

Number of  
Company

314850

Form No. 41.

## THE COMPANIES ACT, 1929.



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

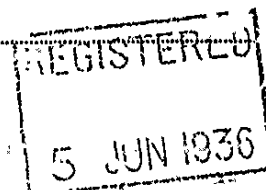
DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

*A. Andrews Sons (Marbles & Tiles)*

LIMITED.



nted by

*Hepburn & Co. Ltd.*

*Shaw*

*Law*

The Solicitors' Law Stationery Society, Limited,  
12 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool, 2; and 66 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

394634 1-4-34

SHAW

Companies Form 6c.

I, Robert Agar Chadwick  
of 114 Butts Court, Leeds

(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 A. Andrews Sons (Marbles & Tiles)

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 the City of Leeds

the 30th day of May 1936

Before me,

Chas Betham

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

R. A. Chadwick

No. of Company

314850

Form C.A. 24.

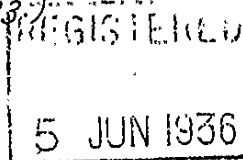
A. ANDREWS & SONS ( MARBLES & TILES

LIMITED



# Statement of the Nominal Capital

*made pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)*



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

**SHAW & SONS LTD.,**

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

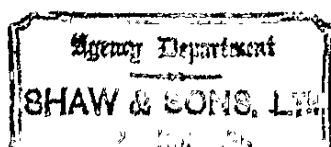
*presented for registration by*

**Hepworth & Chadwick**

**14, Butts Court,**

**Leeds.1.**

3. 8545(11)



# The Nominal Share Capital

of the

A. ANDREWS & SONS ( MARBLES & TILES ) LIMITED,

is £12,000 divided into 12,000 shares of £1.

each.

Signature *Arthur A. Andrews*

Description *Director*

Date *30<sup>th</sup> May 1936*

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



314850

2.

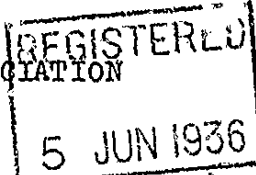
THE COMPANIES ACT,



COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

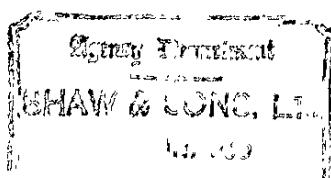


A. ANDREWS &amp; SONS (MARBLES &amp; TILES) LIMITED.



1. The name of the Company is "A. ANDREWS & SONS & TILES) LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-

- (1) (a) To carry on the business of brick and tile manufacturers and merchants, clay workers and potters, bricklayers and tilers, and manufacturers of and dealers in terra cotta, stoneware and plastic materials or products, earthenware, pottery, china and ceramic ware of all kinds.
- (b) To manufacture and deal in bricks, drain and other pipes, tiles, pans, vases, chimney pots, vessels, mouldings and all or any other articles which can be produced from clay and earth, whether mixed or unmixed with other substances.
- (c) To carry on the business of paviors and manufacturers of and dealers in artificial stone, cement, asphalt and similar substances whether for building, paving or other purposes.
- (d) To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber hardware, and other building requisites, painters, paperhangers, glaziers, carpenters, joiners, cabinet makers, plumbers, and manufacturers of and dealers in fire places, chimney pieces, timber, paint, and general building, decorating and furnishing requisites.
- (e) To carry on business as manufacturing chemists.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.



- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- ✓ (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

4.

- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £12,000, divided into 12,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.



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.

No. of Shares  
taken by each  
Subscriber.

Arthur Hugh Andrew  
7. Beckwood Avenue.  
Headingley, Leeds. Mr.  
Marble & Tile Merchant.

Eril Charles Andrew  
17 Farnville View  
Roundhay Leeds one  
Marble & Tile Merchant

Dated this Thirtieth day of May 1936

Witness to the above Signatures:-

Bernard Hodgson  
26 Lascelles Road  
Leeds 8  
B.H.

314851



6.

THE COMPANIES ACT, 1929.

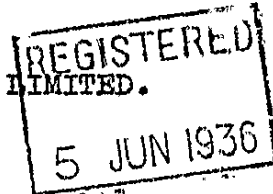
COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

A. ANDREWS & SONS (MARBLES & TILES) LIMITED.

PRELIMINARY.



1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:-

- (a) The Company restricts the right to transfer its Shares both present and future.
- (b) The Company limits the number of its Members (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were, while in that employment and have continued after determination of that employment to be Members of the Company), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

INTERPRETATION OF ARTICLES.

3. In these Articles unless the context otherwise requires:-

"Articles" means Articles of Association of the Company as originally framed, or as altered by Special Resolution.

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing, and lithography.

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

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

#### ALTERATION OF ARTICLES.

4. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

#### SHARES.

5. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

6. The Share Capital of the Company is £12,000, divided into 5,000  $7\frac{1}{2}$  per cent. Redeemable Cumulative Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each. Redemption of such Redeemable Preference Shares shall be effected subject to and in accordance with the provisions of Section 46 of the Companies Act, 1929, and of any statutory modification or re-enactment thereof for the time being in force and (subject as aforesaid) in manner and on the terms following that is to say:- (a) At any time after the expiration of 12 months from the date of the allotment of any such Share (provided that the same is fully paid) the Company may give notice to the registered holder thereof of its intention to redeem the same at par, such notice shall be in writing and shall fix the time (not being less than 3 months from the date of such notice) and place for such redemption. At the time and place so fixed the registered holder of such Share shall be bound to deliver up to the Company the Certificate thereof for cancellation, and thereupon the Company shall pay to him the redemption moneys payable in respect of such Share. (b) All Redeemable Preference Shares redeemed in accordance with the foregoing provisions shall rank for dividend down to the date when the redemption money in respect of the same shall be paid. The holders of the said Redeemable Cumulative Preference Shares shall be entitled to be paid out of the profits which the Directors shall determine to distribute by way of dividend a fixed cumulative preferential dividend at the rate of  $7\frac{1}{2}$  per cent. per annum on the Capital for the time being paid up

or credited as paid up thereon and to a right on a winding up to be paid all arrears of preferential dividend down to the commencement of the winding up and also to be repaid the amount of Capital paid up or credited as paid up on the said Redeemable Cumulative Preference Shares held by them respectively in priority to any payment in respect of the Ordinary Shares but shall not be entitled to any other rights in the profits or assets of the Company.

7. So long as the dividend on the said Redeemable Cumulative Preference Shares is not more than three years in arrear the holders of the said Redeemable Cumulative Preference Shares shall not be entitled to receive notices of or to be present at or to vote either in person or by proxy at any General Meeting of the Company by virtue or in respect of their holdings of Preference Shares unless a Resolution is proposed

- (1) for reducing the capital of the Company,
- (2) for winding up the Company,
- (3) for reducing the said fixed Preferential Dividend on the said Redeemable Cumulative Preference Shares,
- (4) for depriving the holders of the said Redeemable Cumulative Preference Shares of their right (as provided by Article 6 hereof) to dividend or
- (5) directly affecting the right of the holders of the said Redeemable Cumulative Preference Shares to return of Capital (other than any Resolution that might be necessary to give effect to the redemption of the said Redeemable Cumulative Preference Shares)

8. The Ordinary Shares shall confer on the holder or holders thereof the following rights, namely:--

(a) The right to be paid a dividend on the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively. Such dividend to be paid out of any profits resolved to be distributed or available for dividend and after providing for the preferential rights to dividend conferred on any Preference Shares that may be in issue.

(b) Subject as aforesaid and to the rights of the holders of any other Shares entitled by the terms of issue to Preferential re-payment over the Ordinary Shares in the event of a winding up of the Company the holders of the Ordinary Shares shall be entitled to be repaid the amount of Capital paid up or credited as paid up on such Shares and all surplus assets thereafter shall belong to the Ordinary Shares in proportion to the amount paid up or credited as paid up on such Ordinary Shares respectively at the commencement of the winding up.

#### COMMISSION.

9. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company a commission not exceeding in any case ten per cent. of the price at which such Shares are issued.

Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

#### LIEN ON SHARES.

10. Articles 7, 8, 9 and 10 of Table A shall apply, except that in Article 7 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.

#### CALLS ON SHARES.

11. Articles 11 to 16, inclusive, of Table A shall apply.

#### TRANSFER AND TRANSMISSION OF SHARES.

12. (a) Subject to the provisions of Sub-clause (f) hereof, no Shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with Sub-clause (b) hereof.

(b) If any Member desires to sell or transfer his Shares or any of them, he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The said transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz:- The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval in order to prevent disputes arising, the fair value shall be the Auditors valuation of the current worth of the Company's Shares to be made by him in writing at the request of the Directors.

(c) When the fair value of the said Shares has been fixed under the provisions of Sub-clause (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given notice to purchase the same, and as far as may be pro

rata according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares, and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

(d) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.

(e) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

(f) Any Share may be transferred by a Member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife, or husband of the Member, and any Share of a deceased Member may be transferred by his executors or administrators to any child, or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased Member, and Shares standing in the name of the trustees of the Will of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such Will.

#### FORM AND EFFECT OF TRANSFER.

13. Articles 17 to 22, inclusive, of Table A shall apply, except that in Article 19 of Table A the words "not being fully paid Shares" shall be omitted.

14. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

FORFEITURE OF SHARES.

15. Articles 23 to 29, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

16. Articles 34 to 38, inclusive, of Table A shall apply.

GENERAL MEETINGS.

17. Articles 39, 40 and 41 of Table A shall apply, except that in Article 39 thereof the words "prescribed by the Company in General Meeting" shall be omitted and the words "determined by the Directors" shall be inserted and substituted therefor.

NOTICE OF GENERAL MEETINGS.

18. Articles 42 and 43 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

19. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as in Article 46 of Table A is otherwise provided two Members personally present and holding or representing by proxy not less than one-twentieth of the issued Share Capital of the Company, shall be a quorum.

20. Articles 44, 46, 47, 48, 49, 51, 52 and 53, of Table A shall also apply.

RESOLUTIONS AT GENERAL MEETINGS.

21. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

DEMAND OF A POLL.

22. Any one or more Members present in person or by proxy entitled to vote and holding or representing by

proxy not less than fifteen per cent. of the paid up Capital of the Company, shall be entitled to demand a poll.

