointed for a particular district shall, unless specially authorised by the Board, be

empowered only to transact the business of the Company in such district, and shall be subject, in the exercise of such powers, to the control of the Board, who may, if any local Director be requested to render any extraordinary service, grant him such additional remuneration in respect thereof as they think proper.

- (B) Appoint from time to time any one or more of their number to be Managing Director or Managing Directors or to discharge the duties of a Managing Director either without any other office of profit under the Company or in conjunction with any such office, and on such terms as to remuneration, and with such powers and authorities and for such period as they deem fit, and may from time to time revoke any such appointment, provided that no Managing Director shall by virtue only of holding such office be entitled to exercise any of the powers, authorities or discretions of the Board, but only such powers, authorities or discretions as shall be conferred on him by resolution of the Board.
- (C) Appoint and discharge the Secretary, Solicitor, Banker, Managers and all clerks, officers and servants and fix their duties and salaries, and appoint any one or more of their own number to be any such officer or servant (but not to be Auditor), and any Director may hold any such appointment in conjunction with his directorship.
- (D) Appoint any person or persons to hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purpose, and execute and do all such instruments and things as may be requisite in relation to any such trust.
- (E) Borrow or raise any sum or sums of money on such security, if any, and on such terms as to interest or otherwise as they deem fit, and for the purpose of securing the same and interest or for any other purpose, create, issue, make and give respectively any perpetual or redeemable debentures or debenture stock, or any mortgage or charge on the undertaking or the whole or any part of the property, present or future, of the Company, including its uncalled capital, and any debentures, debenture stock, and other securities may be so framed as to constitute a charge, or may be otherwise charged upon all or any of the Company's property, undertaking, or uncalled capital, present or future, and may be

(F)

(G)

(H)

(I)

(J)

made assignable free from any equities between the Company and the person to whom the same may be issued, and so that every debenture, debenture stock certificate, trust deed, mortgage or other charge shall be under the Seal, and that every mortgage or charge created by the Company shall be registered in accordance with the provisions of the Statutes. Provided that the amount for the time being remaining undischarged of moneys so borrowed or raised on the security of debentures, debenture stock, mortgages and charges shall not, without the sanction of a General Meeting, exceed in the whole the amount of the capital of the Company for the time being issued, but no debt incurred or security given in respect of moneys raised or borrowed 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.

- (F) Make, draw, accept, endorse and negotiate promissory notes, bills, cheques or other negotiable instruments, provided that every promissory note, bill, cheque or other negotiable instrument drawn, made or accepted, shall be signed by such person or persons as the Board may appoint for the purpose.
- (G) Invest or lend the funds of the Company not required for immediate use in or upon such securities as they deem fit (other than shares of the Company), and from time to time transpose any investment.
- (H) Grant to any Director required to exercise special local duties or to make any special exertions for any of the purposes of the Company such special remuneration with travelling and hotel expenses for the services rendered as the Board think proper.
- (I) Give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company.
- (J) Execute in favour of any Director or other person who may incur or be about to incur any personal liability on behalf or for the benefit of the Company, such mortgages or charges on the undertaking, or the whole or any part of the property, present or future, or uncalled capital of

the Company, as they think fit, and any such mortgage or charge may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

- (K) Grant pensions, superannuation allowances or gratuities to employees and ex-employees (not being Directors) of the Company or its predecessors in business, or the relatives, connections or dependents of such persons, and establish schemes, funds and trusts in relation thereto.
- (L) Purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at such price and generally on such terms and conditions as they think fit.
- (M) Sell, let, exchange or otherwise dispose of, absolutely or conditionally, all or any part of the property, goodwill, privileges and undertaking of the Company upon such terms and conditions and for such consideration as they may think fit.
- (N) Enter into, rescind or vary any contract or arrangement made or to be made with the Company (including any contract or arrangement made with any other company, person or firm for the operation or control of the whole or any part of the undertaking of the Company), and execute all documents and do all things in relation to such matters or otherwise for or on behalf of or for the purposes of the Company.
- (O) Refer any claims or demands by or against the Company to arbitration, and perform and observe the awards.

4. OFFICIAL SEAL FOR USE ABROAD AND DOMINION REGISTER.

Seal for use abroad,
and dominion
register

86.—The Company may exercise the powers conferred by Section 32 of the Act, and such powers shall be vested in the Board. The Company may also exercise the powers of Sections 103 and 104 of the Act with reference to the keeping of dominion registers, and the Board may, subject to the provisions of those sections, make and vary such regulations as they may think fit respecting the keeping of any such register.

5. PROCEEDINGS OF DIRECTORS.

Board meetings

87.—The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and

may determine the quorum necessary for the transaction of business. Until otherwise fixed by the Board, the quorum shall be two Directors.

88.—A Director may, and the Secretary on the requisition of a Calling meetings Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.

89.—Questions arising at any meeting shall be decided by a Votes majority of votes, each Director having one vote, and in case of an equality of votes the Chairman of that meeting shall have a second or casting vote.

90.—The Board may elect a Chairman and Deputy-Chairman of Election of Chairman their meetings, and determine the period for which they are to hold office, but if no such Chairman or Deputy-Chairman be elected, or if they be not present within fifteen minutes after the time appointed for holding a meeting, the Directors present may choose some one of their number to be Chairman of such meeting.

91.—A meeting of the Board for the time being at which a quorum A quorum may act is present shall be competent to exercise all authorities, powers and discretions for the time being exercisable by the Board.

92.—The Board may delegate any of their powers, other than the Delegation of powers powers to borrow and make calls, to Committees consisting of such member or members of their body as they think fit. Any Committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.

93.—The meetings and proceedings of any such Committee Committee of Directors 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 thereto and are not superseded by any regulations made by the Board under the last preceding clause.

94.—All acts done *bona fide* by any meeting of the Board, or of a Committee of the Board, or by any person acting as Director shall, notwithstanding that 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. Subsequent discovery of defects of appointment or qualification not to defeat previous acts

Minutes to be kept

95.—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 meeting of the Board and of any Committee of the Board ;
- (C) Of all resolutions and proceedings at all meetings of the Company, and of the Board, and of Committees of the Board ;

and every Director present at any meeting of the Board or Committee of the Board shall sign his name in a book to be kept for that purpose. Any such minutes of any meeting of the Company or of the Board or of any Committee of the Board, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes

6. THE SEAL.

Seal

96.—The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least one Director and of the Secretary, 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. Every certificate for shares, stock or debenture stock, or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the Seal and shall bear the autographic signatures of at least one Director and of the Secretary or other person aforesaid.

Disqualification of Directors

7. DISQUALIFICATION OF DIRECTORS.

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

- (A) If he ceases to be a Director by virtue of Section 141 of the Act ;
- (B) If he is prohibited from being a Director by an order made under Section 217 or under Section 275 of the Act ;
- (C) If he is found lunatic or becomes of unsound mind ;
- (D) If he is absent from the meetings of the Board during a period of six months without special leave of absence

from the Board, and the Board pass a resolution that he has by reason of such absence vacated office ;

(E) If by notice in writing to the Company he resigns his office.

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

98.—No Director shall be disqualified by his office from contracting with the Company, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member or so interested be liable to account to this Company for any profit realised by such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established. The nature of the interest of the Director in such contract or arrangement or proposed contract or arrangement shall be declared at a meeting of the Board as required by and subject to the provisions of Section 149 of the Act. No Director shall vote in respect of any contract or arrangement or proposed contract or arrangement in which he shall be interested, and if he do so vote, his vote shall not be counted ; but this provision shall not apply to the agreement mentioned in Article 3 hereof, any arrangement or agreement with Advance Laundries Limited, Laundry Services Limited, The British Electrical Federation Limited and The British Electric Traction Company Limited, or any of them, or with any company which shall be a subsidiary company of any of them or of the Company, within the meaning of Section 127 of the Act, where the sole interest of the Director is that of director or member of such company or both, or to any arrangement for giving any Director any indemnity or security in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, or to any contract by the Directors to underwrite any shares or securities of or for 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 v the Company in General Meeting.