VOTES OF MEMBERS.

23. (a) Subject to the provisions of Article 7 hereof Articles 54 to 62, inclusive, of Table A shall apply, except that in Article 59 of Table A the words "A proxy need not be a Member of the Company" shall be omitted.

(b) No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he has been appointed to act at that Meeting as proxy for a Corporation.

CORPORATIONS ACTING BY REPRESENTATIVES.

24. Article 63 of Table A shall apply.

DIRECTORS.

25. The number of the Directors of the Company shall not be more than 5 nor less than 2. The first Directors of the Company shall be Arthur Hugh Andrews and Cecil Charles Andrews.

26. Subject to the provisions of Article 31 the said Arthur Hugh Andrews and Cecil Charles Andrews shall so long as they continue to be the beneficial owners of 500 Ordinary Shares in the Company, be permanent Directors and shall not be subject to retirement or removal under the provisions of Articles 68, 73 to 77 and 80 of Table A. As permanent Directors they shall be entitled to exercise all the powers given to the Board of Directors by Article 67 of Table A.

✓ 27. The qualification of a Director shall be the holding of at least 100 Ordinary Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment. The remuneration of the Directors shall from time to time be determined by the Board of Directors. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

POWERS AND DUTIES OF DIRECTORS.

28. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

✓ 29. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the sums so



raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

#### THE SEAL.

30. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and in the presence of two Directors and of the Secretary or such other person as the Directors may appoint for the purpose; and those two Directors and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

#### DISQUALIFICATIONS OF DIRECTORS.

31. The office of Director shall be vacated if the Director:-

- (a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors; or
- (c) Becomes prohibited from being a Director by reason of any order made under sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

32. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

33. A Director may have dealings with the Company, and may enter into and be directly or indirectly interested in, concerned in, and participate in the profits of any contract, arrangement or dealing with the Company, and shall not be disqualified from office thereby, nor shall he be liable or accountable to the Company for any profit derived by him under any such contract, arrangement or dealing, provided that such Director declares the nature of his interest in the manner required by Section 149 of the Companies Act, 1929. No contract, arrangement,

or dealing entered into by the Company after such disclosures as aforesaid shall be liable to be set aside or impeached by anyone. Unless and until the contrary is proved, all persons and companies dealing with the Company shall assume that a Director interested directly or indirectly in any contract, arrangement, or dealing has made the necessary disclosure aforesaid. After a Director has made such disclosure of interest as is provided for under this Article, he may vote as a Director at any Board Meeting in regard to any contract, arrangement or dealing in which he may be directly or indirectly interested or upon any matter arising thereout, and if he be present at a Meeting of the Directors at which any such contract, arrangement or dealing shall be considered or dealt with, he shall be reckoned in estimating a quorum. A Director may hold office as Director or Manager of any other company in which this Company is a Shareholder or is otherwise interested, and shall not be liable to account to this Company for any remuneration or other benefits receivable by him from such other company.

34. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in any subsequent transactions with such firm or company shall be sufficient disclosure under the preceding Article and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

#### ROTATION OF DIRECTORS.

35. Articles 73 to 80, inclusive, of Table A shall apply unless herein otherwise expressly provided.

#### PROCEEDINGS OF DIRECTORS.

36. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

37. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

38. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

#### DIVIDENDS AND RESERVE.

39. Articles 89 to 96, inclusive, of Table A shall apply.

#### ACCOUNTS.

40. Articles 97 to 100, inclusive, of Table A shall apply.

41. A copy of every Balance Sheet (including every

document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors Report shall not less than seven days before the date of the Meeting be kept at the Registered Office of the Company for inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

#### AUDIT.

42. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

#### NOTICES.

43. Articles 103, 105, 106 and 107 of Table A shall apply.

44. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

45. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

#### WINDING UP.

46. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or kind, 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. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.

#### MISCELLANEOUS PROVISIONS AS TO DIVIDENDS, CAPITALIZATION OF PROFITS etc.

47. (a) Any General Meeting sanctioning the payment of a dividend may make a Call on the Members of such an amount as the Meeting fixes, but so that the Call on each Member shall not exceed the dividend payable to him, and so that the Call be made payable at the same time as the dividend, and the dividend may, if so arranged, between the Company and the Member, be set off against the Call. The making of a Call under this Article shall be deemed ordinary business of the General Meeting which declares or decides upon the payment of the dividend and this Article shall not limit or affect the power of Directors

to make Calls under Article 11 of Table A.

(b) A General Meeting declaring a Dividend may direct payment of such dividend, wholly or in part, by the distribution of specific assets, or of paid up Shares, Debentures or Debenture Stock of the Company, or in either or both of such ways and the Board shall give effect to such Resolution and shall apply such portion of the profits or reserve fund as may be required for the purpose of making payment in full at par for the Shares, Debentures or Debenture Stock of the Company so distributed provided that no such distribution shall be made unless recommended by the Board. And where any difficulty arises in regard to the distribution the Board may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments may be made to any Members upon the footing of the value so fixed in order to adjust the rights of Members and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Board and generally may make such arrangements for the allotment, acceptance, and sale of such Shares, Debentures, Debenture Stock, or fractional certificates, or any part thereof and otherwise as they may think fit. Where required a proper contract shall be filed in accordance with the provisions of the Companies Act, 1929, and the Board may appoint any person to sign such contract on behalf of the Shareholders participating in such distribution and such contract may provide for the acceptance by such holders of the Shares to be allotted to them respectively in satisfaction of the dividend.

(c) A General Meeting may direct the capitalization of the whole or any of the profits, for the time being, of the Company, or any accumulations of profits carried to reserve, or depreciation or any sum carried to reserve as the result of a sale or re-valuation of the assets or good will of the Company or any part thereof, or any sum received by way of premium on the issue of any Shares, Debentures, or Debenture Stock of the Company, by the distribution among the holders of the Shares of the Company, and the Board shall give effect to such resolutions and shall apply such portion of the profits or reserve fund as aforesaid as may be required for the purpose of making payment in full at par for the Shares, Debentures, or Debenture Stock of the Company so distributed provided that no such distribution shall be made unless recommended by the Board. Where any difficulty arises in regard to the distribution the Board may settle the same as they think expedient and in particular may issue fractional certificates and may determine that cash payments may be made to any Members in order to adjust the rights of all parties, and generally may make such arrangements for the allotment, acceptance and sale of such Shares, Debentures, Debenture Stock or fractional certificates and otherwise

as they may think fit. Where required a proper contract shall be filed in accordance with the provisions of the Companies Act, 1929, and the Board may appoint any person to sign such contract on behalf of the holders of the Ordinary Shares participating in such distribution and such appointment shall be effective, and the contract may provide for the acceptance by such holders of the Shares to be allotted to them respectively in satisfaction of their claims in respect of the sum so capitalized.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Chas. Hugh Andrews  
 7. Westwood. Wrens.  
 Roundhay Leeds 6.  
 Marble & Tile Merchants

Eril Charles Andrews  
 17 Fernville View  
 Roundhay Leeds  
 Marble & Tile Merchants

---

Dated this Thirtieth day of May 1936

Witness to the above Signatures:-

Bernard Hooper  
 26 Lascelles Road  
 Leeds 8

Clara

---

DUPLICATE FOR THE FILE.

No. 214850



# Certificate of Incorporation

I Hereby Certify,

That

A. ANDREWS & SONS (MARBLE & TILES) LIMITED

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

Given under my hand at London this fifth day of June One  
Thousand Nine Hundred and thirty-six.

*W A Mearns*

Registrar of Companies.

Certificate  
received by



Date 5. 6. 36

No. of Company

314850

Form C.A. 26.  
[4.]

## The Companies Act, 1929.



A 5.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here

# Notice of the Situation

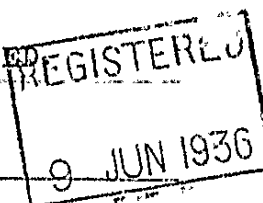
*of Registered Office or of any Change therein*

Pursuant to Section 92.

(See page 2 of this Form.)

Name  
of  
Company

A. ANDREWS & SONS ( MARBLES & TILES ) LIMITED



**SHAW & SONS LTD.,**

*Companies' Publishers, Printers, and Stationers,*

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

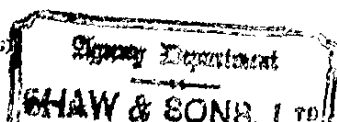
*Presented by*

Hepworth & Chadwick

14, Butts Court,

Leeds.1.

M57 84032(6)





# Notice of the Situation

of the Registered Office of the

A. ANDREWS & SONS ( MARBLES & TILES ) LIMITED.

~~Company,~~

or of any change therein.

To the REGISTRAR OF COMPANIES.

A. ANDREWS & SONS ( MARBLES & TILES ) LIMITED

~~Company,~~

hereby gives you notice, in accordance with Section 92 of The Companies Act, 1929,

that the Registered Office of the Company is situated at

*Railway Street Marble Works  
Marsh Lane. Leeds 9.*

(Signature) *Robert D. Andrews*

(State whether Director, Manager, or Secretary) *Director*

Dated *30<sup>th</sup>* day of *May* 19*36*

This margin to be reserved for binding.

No. of Company 314850.

20



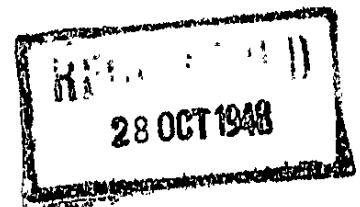
THE COMPANIES ACT, 1948.

## Special Resolutions

OF

### A. ANDREWS & SONS (Marbles & Tiles) LIMITED

Passed 11th September, 1948.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at the Registered Office, Railway Street, Leeds, on Saturday, the eleventh day of September, 1948, the following Resolutions were passed as Special Resolutions :—

#### SPECIAL RESOLUTIONS.

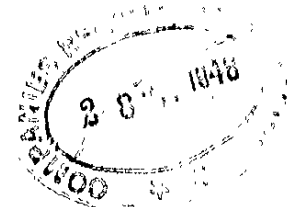
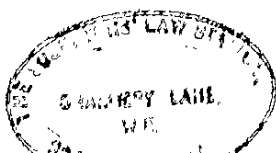
1. That the Capital of the Company be increased from £12,000 divided into 5,000 7½% Redeemable Cumulative Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each to £14,000 by the creation of 2,000 new shares of £1 each.