Director not disqualified from contracting with the Company

99.—A Director of this Company may be or become a director or other officer of any other company, including a company which may be promoted by this Company, or in which this Company may be or become interested as a vendor, shareholder or otherwise. No such Director shall, in the absence of agreement to the contrary, be accountable for any benefit received as a director, officer or member of such other company.

Director may hold office in other companies

8. ROTATION OF DIRECTORS.

Retirement

100.—At the Ordinary General Meeting in every year after the year 1934, 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. A Managing Director holding office for an unexpired term shall not be subject to retirement under this clause or be taken into account in ascertaining the number of Directors to retire, but he shall (subject to the terms of any agreement he may have with the Company) be subject to the same provisions as to removal as the other Directors of the Company, and if he cease to hold the office of Director he shall, *ipso facto* and immediately, cease to be Managing Director.

Director with longest service to retire first

101.—Subject to the provisions of the last preceding Article, the Directors to retire shall be those who have been longest in office. In case of equality in this respect, the Directors to retire, unless they agree amongst themselves, shall be determined by lot. The length of time a Director has been in office shall, where he had previously vacated office, be computed from his last election.

Retiring Director to be eligible for re-election

102.—A retiring Director shall be eligible for re-election.

Number of Directors may be increased or reduced

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

Election of Directors by the Company

104.—The Company at the General Meeting at which any Director shall retire shall, subject to any resolution to reduce the number of Directors, 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 as to notice of intention to propose hereinbefore contained) elect a 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 exceed the maximum number fixed by, or in accordance with, these Articles.

If places of retiring Directors not filled, retiring Directors re-elected

105.—If at any meeting at which Directors ought to be elected the places of any retiring Directors are not filled up, then, subject to any resolution to reduce the number of Directors or not to fill up a vacated office, the retiring Directors, or such of them as have not had their places

filled up and may be willing to act, shall be deemed to have been re-elected.

106.—The Company in General Meeting may, by an 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 hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed, but shall be eligible for re-election.

Removal of
Director

V.—ACCOUNTS AND DIVIDENDS.

1. ACCOUNTS.

107.—The Board shall cause proper books of account to be kept with respect to—

Accounts
to be kept

All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and

All sales and purchases of goods by the Company; and

The assets and liabilities of the Company.

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

Where to be kept

109.—The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or by the authority of the Board or of the Company in General Meeting.

Inspection by
members

110.—The Board shall at some date not later than eighteen months after the incorporation of the Company and subsequently once at least in every year lay before the Company in General Meeting a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the Company made up to a date not more than nine months before such meeting.

Profit and loss
account

Balance sheet

111.—A balance sheet shall be made out at some date not later than eighteen months after the incorporation of the Company and subsequently once at least in every year and shall be laid before the Company in General Meeting. Such balance sheet shall contain all such particulars as are required by the Statutes, and shall be made out as at the date to which the profit and loss account is made up. It shall be accompanied by a report of the Board as to the state of the Company's affairs and the amounts (if any) which they recommend should be paid by way of dividend or propose to carry to reserve, by a report of the Auditors and by such other documents as are required by the Statutes.

Balance sheet to be sent to members

112.—A copy of the Board's report accompanied by copies of the balance sheet, profit and loss account and other documents required to be annexed or attached to the balance sheet, shall, at least seven days before the meeting, be delivered or sent by post to the members in the manner in which notices are hereafter directed to be served.

Financial year

113.—The dates of the commencement and end of the financial year of the Company shall be fixed and may from time to time be varied by the Board.

2. AUDIT.

Accounts to be audited

114.—Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act, or any statutory modification thereof for the time being in force.