2. That the 2,000 new shares of £1 each created by the immediately preceding Resolution be and become one uniform class of 2,000 5% Redeemable Cumulative Preference Shares of £1 each ranking *pari passu* in all respects and carrying such rights and privileges and subject to such restrictions as are set out in the Resolution next following, and that the Directors be authorised to issue the same accordingly.

3. That the Articles of Association of the Company be altered as follows :—

(a) by the deletion of the existing Articles 6 and 7 thereof and the substitution of the following Articles in their place, that is :—

“ 6. The share capital of the Company is £14,000 divided into 5,000 7½% Redeemable Cumulative Preference Shares of £1 each, 2,000 5% Redeemable Cumulative Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each. Redemption of any Redeemable Cumulative Preference Shares shall be effected subject to and in accordance with the provisions of Section 58 of the Companies Act, 1948, and of any statutory modification or re-enactment thereof for the time being in force and (subject as aforesaid) in manner and on the terms following, that is to say :—



- (i) at any time after the expiration of twelve months from the date of the allotment of any such share (provided that the same is fully paid) the Company may give notice to the registered holder thereof of its intention to redeem the same at par—such notice shall be in writing and shall fix the time (not being less than three months from the date of such notice) and place so fixed. The registered holder of such share shall be bound to deliver up to the Company the Certificate thereof for cancellation and thereupon the Company shall pay to him the redemption monies payable in respect of such share ;
- (ii) all or any Redeemable Cumulative Preference Shares redeemed in accordance with the foregoing provisions shall rank for dividend down to the date when the redemption money in respect of the same shall have been paid. The holders of the  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares shall be entitled to be paid out of the profits which the Directors shall determine to distribute by way of dividend a fixed Cumulative Preferential dividend at the rate of  $7\frac{1}{2}\%$  per annum on the capital for the time being paid up or credited as paid up thereon, and to a right on a winding-up to be paid all arrears of Preferential dividend down to the commencement of the winding-up, and also to be repaid the amount of capital paid up or credited as paid up on the said  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares held by them respectively in each case in priority to any payment in respect of any other class of shares, but shall not be entitled to any other rights in the profits or assets of the Company. The holders of the 5% Redeemable Cumulative Preference Shares shall be entitled to be paid out of the profits which the Directors shall determine to distribute subject to the prior Preferential Cumulative dividend of the  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares as aforesaid, a fixed Cumulative Preferential dividend at the rate of 5% per annum on the capital for the time being paid up or credited as paid up thereon, and to a right on winding-up to be paid all arrears of Preferential dividend down to the commencement of the winding-up and also to be repaid the amount of capital paid up or credited as paid up on the said 5% Redeemable Cumulative Preference Shares held by them respectively, in each case subject to the prior rights of the holders of the  $7\frac{1}{2}\%$  Cumulative Preference Shares as before mentioned, but in priority to any payment in respect of the Ordinary Shares, but shall not be entitled to any other rights in the profits or assets of the Company."

"7. So long as the dividend on either class of Redeemable Cumulative Preference Shares is not more than three years in arrear, the holders of either class of the Redeemable Cumulative Preference Shares shall not be entitled to receive notice of or to be present at or vote either in person or by proxy at any General Meeting of the Company by virtue or in respect of their holdings of such Redeemable Cumulative Preference Shares unless a Resolution is proposed

- (i) for reducing the capital of the Company ;
- (ii) for winding-up the Company ;
- (iii) for reducing the said fixed Preferential dividend on their class of Redeemable Cumulative Preference Shares ;

- (iv) for depriving the holders of their class of Redeemable Cumulative Preference Shares of their right as provided by Article 6 hereof to dividend ; or
- (v) directly affecting the right of the holders of their class of Redeemable Cumulative Preference Shares to return of capital (other than any Resolution that may be necessary to give effect to the redemption of the said Redeemable Cumulative Preference Shares).
- (b) By deleting the existing Article 18 and by substituting the following new Article, that is :—
- “ 18. Articles 50 and 51 set out in the first part of Table A of the Companies Act, 1948, shall apply to the Company.”
- (c) By deleting the existing Article 22 and by substituting the following new Article :—
- “ 22. Article 58 of Part 1 of Table A of the Companies Act, 1948, shall apply.”
- (d) By deleting the existing Article 23 and by substituting the following new Article :—
- “ 23. Subject to the provisions of Article 7 hereof, Articles 54 to 62 inclusive of Table A shall apply.”
- (e) By deleting the existing Article 41.
- (f) By deleting the existing Article 43 and by substituting the following new Article :—
- “ 43. Articles 103, 105 and 106 of Table A shall apply, and Article 134 of Part 1 of Table A of the Companies Act, 1948, shall also apply.”



Chairman.

Number of  
Company } 21

Form



# THE COMPANIES ACT, 1929.

## Notice of Increase in Nominal Capital

Pursuant to Section 52- 63

Insert the  
Name  
of the  
Company.

A. ANDREWS & SONS (Marbles & Tiles)

LIMITED.

28 OCT 1948

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52-63 of the Act).

Presented by

BENJAMIN & SANDWICH,

14, Canal Court, LEEDS. 1.

Solicitors.

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2. 27 & 28 Walbrook, E.C.4. 49 Bedford Row, W.C.1.  
6 Victoria St., S.W.1. 15 Hanover Street, W.1.  
& 21 North John St., Liverpool, 2, 77 Colmore Row, Birmingham, 3, 157 Hope St., Glasgow, C.2.  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.



To THE REGISTRAR OF COMPANIES.

**ALFRED & SONS (ROBES & TIES) Limited**, hereby gives you notice, pursuant to  
 63 1948  
 \* "Ordinary," "Extraordinary," or "Special" Section 52 of the Companies Act, 1929, that by a \* Special  
 Resolution of the Company dated the Eleventh day of September 1948  
 the Nominal Capital of the Company has been increased by the addition thereto of  
 the sum of £2,000 (Two Thousand Pounds)  
 beyond the Registered Capital of £12,000 (Twelve thousand Pounds)

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
2,000	5% Redeemable Cumulative Preference	£1 each.

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

See opposite.

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

Signature [Handwritten Signature]

State whether Director, } DIRECTOR  
 Manager or Secretary }

Dated the 27th day of October 1948

Number of  
Company

Form No. 28

# THE STAMP ACT, 1891.

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

COMPANY LIMITED BY SHARES.

## Statement of Increase of the Nominal Capital OF

A. ANDREWS & SONS (Marbles & Tiles)

LIMITED.

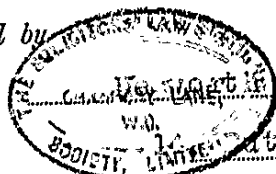
Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act, 1933.

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



This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act, 1929. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Sec. 5 of the Revenue Act, 1903.)

Presented by



W. O. 1, 19 & 21 North John Street, LIVERPOOL, 2.

and 66 St. Vincent Street, GLASGOW.

Solicitors.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,  
and 66 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.



# THE NOMINAL CAPITAL

OF

.....  
A. ANDREWS & SONS (Marbles & Tiles)....., Limited,  
by a Resolution of the Company dated the 11th September 1948  
has been increased by the addition thereto of the sum of  
£ 2,000....., divided into 2,000 (Two thousand)  
Shares of ~~One Pound~~ (1s) each, beyond the registered  
Capital of £12,000.....  
.....

\*Signature

*Arthur H. Cairns*

DIRECTOR

Officer

Dated the 27th day of October 1948.

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

No. of Company 314850

32

*The Companies Act, 1948*



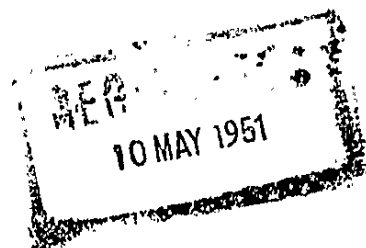
COMPANY LIMITED BY SHARES

## Special Resolutions

OF

### A. ANDREWS & SONS (Marbles & Tiles) LIMITED

Passed the 7th day of May, 1951

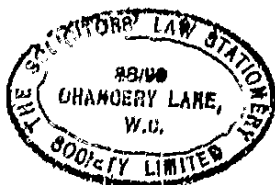


At an Extraordinary General Meeting of the above-named company duly convened and held at Guildford Chambers, 109/113, The Headrow, Leeds, 1, on Monday, the 7th day of May, 1951, the following SPECIAL RESOLUTIONS were duly passed:—

1. "That the 2,000 5% Redeemable Cumulative Preference Shares of £1 each in the capital of the company be and become 2,000 7½% Redeemable Cumulative Preference Shares of £1 each in the capital of the company to rank *pari passu* in all respects with the existing 5,000 7½% Redeemable Cumulative Preference Shares in the capital of the company."
2. "That immediately and contingently upon the foregoing resolution taking effect the Articles of Association of the company be altered as follows:—
  - (a) by deleting the existing Articles 6 and 7 thereof and the substitution of the following Articles in their place, that is:—

"6. The share capital of the company is £14,000 divided into 7,000 7½% Redeemable Cumulative Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each. Redemption of any Redeemable Cumulative Preference Shares shall be effected subject to and in accordance with the provisions of Section 58 of the Companies Act, 1948, and of any statutory modification or re-enactment thereof for the time being in force and (subject as aforesaid) in manner and on the terms following, that is to say:—

    - (i) at any time after the expiration of twelve months from the date of the allotment of any such share (provided that the same is fully paid) the Company may give notice to the registered holder thereof of its intention to redeem the same at par—such notice shall be in writing and shall fix the time (not being less than three months from the date of such notice) and place so fixed. The registered holder of such share shall be bound to deliver up to the company the Certificate thereof for cancellation and thereupon the company shall pay to him the redemption monies payable in respect of such share;



(ii) all or any Redeemable Cumulative Preference Shares redeemed in accordance with the foregoing provisions shall rank for dividend down to the date when the redemption money in respect of the same shall have been paid. The holders of the  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares shall be entitled to be paid out of the profits which the Directors shall determine to distribute by way of dividend a fixed Cumulative Preferential dividend at the rate of  $7\frac{1}{2}\%$  per annum on the capital for the time being paid up or credited as paid up thereon, and to a right on a winding-up, to be paid all arrears of Preferential dividend down to the commencement of the winding-up, and also to be repaid the amount of capital paid up or credited as paid up on the said  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares held by them respectively in each case in priority to any payment in respect of any other class of shares, but shall not be entitled to any other rights in the profits or assets of the company.

" 7. So long as the dividend on the  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares is not more than three years in arrear, the holders thereof shall not be entitled to receive notice of or to be present at or vote either in person or by proxy at any General Meeting of the company by virtue or in respect of their holdings of such Redeemable Cumulative Preference Shares unless a Resolution is proposed—

- (i) for reducing the capital of the company;
- (ii) for winding up the company;
- (iii) for reducing the said fixed Preferential dividend of  $7\frac{1}{2}\%$  on the said Redeemable Cumulative Preference Shares;
- (iv) for depriving the holders of the  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares of their right as provided by Article 6 hereof to dividend, or
- (v) directly affecting the right of the holders of the said  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares to return of capital (other than any resolution that may be necessary to give effect to the redemption of the said Redeemable Cumulative Preference Shares)."



Chairman.

No. of Company 314850 / 33

*The Companies Act, 1948*



COMPANY LIMITED BY SHARES

# Extraordinary Resolution

of the 7½% Redeemable Cumulative Preference Shareholders

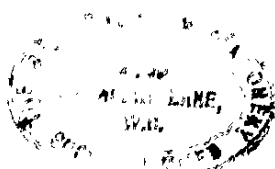
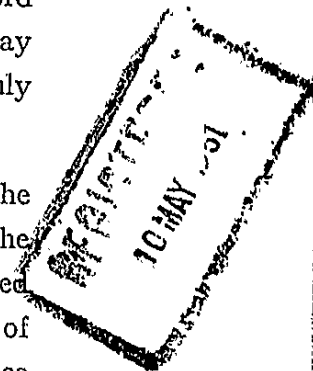
OF

## A. ANDREWS & SONS (Marbles & Tiles) LIMITED

Passed the 7th day of May, 1951

At an Extraordinary General Meeting of the holders of the 7½% Redeemable Cumulative Preference Shares in the capital of the above-mentioned Company duly convened and held at Guildford Chambers, 109/113 The Headrow, Leeds, on Monday, the 7th day of May, 1951, the following Extraordinary Resolution was duly passed:—

"That this separate General Meeting of the holders of the 7½% Redeemable Cumulative Preference Shares in the capital of A. Andrews & Sons (Marbles & Tiles) Limited hereby sanctions the passing as Special Resolutions of the Company of the resolutions set out in the notice dated the 13th April, 1951, convening an Extraordinary General Meeting of the Company for the 7th day of May, 1951 (a copy of which notice accompanied the notice of this meeting), and hereby sanctions any modification of the special rights attached to the said class of shares which may be effected by or necessary to give effect to such resolutions."



*A. Andrews*  
Chairman.

No. of Company 314850 / 34

*The Companies Act, 1948*



COMPANY LIMITED BY SHARES

## Extraordinary Resolution

of the Ordinary Shareholders

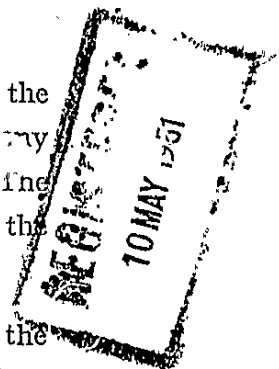
OF

### A. ANDREWS & SONS (Marbles & Tiles) LIMITED

Passed the 7th day of May, 1951

At an Extraordinary General Meeting of the holders of the Ordinary Shares in the capital of the above-mentioned Company duly convened and held at Guildford Chambers, 109/113 The Headrow, Leeds, on Monday, the 7th day of May, 1951, the following Extraordinary Resolution was duly passed:—

"That this separate General Meeting of the holders of the Ordinary Shares in the capital of A. Andrews & Sons (Marbles & Tiles) Limited hereby sanctions the passing as Special Resolutions of the Company of the resolutions set out in the notice dated the 13th April, 1951, convening an Extraordinary General Meeting of the Company for the 7th day of May, 1951 (a copy of which notice accompanied the notice of this meeting), and hereby sanctions any modification of the special rights attached to the said class of shares which may be effected by or necessary to give effect to such resolutions."



*A. Andrews*

Chairman.



No. 314850

THE COMPANIES ACT, 1948.



Copy

SPECIAL RESOLUTION

of

A. ANDREWS & SONS (MARBLES & TILES) LIMITED.

Passed the 18th day of March 1958.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened pursuant to the provisions of Section 141 (2) of the Companies Act, 1948, and held on the 18th day of March 1958, the following SPECIAL RESOLUTION was duly passed:-

That Paragraph 3 (21) of the Company's Memorandum of Association be deleted and that in lieu thereof there be substituted:-

To grant pensions, annuities, gratuities, superannuation and other allowances or benefits to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, husbands, widows, widowers, descendants, and other relatives and dependents of such persons; to make payments towards insurances; to set up, establish, support, and contribute to any pension, superannuation, provident and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, husbands, widows, widowers, descendants and other relatives and dependents; and to institute and maintain any profit sharing scheme calculated to advance the interests of the Company or its Directors or employees.

  
CHAIRMAN

47  
THE COMPANIES ACTS, 1929 to 1948.

COMPANY LIMITED BY SHARES.



MEMORANDUM OF ASSOCIATION

of

A. ANDREWS & SONS (MARBLE & TILES) LIMITED.

1. The name of the Company is "A. ANDREWS & SONS (MARBLE & TILES) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1)(a) To carry on the business of brick and tile manufacturers and merchants, clay workers and potters, bricklayers and tilers, and manufacturers of and dealers in terra cotta, stoneware and plastic materials or products, earthenware, pottery, china and ceramic ware of all kinds.
  - (b) To manufacture and deal in bricks, drain and other pipes, tiles, pans, vases, chimney pots, vessels, mouldings and all or any other articles which can be produced from clay and earth, whether mixed or unmixed with other substances.
  - (c) To carry on the business of paviors and manufacturers of and dealers in artificial stone, cement, asphalt and similar substances whether for building, paving or other purposes.
  - (d) To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber hardware, and other building requisites, painters, paperhangers, glaziers, carpenters, joiners, cabinet makers, plumbers, and manufacturers of and dealers in fire places, chimney pieces, timber, paint, and general building, decorating and furnishing requisites.
  - (e) To carry on business as manufacturing chemists.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

117

10 APR 1952

- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.



- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

- ✓ (21) To grant pensions, annuities, gratuities, superannuation and other allowances or benefits to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, husbands, widows, widowers, descendants and other relatives and dependents of such persons; to make payments towards insurances; to set up, establish, support, and contribute to any pension, superannuation, provident and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, husbands, widows, widowers, descendants and other relatives and dependents; and to institute and maintain any profit sharing scheme calculated to advance the interests of the Company or its Directors or employees.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

- ✓ 5. The Share Capital of the Company is £12,000, divided into 12,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

Sub-clause 3 (21) as substituted by Special Resolution passed 18th March 1958.

I HEREBY CERTIFY this to be a true copy of the Memorandum of Association as altered by a Special Resolution passed the 18th day of March 1958.

  
CHAIRMAN.

## THE COMPANIES ACT, 1948.



Copy

## SPECIAL RESOLUTIONS

(Pursuant to the provisions of Section 141 (2) of the  
Companies Act, 1948)

of

A. ANDREWS &amp; SONS (MARBLES &amp; TILES) LIMITED.

Passed 2nd day of January, 1962.

At an Extraordinary General Meeting of the Members of  
the above-named Company, duly convened and held at The  
Guildford Hotel, Headrow in the City of Leeds, on the 2nd  
day of January, 1962, the following SPECIAL RESOLUTIONS  
were duly passed:-

1. That the Capital of the Company be increased from  
£14,000 divided into 7,000 7½% Redeemable Cumulative  
Preference Shares of £1 each and 7,000 Ordinary Shares  
of £1 each to £20,000 by the creation of 6,000 new Shares  
of £1 each.

2. That the 6,000 new Shares of £1 each created by the  
immediately preceding resolution be and become one  
uniform class of 6,000 Staff Redeemable Deferred  
Preference Shares of £1 each ranking pari passu in all  
respects and carrying such rights and privileges and  
subject to such restrictions as are set out in the resolution  
next following and that the Directors be authorised to issue  
the same accordingly.

3. That the Articles of Association of the Company be  
altered as follows:-

- (a) By the deletion of the existing Articles 6 and 7 hereof  
and the substitution of the following Articles in their  
place, that is to say:-

REGISTERED  
16 JAN 1962

mm

"6. (1) The Share Capital of the Company is £20,000 divided into 7,000 7½% Redeemable Cumulative Preference Shares of £1 each, 6,000 7½% Staff Redeemable Deferred Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each.

(2) Redemption of the Redeemable Cumulative Preference Shares (hereinafter called "the Cumulative Shares") shall be effected subject to and in accordance with the provisions of Section 58 of the Companies Act 1948, and of any statutory modification or re-enactment thereof for the time being in force and (subject as aforesaid) in manner and on the terms following, that is to say:-

- (a) The Company shall be entitled at any time after the expiration of twelve months from the date of allotment of any of the Cumulative Shares (provided that the same is fully paid) upon giving not less than three months' previous notice in writing of its intention so to do to redeem out of the profits or moneys of the Company which may lawfully be applied for that purpose all or any of such Shares for the time being outstanding and fully paid up at par.
- (b) The said notice shall fix the time and place for payment of the redemption moneys payable in respect of any Share or Shares in respect of which such notice shall have been given and upon such payment (inclusive of the payment of any dividend outstanding and due) being made by the Company the registered holder of such Share or Shares shall be bound to deliver up to the Company for cancellation the certificate or certificates thereof.
- (c) All or any Cumulative Shares redeemed in accordance with the foregoing provisions shall rank for dividend down to the date when the redemption money in respect of the same shall have been paid.

(3) The holders of the Cumulative Shares shall be entitled to be paid out of the profits which the Directors shall determine to distribute by way of dividend a fixed cumulative preferential dividend at the rate of 7½% per annum on the Capital for the time being paid up or credited as paid up thereon and to a right on a winding-up to be paid all arrears of preferential dividend down to the commencement of the winding-up, and also to be repaid the Capital paid up or credited as paid up on the said Cumulative Shares held by them respectively, in each case in priority to any payment in respect of any other class of Shares, but shall not be entitled to any other rights in the profits or assets of the Company.