3. RESERVE FUND.

Reserve

115.—The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation contingencies or for repairing or maintaining any property of the Company, or for equalising dividends, or for any other purposes of the Company, and the same may be applied accordingly from time to time in such manner as the Board shall determine, with full power to invest the several sums so set aside upon such investments (other than the shares of the Company) as the Board

shall think fit, and from time to time to deal with and vary such investments and to dispose of all or any part thereof for the benefit of the Company, and to divide the reserve fund into such special funds as the Board shall think fit, and to employ the assets constituting the reserve fund in the business of the Company and that without being bound to keep the same separate from the other assets; and the Board may, without placing the same to reserve, carry over any profits which they think it not prudent to divide.

116.—The Company in General Meeting may pass a resolution to ^{Bonus} the effect that it is desirable to capitalise the whole or any part of the funds standing to the credit of the Company's undivided profits account or any reserve or suspense account, or otherwise capable of being distributed among the shareholders by way of dividend, and distribute the same as a capital bonus amongst the holders of the Ordinary Shares or their nominees in proportion to the amounts paid up on the Ordinary Shares held by them respectively, and that the Board be authorised to appropriate and apply such bonus in paying up shares, debentures, or debenture stock of the Company or in any one or more of such ways for distribution among such holders or their nominees as fully paid.

117.—When such resolution has been passed, the Board may allot ^{Allotment of bonus} and issue the unissued shares, debentures or debenture stock resulting from such capitalisation and appropriation credited as fully paid up to the holders of the outstanding Ordinary Shares or their nominees in satisfaction of the said bonus, and as nearly as may be in proportion to the amounts paid up on the Ordinary Shares held by them respectively, with full power to make such provisions by the issue of fractional certificates, sale or otherwise as they think expedient for the ease of fractions, and prior to such allotment the Board may authorise any person on behalf of the holders of such Ordinary Shares or their nominees to enter into any agreement with the Company providing for the allotment to them of such shares, debentures or debenture stock credited as fully paid up, and in satisfaction as aforesaid, and any agreement made under such authority shall be effective.

4. DIVIDENDS.

118.—The Company in General Meeting may declare a dividend ^{Declaration of dividend} to be paid to the members according to their rights and interest in the profits, but no larger dividend shall be declared than is recommended by the Board.

Payment of
dividend

119.—Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares.

Interim dividend

120.—The Board may, if in their opinion the position of the Company permits, from time to time declare and pay an interim dividend.

Distribution of
dividend

121.—Any General Meeting declaring a dividend may, if recommended by the Directors, 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 any other company, or in any one or more of such ways, and the Board shall give effect to such resolution, and where any difficulty arises in regard to the distribution, they 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, or that fractions of less value than one pound may be disregarded, 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 a dividend as may seem expedient to the Board.

Calls may be
deducted from
dividend

122.—The Board may deduct from the dividend or interest payable in respect of any shares held by any member, either alone or jointly with any other member, all such sums of money as may be due from him, either alone or jointly with any other person, to the Company on account of calls and interest on calls or on account of any debt to the Company.

Dividends not to
bear interest

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

Notice of dividends
to be given

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

Payment by post

125.—Unless otherwise directed, any dividend payable in respect of any share and any redemption moneys payable to the holders of registered redeemable preference shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or in the case of joint holders to the registered address of that one whose name stands first on the register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and shall be sent at the risk of the person entitled to the money represented thereby.

VI.—NOTICES.

126.—A notice may be given by the Company to any member either Service of notice personally or by sending it by post to him to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him.

127.—Where a notice is sent by post, service of the notice shall be Service by post deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected as to a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and as to any other notice at the time at which the letter would be delivered in the ordinary course of post.

128.—If a member has no registered address within the United Members having no address in the United Kingdom Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, he shall not be entitled to receive any notice, but if the Board shall think fit a notice may be given to him by advertisement in two daily newspapers circulating in London, and, if so given, it shall be deemed to be duly given to him at noon on the day on which the advertisement appears.

129.—A notice may be given by the Company to the joint holders Notice to joint holders of a share by giving the notice to the joint holder named first in the register of members in respect of the share.