(4) Redemption of the Staff Redeemable Deferred Preference Shares (hereinafter called "the Staff Shares") shall be effected in accordance with and subject to the provisions of Section 58 of the Companies Act 1948, and of any statutory modification or re-enactment thereof for the time being in force and (subject as aforesaid) in the manner and upon the same terms and provisions as are applicable to redemption of the Cumulative Shares and as though such terms and provisions had been repeated here in extenso mutatis mutandis save and except that in the case of the Staff Shares notice of redemption may be given at any time after allotment of the same.

(5) The holders of the Staff Shares shall be entitled subject to the prior preferential cumulative dividend of  $7\frac{1}{2}\%$  of the Cumulative Shares as aforesaid to a preferential dividend at the rate of  $7\frac{1}{2}\%$  per annum on the capital for the time being paid up thereon, payable as regards each financial year out of the profits of the Company resolved to be distributed in respect of that year, without any rights in case of deficiency to resort to subsequent profits, but shall not be entitled to any further participation in profits and, in the event of the Company being wound up, the right subject to the prior right of the holders of the Cumulative Shares as aforesaid, to have the surplus assets of the Company applied in the first place in repaying to them the amount paid up on the Staff Shares held by them respectively but shall not be entitled to any further participation in such surplus assets.

7. (a) So long as a holder of any Staff Share actually remains in the employment of the Company (meaning thereby a person who shall be a Director or otherwise on the permanent Staff or works payroll of the Company) such holder shall be entitled to receive notice of and to be present and vote either in person or by proxy at all General Meetings of the Company but save as aforesaid and so long as the dividend on either the Cumulative Shares or the Staff Shares respectively shall not be more than three years in arrear the holders of either the Cumulative Shares or the Staff Shares respectively shall not be entitled to receive notice of or to be present at or vote either in person or by proxy at any General Meeting of the Company by virtue or in respect of their holdings of such Cumulative Shares or such Staff Shares as the case may be unless a Resolution is proposed:-

- (i) for reducing the Capital of the Company;
- (ii) for winding-up the Company;
- (iii) for reducing the said fixed preferential dividend on either Cumulative or the Staff Shares as the case may be;

(iv) for depriving the holders of either the Cumulative Shares or the Staff Shares as the case may be of their right as provided by Article 6 hereof to dividend; or

(v) directly affecting the right of the holders of Cumulative Shares and the Staff Shares or either of them to return of Capital (other than any Resolution that may be necessary to give effect to the redemption of the Cumulative Shares and the Staff Shares or either of them)."

(b) By inserting at the end of Article 12 a further sub-clause as follows:-

"(g) The preceding provisions of this Article shall not apply to Staff Shares which shall not be transferable except as provided by the next following sub-clause hereof.

(h) Whenever a Staff Share is allotted, or pursuant to this sub-clause, is transferred to any person in the actual employment of the Company (as defined in Article 7) such person shall be entitled to retain and hold the same only so long as he shall remain in the actual employment of the Company and if by reason of death, resignation, withdrawal, dismissal or otherwise, he shall cease to be in such actual employment, he or his executors or administrators shall be bound upon the request in writing of the Directors to transfer such Share at the par value thereof to such person in the actual employment of the Company as the Directors may nominate.

(i) If any person who ought in conformity with the last preceding sub-clause of this Article to transfer any Staff Shares makes default in transferring the same the Directors may, by writing under the common seal, appoint any person to make the transfer on behalf of the person in default and a transfer by such appointee shall be as effective as if it were only executed by the person so in default. A certificate under the seal that such power of appointment has arisen shall be conclusive for all purposes.

(j) A holder of a Staff Share may whilst he shall remain in the actual employment of the Company or at any time after he shall have ceased to be in such employment with the consent of the Directors (which consent may be withheld without assigning any reason therefor) transfer any Staff Shares at the par value thereof or at such less sum as be agreed between such holder and the proposed transferee or transferees to any one or more persons who at the time of such transfer shall be in the actual employment of the Company."

(c) By the deletion of the existing Article 25 and the substitution of the following Article in its place: -

"25. The number of the Directors of the Company shall not be less than two but otherwise shall be unlimited."

(d) By inserting in Article 27 after the words "at least 100 Ordinary Shares" the words "or 100 Staff Shares."

4. That the Directors be and are hereby authorised to offer the Staff Shares at par to such persons who shall have been for not less than twelve months in the actual employment of the Company as the Directors shall in their absolute discretion determine.



CHAIRMAN.

No. of Company 314850

## THE COMPANIES ACT, 1948.

# Notice of Increase in Nominal Capital. Pursuant to Section 63.

Name of company { A. ANDREWS & SONS (MARBLES & TILES)  
 Limited

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

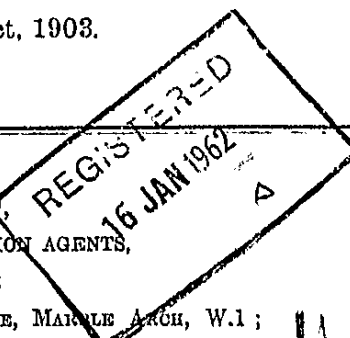
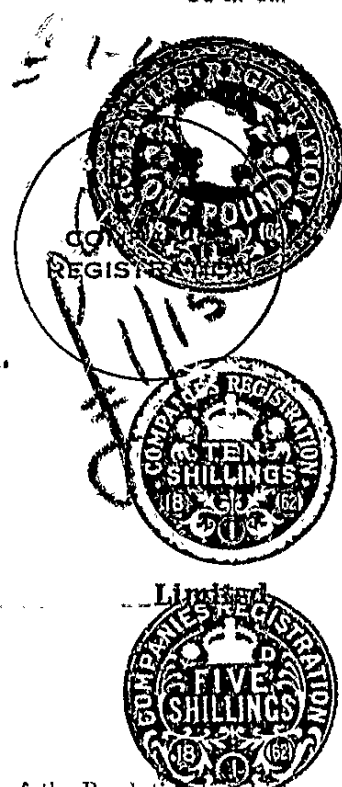
PUBLISHED AND SOLD BY  
 WATERLOW & SONS LIMITED,  
 LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
 85 & 86, LONDON WALL, LONDON, E.C.2;  
 49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;  
 77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;  
 12 & 14, BROWN STREET, MANCHESTER, 1.

Presented by

Armitage Speight &amp; Ashworth

Provincial House, 111, Street, Leeds. 1.

[Stamp]



C1207 d



TO THE REGISTRAR OF COMPANIES.

A. ANDREWS & SONS (MARBLES & TILES)

Limited, hereby gives you notice pursuant to  
section 63 of The Companies Act, 1948, that by (a) Special  
Resolution of the Company dated the 2nd day of  
January, 1962, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of £6000. 0. 0.  
beyond the Registered Capital of £14,000. 0. 0.

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
6000	Staff Redeemable	£1
	Deferred Preference	

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:— Subject to right of Company to redeem on three months' previous notice in writing given at any time. Right (subject to prior preferential cumulative dividend on 7000 7½% Redeemable Cumulative Preference Shares) to a non-cumulative preferential dividend at 7½% per annum out of profits distributed. Right on a winding-up (subject to prior right of holders of the said Cumulative Preference shares) to repayment. Restricted rights to attend and vote at General Meetings. Restriction on rights to hold and transfer shares.

Signature M. Woodhull  
(State whether Director or Secretary.)

Dated the Eleventh day of January 19 62

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

355  
No. of Certificate 314850

[C.A. 39]  
1958.

A. ANDREWS & SONS (MARBLES & TILES)



16/1/62  
LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Armitage Speight & Ashworth

Provincial House, Albion Street, Leeds. 1.

[26A.]

c 1206

The NOMINAL CAPITAL of A. ANDREWS & SONS

(MARBLE & TILES)

Limited

has by a Resolution of the Company dated 2nd January 1962

been increased by the addition thereto of the sum of £ 6000 . 0 . 0 ., divided into

6000 shares of £ 1 each beyond the Registered Capital of

£14,000 . 0 . 0 .

Signature

*A. Andrews*

State whether Director or Secretary

Secretary

Date Eleventh day of January

19 62

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

Number of Company: 314850

63

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Copy

SPECIAL RESOLUTIONS  
(Pursuant to the provisions of Section 141 (2)  
of the Companies Act, 1948)

of

A. ANDREWS & SONS (MARBLES & TILES) LIMITED.

Passed the 19th day of June, 1963.

At an Extraordinary General Meeting of the Members of the  
above-named Company, duly convened and held at the Guildford  
Hotel, Headrow in the City of Leeds on the 19th day of June,  
1963, the following SPECIAL RESOLUTIONS were duly passed:-

REGISTERED

10 JUL 1963

1. That the capital of the Company be increased from  
£20,000 divided into 7,000 7½% Redeemable Cumulative  
Preference Shares of £1 each, 6,000 7½% Staff Redeemable  
Deferred Preference Shares of £1 each and 7,000 Ordinary  
Shares of £1 each to £25,000 by the creation of 5,000 new  
shares of £1 each.

2. That the 5,000 new shares of £1 each created by the  
immediately preceding resolution be and become 5,000 7½%  
Redeemable Cumulative Preference Shares of £1 each ranking  
pari passu in all respects with the existing 7,000 7½%  
Redeemable Cumulative Preference Shares in the Capital  
of the Company.

3. That immediately and contingently upon the foregoing  
resolutions taking effect the Articles of Association of the  
Company be altered as follows:-

10 JUL 1963

- (a) By the deletion of the existing Sub-Article 6(1) thereof and the substitution of the following Sub-Article in its place, that is to say:-

6.(1) The share capital of the Company is £25,000 divided into 12,000 7½% Redeemable Cumulative Preference Shares of £1 each, 6,000 7½% Staff Redeemable Deferred Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each.

- (b) By inserting in Article 27 after the words "or 100 Staff Shares" the words "or any combination of the two classes of shares amounting together to 100 shares."

*M. Woodroffe*  
CHAIRMAN.

We Certify that this Resolution  
has been Multigraph printed by us.

Dated this 10<sup>th</sup> day of July 1963

For SHAW & SONS, LTD.

*[Signature]*  
Fetter Lane, London, E.C.4

Company

314850

64

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name  
of  
Company

A. ANDREWS & SONS

(MARBLES & TILES)

Limited.

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

REGISTERED  
10 JUL 1963

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 113, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act. 1903.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

75, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Armitage Speight & Ashworth,

Provincial House, Albion Street, Leeds.1. 6322

TO THE REGISTRAR OF COMPANIES.

A. Andrews & Sons (Marbles & Tiles)

..... Limited, hereby gives you notice pursuant to  
section 63 of The Companies Act, 1948, that by (a) Special

Resolution of the Company dated the 19th day of

June, 1963, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 5000. 0. 0.

beyond the Registered Capital of £ 20000. 0. 0.

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
5000	7½% Redeemable Cumulative Preference	£1

The Conditions (b) subject to which the new Shares have been or are to be issued are  
as follows:—

Ranking pari passu in all respects with the existing  
7000 7½% Redeemable Cumulative Preference Shares in the  
capital of the Company.

Signature *A. Andrews*  
(State whether Director or Secretary.)

Dated the 24<sup>th</sup> day of June 19 63.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate

314050

65

228 0 0

[G.A. 39]  
7/61.

A. ANDREWS & SONS

(MARBLES & TILES)



LIMITED.

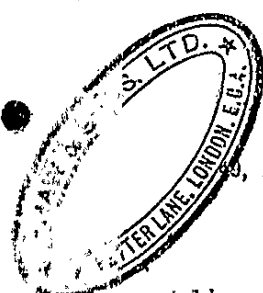
Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1893.)

REGISTERED

10 JUL 1963

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



resented by

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

9, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Armitage Speight & Ashworth,

Provincial House, Albion Street, Leeds.1.

[26A.]

373



The NOMINAL CAPITAL of A. Andrews & Sons

(Marbles & Tiles)

Limited

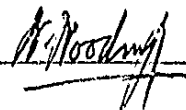
has by a Resolution of the Company dated 19th June 1963

been increased by the addition thereto of the sum of £ 5,000. 0. 0., divided into

5000 shares of £ 1 each beyond the Registered Capital of

£20,000. 0. 0.

Signature



State whether Director or Secretary Secretary

Date 21<sup>st</sup> day of June 19 63.

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

No. of Company: 314850

72  
THE COMPANIES ACT, 1948.

118  
22/12/55  
COMPANY LIMITED BY SHARES.

Copy

SPECIAL RESOLUTIONS

(Pursuant to the provisions of Section 141 (2) of the  
Companies Act, 1948)

of

A. . ANDREWS & SONS (MARBLES & TILES) LIMITED

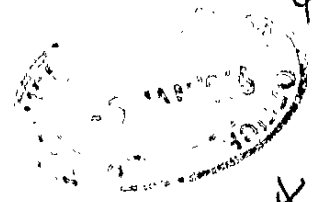
Passed the 15th day of December, 1965.

REGISTERED

3 JAN 1966

At an Extraordinary General Meeting of the Members of the  
above-named Company, duly convened and held at the Registered  
Office of the Company 324/330 Meanwood Road in the City of Leeds  
on the 15th day of December 1965, the following SPECIAL  
RESOLUTIONS were duly passed:-

1. That the capital of the Company be increased from £25, 000 divided into 12, 000  $7\frac{1}{2}\%$  Redeemable Cumulative Preference Shares of £1 each, 6, 000  $7\frac{1}{2}\%$  Staff Redeemable Deferred Preference Shares of £1 each and 7, 000 Ordinary Shares of £1 each to £26, 000 by the creation of 1, 000 new Shares of £1 each.
2. That the 1, 000 new Shares of £1 each created by the immediately preceding resolution be and become 1, 000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing 7, 000 Ordinary Shares in the Capital of the Company and that the Directors be authorised to issue the same accordingly.
3. That immediately and contingently upon the foregoing resolutions taking effect the Articles of Association of the Company be altered by the deletion of Sub-Article 6 (1) of



the existing Articles and the substitution of the following Sub-Article in its place, that is to say:-

6. (1) The share capital of the Company is £26,000 divided into 12,000 7½% Redeemable Cumulative Preference Shares of £1 each, 6,000 7½% Staff Redeemable Deferred Preference Shares of £1 each and 8,000 Ordinary Shares of £1 each.

*E. W. Andrews*

E. W. ANDREWS CHAIRMAN.

No. of Company 314250

THE COMPANIES ACT



COMPANIES  
REGISTRATION

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name of Company { A. ANDREWS & SONS (MARBLES & FILES)

REGISTERED Limited.

3 JAN 1966

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to s. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY  
WATERLOW & SONS LIMITED,

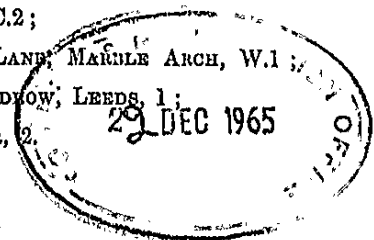
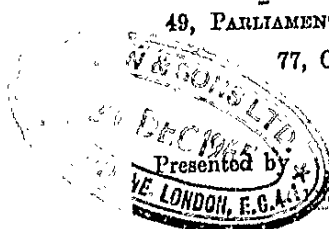
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 101, PARK LANE, MARBLE ARCH, W.1

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.



Whitaker, Speight & Ashworth

Provincial House, Albion Street, Leeds. 1.

TO THE REGISTRAR OF COMPANIES.

## 2. Interviews - done (Interviews & Files)

..... Limited, hereby gives you notice pursuant to  
section 63 of The Companies Act, 1948, that by (a) special  
Resolution of the Company dated the 15th day of  
December, 1965, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of £ 1000. 0. 0.

beyond the Registered Capital of £25,000. 0. 0.

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount  
of expenditure

1000

Ordinary

£1

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

Ranking pari passu in all respects with the existing 7,000 Ordinary Shares of \$1 each in the capital of the Company.

*Signature*

(State whether Director or Secretary.)

Dated the 15<sup>th</sup> day of December 1955

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate

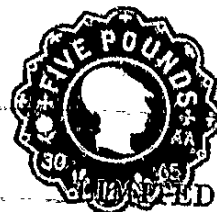
311930

174

Duty 15-0-0  
cc £5.

[G.A. 39]  
7/61.

... (FILING)



Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED

3 JAN 1966

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.



... Ashworth

... Albion street, Leeds.1.

[26A.]

21/12/65

4

The NOMINAL CAPITAL of L. ANDREWS & SONS

(Marbles & Tiles)

Limited

has by a Resolution of the Company dated 15th December 1965

been increased by the addition thereto of the sum of £ 1000. 0. 0., divided into

1000 shares of £ 1. 0. 0. each beyond the Registered Capital of

£25,000. 0. 0.

Signature



~~State whether Director or Secretary~~ Secretary

Date 15<sup>th</sup> day of December 1965

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

Number of Company 314850.



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Copy

SPECIAL RESOLUTION

(Pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

of

A. ANDREWS & SONS (MARBLES & TILES) LIMITED.

Passed the 31st day of December, 1965.

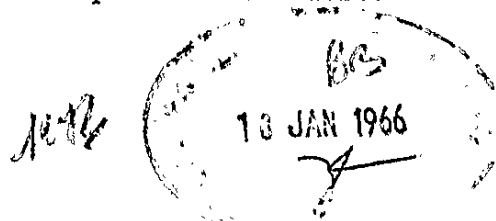
At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at the Registered Office of the Company 324/330 Meanwood Road in the City of Leeds on the 31st day of December 1965, the following SPECIAL RESOLUTION was duly passed:-

That the Articles of Association of the Company be altered in manner following, that is to say:-

- (1) By adding as paragraph (k) to Article 12 the following paragraph namely:-

(k) Notwithstanding anything contained in these Articles, a transfer of shares in the Company or any of them from time to time held by Industrial and Commercial Finance Corporation Limited (hereinafter called "I. C. F. C. ") or by any subsidiary of I. C. F. C. may be made from time to time between I. C. F. C. and any subsidiary of I. C. F. C. or from one such subsidiary to another without restriction as to price or otherwise.

113





- (2) By adding as Article 16A the following new Article namely:-

16A. If the Company shall make an issue of any shares forming part of its equity share capital the Company shall offer for subscription to I. C. F. C. and to any subsidiary of I. C. F. C. for the time being holding shares in the capital of the Company such a proportion of such shares as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by I. C. F. C. or such subsidiary of I. C. F. C. (as the case may be) bears to the total issued equity share capital of the Company and such offer to I. C. F. C. and any such subsidiary of I. C. F. C. (as the case may be) shall be made upon the like terms and conditions as to payment and otherwise as the issue of the remainder of such shares and so that such shares shall at the request of I. C. F. C. be registered in the name or names of I. C. F. C. or one or more of the subsidiaries of I. C. F. C.

- (3) By adding as Article 27A the following new Article namely:-

27A. I. C. F. C. shall so long as I. C. F. C. or any subsidiary of I. C. F. C. is the holder of any shares in the capital of the Company be entitled from time to time to appoint as a Director of the Company any person (herein referred to as "a Special Director") approved by the Directors of the Company (whose approval shall not be unreasonably withheld) and to remove from office any person so appointed and (subject to such approval) to appoint another person in his place. A Special Director shall not be required to hold any share qualification nor be subject to retirement by rotation. The remuneration to be paid to a Special Director shall be payable by the Company and shall be such sum as may be agreed between him and the Company or failing agreement such reasonable sum as shall be fixed by I. C. F. C.

  
CHAIRMAN.

314850 / 97

A. ANDREWS & SONS (MARBLES & TILES) LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 324/330 Meanwood Road Leeds LS7 2JE on Tuesday 24th July 1979 at 10.45 a.m. the following Resolutions were passed of which Resolution Numbers 1 and 3 were passed as Special Resolutions and Resolution Number 2 was passed as an Ordinary Resolution

RESOLUTIONS

1. That the Articles of Association be altered by:-

(1) The deletion in Article 27 of the words "The qualification of a Director shall be the holding of at least 100 Ordinary Shares or 100 Staff Shares or any combination of the two classes of shares amounting together to 100 Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment"

(2) The deletion of sub-paragraph (a) of Article 31 and by re-numbering sub-paragraphs (b) to (e) as (a) to (d) respectively.