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

131.—Subject to any special terms as to notice of meetings on To whom notice of General Meeting to be given which any capital of the company may be issued or may from time to time be held, notice of every General Meeting shall be given in some manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have

not supplied to the Company an address within the United Kingdom for the giving of notices to them. No other persons shall be entitled to receive notices of General Meetings.

VII.—WINDING UP AND RECONSTRUCTION.

Distribution of
assets

132.—If upon the winding up of the Company the surplus assets shall be more than sufficient to repay the whole of the capital which shall have been paid up, or which in such a case shall be deemed to have been paid up, the excess shall be distributed among the members in proportion to the capital which shall have been paid or which in such a case shall be deemed to have been paid, or which ought to have been paid, on the shares held by them respectively, at the commencement of the winding up other than amounts paid in advance of calls, and if the surplus assets shall be insufficient to repay the whole of the capital which shall have been paid up or which in such a case shall be deemed to have been paid up on shares, such surplus assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital which shall have been paid or which in such a case shall be deemed to have been paid, or which ought to have been paid, on the shares held by them respectively at the commencement of the winding up other than amounts paid in advance of calls. But this clause shall be without prejudice to the rights of the owners of shares issued or for the time being held upon special conditions.

Distribution in
specie

Powers of
Liquidator

133.—The Board, or the Liquidator of the Company in any winding up (whether voluntary, or by, or subject to the supervision of, the Court), may, with the sanction of an Extraordinary Resolution, divide among the contributories in specie any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in trustees, upon such trusts for the benefit of the contributories or any of them as the Liquidator with the like sanction shall think fit, and may, with the consent of a Special Resolution, sell the undertaking of the Company, or the whole or any part of its assets, for shares fully or partly paid up, or the obligations of, or other interests in any other company, and may, by the contract of sale, agree for the allotment to the members direct of the proceeds of sale in proportion to their respective interests in the Company, and in case the shares of the Company shall be of different classes, may arrange for the allotment in respect of Preference Shares of the Company of obligations of the purchasing company, or of the shares of the purchasing company, with any preference or priority over, or with a larger amount paid up than the shares allotted in respect of Ordinary

Shares of the Company ; and may further, by the contract, limit a time at the expiration of which shares, obligations, or other interests not accepted or required to be sold shall be deemed to have been refused and be at the disposal of the Board or the Liquidator or the purchasing company. All holders of shares shall be bound by any such contract and waive all other rights in relation to such shares, save only, in case the Company is proposed to be, or is in the course of being, wound up, such statutory rights, if any, under Section 234 of the Act, as are incapable of being varied or excluded by these Articles.

VIII.—INDEMNITY.

134.—Every Director, Manager, Auditor, Secretary and other *Indemnity* officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board out of the funds of the Company to pay, all costs and travelling and other expenses which any such officer or servant may incur or become liable for by reason of any act or thing lawfully and properly done by him in the discharge of his duties and his travelling and other expenses necessarily incurred in connection with the Company's business and any liability incurred by him in defending any proceedings, whether civil or criminal, which shall arise in connection with the Company's business and in which judgment shall be given in his favour or in which he shall be acquitted, and any liability in connection with any application in relation to any of the affairs of the Company under Section 372 of the Act in which relief shall be granted to him by the Court.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Richard Austen Fenn
Alder House,
Aldersgate Street,
London, E.C.1.
Solicitor

Sydney Davis Selington
Alder House
Aldersgate St.
London E.C.1.
Solicitor

Dated the 19th day of October, 1934.

Witness to the Signatures of the above-named—

E. M. Horton,
Alder House,
Aldersgate Street,
London. E. C. 1.

sent to Sydney Morse & Co.

No. 533507



Certificate of Incorporation

I Hereby Certify,

That

EMERALD LAUNDRY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-fifth day of October One

Thousand Nine Hundred and thirty-four.

Registrar of Companies.

Certificate
received by

E. F. Darling for Sydney Morse Esq. Alderman
Aldersgate Street E.C. 1 London W.C. 1

Date 25/10/34