2. That pursuant to Article 6 of the Articles of Association the Secretary be authorised to give not less than three months notice in writing to all the holders of fully paid 7½% Redeemable Cumulative Preference Shares of £1 each in the capital of the Company and to all the holders of fully paid 7½% Staff Redeemable Deferred Preference Shares of £1 each in the capital of the Company of the intention of the Company to redeem the same under the provisions of the said Article 6 out of the profits or moneys of the Company which may lawfully be applied for that purpose and that on the expiration of



such notice the Directors be authorised to redeem the aforementioned fully paid 7½% Redeemable Cumulative Preference Shares of £1 each and the fully paid 7½% Staff Redeemable Deferred Preference Shares of £1 each out of the said profits or moneys of the Company.

3. That immediately and conditional upon the redemption of the fully paid 7½% Redeemable Cumulative Preference Shares of £1 each and of the fully paid 7½% Staff Redeemable Deferred Preference Shares of £1 each:-

(1) The 12,000 7½% Redeemable Cumulative Preference Shares of £1 each be converted into 12,000 Ordinary Shares of £1 each

(2) The 6,000 7½% Staff Redeemable Deferred Preference Shares of £1 each be converted into 6,000 Ordinary Shares of £1 each

(3) The Articles of Association be altered by:-

(a) Deleting Articles 6 and 7 and substituting a new Article 6 as follows:-

"The Share Capital of the Company is £26,000 divided into 26,000 Ordinary Shares of £1 each"

and by re-numbering Articles 8 to 43 as Articles 7 to 42 respectively

(b) Deleting paragraphs (g) to (j) of Article 12.

V. E. Zanne  
Chairman

We hereby certify that this is a true copy of the Articles of Association of A. Andrews & Sons (Marbles & Tiles) Limited filed pursuant to Section 9 of the European Communities Act 1972.

314850

..... South & Co. THE COMPANIES ACTS, 1929 to 1948.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

A. ANDREWS & SONS (MARBLES & TILES) LIMITED.

PRELIMINARY

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:-

- (a) The Company restricts the right to transfer its Shares both present and future.
- (b) The Company limits the number of its Members (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were, while in that employment and have continued after determination of that employment to be Members of the Company), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

### INTERPRETATION OF ARTICLES

3. In these Articles unless the context otherwise requires:-

"Articles" means Articles of Association of the Company as originally framed, or as altered by Special Resolution.

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 177 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117(2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing and lithography.

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

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

### ALTERATION OF ARTICLES

4. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

### SHARES

5. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

6. The Share Capital of the Company is £26,000 divided into 26,000 Ordinary Shares of £1 each.

7. The Ordinary Shares shall confer on the holder or holders thereof the following rights, namely:-

(a) The right to be paid a dividend on the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the

Ordinary Shares held by them respectively. Such dividend to be paid out of any profits resolved to be distributed or available for dividend and after providing for the preferential rights to dividend conferred on any Preference Shares that may be in issue.

(b) Subject as aforesaid and to the rights of the holders of any other Shares entitled by the terms of issue to Preferential re-payment over the Ordinary Shares in the event of a winding up of the Company the holders of the Ordinary Shares shall be entitled to be repaid the amount of Capital paid up or credited as paid up on such Shares and all surplus assets thereafter shall belong to the Ordinary Shares in proportion to the amount paid up or credited as paid up on such Ordinary Shares respectively at the commencement of the winding up.

#### COMMISSION.

8. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

#### LIEN ON SHARES.

9.. Articles 7, 8, 9 and 10 of Table A shall apply, except that in Article 7 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.

#### CALLS ON SHARES.

10. Articles 11 to 16, inclusive, of Table A shall apply.

#### TRANSFER AND TRANSMISSION OF SHARES.

11. (a) Subject to the provisions of Sub-clause (f) hereof, no Shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with Sub-clause (b) hereof.

(b) If any Member desires to sell or transfer his Shares or any of them, he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The said transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the

value of each of such Shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz:- The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval in order to prevent disputes arising, the fair value shall be the Auditors valuation of the current worth of the Company's Shares to be made by him in writing at the request of the Directors.

(c) When the fair value of the said Shares has been fixed under the provisions of Sub-clause (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given notice to purchase the same, and as far as may be pro rata according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceed the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares, and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

(d) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.

(e) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

(f) Any Share may be transferred by a Member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of the Member, and any Share of a deceased Member may be transferred by his executors or administrators to any child, or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased Member, and Shares standing in the name of the trustees of the Will of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such Will.

#### FORM AND EFFECT OF TRANSFER

12. Articles 17 to 22, inclusive, of Table A shall apply, except that in Article 19 of Table A the words "not being fully paid Shares" shall be omitted.

13. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

#### FORFEITURE OF SHARES

14. Articles 23 to 29 inclusive, of Table A shall apply.

#### ALTERATION OF CAPITAL

15. Articles 34 to 38, inclusive, of Table A shall apply.

#### GENERAL MEETINGS

16. Articles 39, 40 and 41 of Table A shall apply, except that in Article 39 thereof the words "prescribed by the Company in General Meeting" shall be omitted and the words "determined by the Directors" shall be inserted and substituted therefor.

#### NOTICE OF GENERAL MEETINGS

17. Articles 50 and 51 set out in the first part of Table A of the Companies Act, 1948, shall apply to the Company.

#### PROCEEDINGS AT GENERAL MEETINGS

18. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as in Article 46 of Table A is otherwise provided two Members personally present and holding or representing by proxy not less than one-twentieth of the issued Share Capital of the Company, shall be a quorum.

19. Articles 44, 46, 47, 48, 49, 51, 52 and 53 of Table A shall also apply.

#### RESOLUTIONS AT GENERAL MEETINGS

20. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by



Article 18 as substituted by Special Resolution passed 11th September 1948.

the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

#### DEMAND OF A POLL

21. Article 58 of Part I of Table A of the Companies Act, 1948, shall apply.

#### VOTES OF MEMBERS

22. Subject to the provisions of Article 7 hereof, Articles 54 to 62 inclusive of Table A shall apply.

#### CORPORATIONS ACTING BY REPRESENTATIVES

23. Article 63 of Table A shall apply.

#### DIRECTORS

24. The number of the Directors of the Company shall not be less than two but otherwise shall be unlimited.

25. Subject to the provisions of Article 31 of the said Arthur Hugh Andrews and Cecil Charles Andrews shall so long as they continue to be the beneficial owners of 500 Ordinary Shares in the Company, be permanent Directors and shall not be subject to retirement or removal under the provisions of Articles 68, 73 to 77 and 80 of Table A. As permanent Directors they shall be entitled to exercise all the powers given to the Board of Directors by Article 67 of Table A.

26. The remuneration of the Directors shall from time to time be determined by the Board of Directors. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

#### POWERS AND DUTIES OF DIRECTORS

27. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

#### BORROWING BY DIRECTORS

28. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

## THE SEAL

29. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and in the presence of two Directors and of the Secretary or such other person as the Directors may appoint for the purpose; and those two Directors and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

## DISQUALIFICATIONS OF DIRECTORS

30. The office of Directors shall be vacated if the Director:-

- (a) Becomes bankrupt, insolvent or compounds with his creditors; or
- (b) Becomes prohibited from being a Director by reason of any order made under sections 217 and 275 of the Companies Act, 1929; or
- (c) Is found lunatic or becomes of unsound mind; or
- (d) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

31. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

27. A Director may have dealings with the Company, and may enter into and be directly or indirectly interested in, concerned in, and participate in the profits of any contract, arrangement or dealing with the Company, and shall not be disqualified from office thereby, nor shall he be liable or accountable to the Company for any profit derived by him under any such contract, arrangement or dealing, provided that such Director declares the nature of his interest in the manner required by Section 149 of the Companies Act, 1929. No contract, arrangement, or dealing entered into by the Company after such disclosures as aforesaid shall be liable to be set aside or impeached by anyone. Unless and until the contrary is proved, all persons and companies dealing with the Company shall assume that a Director interested directly or indirectly in any contract, arrangement, or dealing has made the necessary disclosure aforesaid. After a Director has made such disclosure of interest as is provided for under this Article, he may vote as a Director at any Board Meeting in regard to any contract, arrangement or dealing in which he may be directly or indirectly interested or upon any matter arising thereout, and if he be present at a Meeting of the Directors at which any such contract, arrangement or dealing shall be considered or dealt with, he shall be reckoned in estimating a quorum. A Director may hold office as Director or Manager of any other company in which this Company is a Shareholder or is otherwise interested, and shall not be liable to account to this Company for any remuneration or other benefits receivable by him from such other company.

33. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in any subsequent transactions with such firm or company shall be sufficient disclosure under the preceding Article and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

### ROTATION OF DIRECTORS

34. Articles 73 to 80, inclusive, of Table A shall apply unless herein otherwise expressly provided.

### PROCEEDINGS OF DIRECTORS

35. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

36. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

37. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

### DIVIDENDS AND RESERVE

38. Articles 89 to 96, inclusive, of Table A shall apply.

### ACCOUNTS

39. Articles 97 to 100, inclusive, of Table A shall apply.

40. This Article was deleted by Special Resolution passed 11th September 1948.

### AUDIT

41. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

### NOTICES

42. Articles 103, 105 and 106 of Table A shall apply and Article 134 of Part I of Table A of the Companies Act, 1948, shall also apply.

43. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

44. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

### WINDING UP

45. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or kind, 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. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.

### MISCELLANEOUS PROVISIONS AS TO DIVIDENDS, CAPITALIZATION OF PROFITS etc.

46. (a) Any General Meeting sanctioning the payment of a dividend may make a Call on the Members of such an amount as

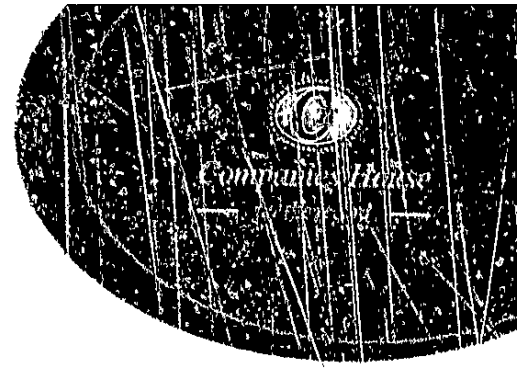
Article 43 as substituted by Special Resolution passed 11th September 1948.

the Meeting fixes, but so that the Call on each Member shall not exceed the dividend payable to him, and so that the Call be made payable at the same time as the dividend, and the dividend may, if so arranged, between the Company and the Member, be set off against the Call. The making of a Call under this Article shall be deemed ordinary business of the General Meeting which declares or decides upon the payment of the dividend and this Article shall not limit or affect the power of Directors to make Calls under Article 11 of Table A.

(b) A General Meeting declaring a Dividend may direct payment of such dividend, wholly or in part, by the distribution of specific assets, or of paid up Shares, Debentures or Debenture Stock of the Company, or in either or both of such ways and the Board shall give effect to such Resolution and shall apply such portion of the profits or reserve fund as may be required for the purpose of making payment in full at par for the Shares, Debentures or Debenture Stock of the Company so distributed provided that no such distribution shall be made unless recommended by the Board. And where any difficulty arises in regard to the distribution the Board may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments may be made to any Members upon the footing of the value so fixed in order to adjust the rights of Members and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Board and generally may make such arrangements for the allotment, acceptance, and sale of such Shares, Debentures, Debenture Stock, or fractional certificates, or any part thereof and otherwise as they may think fit. Where required a proper contract shall be filed in accordance with the provisions of the Companies Act, 1929, and the Board may appoint any person to sign such contract on behalf of the Shareholders participating in such distribution and such contract may provide for the acceptance by such holders of the Shares to be allotted to them respectively in satisfaction of the dividend.

(c) A General Meeting may direct the capitalization of the whole of any of the profits, for the time being, of the Company, or any accumulations of profits carried to reserve, or depreciation or any sum carried to reserve as the result of a sale or re-valuation of the assets or goodwill of the Company or any part thereof, or any sum received by way of premium on the issue of any Shares, Debentures, or Debenture Stock of the Company, by the distribution among the holders of the Shares of the Company, and the Board shall give effect to such resolutions and shall apply such portion of the profits or reserve fund as aforesaid as may be required for the purpose of making payment in full at par for the Shares, Debentures, or Debenture Stock of the Company so distributed provided that no such distribution shall be made unless recommended by the Board. Where any difficulty arises in regard to the distribution the Board may settle the same as they think expedient and in particular may issue fractional certificates and may determine that cash payments may be made to any

Members in order to adjust the rights of all parties, and generally may make such arrangements for the allotment, acceptance and sale of such Shares, Debentures, Debenture Stock or fractional certificates and otherwise as they may think fit. Where required a proper contract shall be filed in accordance with the provisions of the Companies Act, 1929, and the Board may appoint any person to sign such contract on behalf of the holders of the Ordinary Shares participating in such distribution and such appointment shall be effective, and the contract may provide for the acceptance by such holders of the Shares to be allotted to them respectively in satisfaction of their claims in respect of the sum so capitalized.



## NOTICE OF MISSING PAGES FROM THE MICROFICHE RECORD

Companies House regrets that pages are missing from documents on this company's microfiche record.

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

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



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Personnel & Training

Companies House is an Executive Agency of the Department of Trade and Industry



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INVESTOR IN PEOPLE

CHPM 4 (07/02)

name of the trustees of the Will of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such Will.

#### PROCEEDINGS AT GENERAL MEETINGS

9. Regulation 41 shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

10. A poll may be demanded at any General Meeting by any one member present in person or by proxy and entitled to vote. Regulation 46(b) shall be modified accordingly.

11. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve.

#### DIRECTORS

12. Subject as hereinafter provided, the number of Directors shall be not less than two. The Company may by Ordinary Resolution from time to time vary the minimum number and fix and from time to time vary the maximum number of Directors. Unless so fixed, there shall not be a maximum number of Directors.

13. The Directors may exercise all the powers of the Company (and, inter alia, those) to borrow money, to give guarantees of the obligations of any third party (whether secured or not) and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party and whether or not the Company derives any benefit therefrom.

14. Subject to the provisions of the Act and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote, his vote shall be counted. He may be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulation 85 shall be extended accordingly.

15. The second and third sentences of Regulation 79 and the last sentence of Regulation 84 shall not apply to the Company.

16. In Regulation 67 the words from "but, if a director" to the end of the Regulation inclusive shall not apply to the Company.

#### INDEMNITY

17. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him

in the execution and discharge of his duties or in relation thereto.  
Regulation 118 shall be extended accordingly.

IBM:D121:D



No: 314850

THE COMPANIES ACT 1929

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

A. ANDREWS & SONS (MARELES & TILES) LIMITED

(Passed the 7th day of January 1987)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 7th day of January 1987 the following Resolution was duly proposed and passed as a Special Resolution:-

SPECIAL RESOLUTION

That the regulations contained in the printed document submitted to the Meeting and signed for identification purposes by Mr. W. Woodruff be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing regulations thereof.

.....  
CHAIRMAN

Filed by:-

Booth & Co., (Ref: TIR/RPEB)  
P.O. Box 8,  
Sovereign House,  
South Parade,  
Leeds, LS1 1HQ.

IBM D283:F



No. 314850

THE COMPANIES ACT 1929

and

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ALTERED  
MEMORANDUM

AND

SUBSTITUTED  
ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 7th January 1987)

OF

A. ANDREWS & SONS  
(MARBLES & TILES) LIMITED

---

Incorporated the 5th day of June 1936

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Certified a true complete and up to date  
copy of the within written Memorandum and  
Articles of Association.

.....*A. Marshall*.....  
Director/Secretary.  
.....*7th January*..... 1987.



No. 314850.



(COPY)

## Certificate of Incorporation.

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I HEREBY CERTIFY that A. ANDREWS & SONS  
(MARBLE & TILES) LIMITED is this day Incorporated  
under the Companies Act, 1929, and that the Company is  
LIMITED.

GIVEN under my hand at London this Fifth day of  
June One thousand nine hundred and thirty-six.

W. A. McKEARS,  
Registrar of Companies.

THE COMPANIES ACTS, 1929 to 1948

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

A. ANDREWS & SONS (MARBLES & TILES) LIMITED

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1. The name of the Company is "A. ANDREWS & SONS (MARBLES & TILES) LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) (a) To carry on the business of brick and tile manufacturers and merchants, clay workers and potters, bricklayers and tilers, and manufacturers of and dealers in terra cotta, stoneware and plastic materials or products, earthenware, pottery, china and ceramic ware of all kinds.
  - (b) To manufacture and deal in bricks, drain and other pipes, tiles, pans, vases, chimney pots, vessels, mouldings and all or any other articles which can be produced from clay and earth, whether mixed or unmixed with other substances.
  - (c) To carry on the business of paviors and manufacturers of and dealers in artificial stone, cement, asphalt and similar substances whether for building, paving or other purposes.
  - (d) To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, painters, paperhangers, glaziers, carpenters, joiners, cabinet makers, plumbers, and manufacturers of and dealers in fire places, chimney pieces, timber, paint, and general building, decorating and furnishing requisites.
  - (e) To carry on business as manufacturing chemists.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.

(4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.

(5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.

(6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.

(7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

(8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.

(9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.

(10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

(11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.

(12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

(13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the

Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.

(15) To amalgamate with any company having objects similar to those of this Company.

(16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.

(17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.

(18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.

(19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

(20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

(21) To grant pensions, annuities, gratuities, superannuation and other allowances or benefits to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, husbands, widows, widowers, descendants and other relatives and dependents of such persons; to make payments towards insurance; to set up, establish, support, and contribute to any pension, superannuation, provident and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, husbands, widows, widowers, descendants and other relatives and dependents; and to institute and maintain any profit sharing scheme calculated to advance the interests of the Company or its Directors or employees.

(22) To distribute any of the property of the Company among its Members in specie.

(23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £12,000, divided into 12,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929,

Sub-clause 3(12) as substituted by Special Resolution passed 18th March 1958.

#### NOTE

Share Capital increased by Special Resolution passed 11th September 1948, to £14,000 divided into 5,000 7½% Redeemable Cumulative Preference Shares of £1 each, 2,000 5% Redeemable Cumulative Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each.

Share Capital altered by Special Resolution passed 7th May 1951 to £14,000 divided into 7,000 7½% Redeemable Cumulative Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each.

Share Capital increased by Special Resolution passed 2nd January, 1962, to £20,000 divided into 7,000 7½% Redeemable Cumulative Preference Shares of £1 each, 6,000 7½% Staff Redeemable Deferred Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each.

Share Capital increased by Special Resolution passed 19th June, 1963 to £25,000 divided into 12,000 7½% Redeemable Cumulative Preference Shares of £1 each, 6,000 7½% Staff Redeemable Deferred Preference Shares of £1 each and 7,000 Ordinary Shares of £1 each.

Share Capital increased by Special Resolution passed 15th December, 1965 to £26,000 divided into 12,000 7½% Redeemable Cumulative Preference Shares of £1 each, 6,000 7½% Staff Redeemable Deferred Preference Shares of £1 each and 8,000 Ordinary Shares of £1 each.

Share Capital altered by Special Resolutions dated 24th July, 1979 to £26,000 divided into 26,000 Ordinary Shares of £1 each.

IBM D121:D

No. 314850

The Companies Act 1929

and

The Companies Act 1985

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C O M P A N Y   L I M I T E D   B Y   S H A R E S

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ARTICLES OF ASSOCIATION

of

A. ANDREWS & SONS (MARBLES & TILES) LIMITED

(Adopted by Special Resolution passed on 7th January 1987)

PRELIMINARY

1. (A) In these Articles the following words and phrases shall have the following meanings:-

"The Act"	The Companies Act 1985.
"Table A"	Table A of "The Companies (Tables A-F) Regulations 1985" (as amended).
"Regulation"	A Regulation in Table A.

(B) Where the context so admits or requires, words and phrases used in these Articles shall have the same meanings as is given to them in the Act.

2. (A) No regulations set out in any schedule to any statute concerning companies shall apply as regulations or articles of the Company.

(B) The regulations contained in Table A shall apply to the Company save in so far as they are excluded or varied hereby. Regulations 24, 60, 61, 73 to 78, 80 and 94 to 97 in Table A shall not apply to the Company. In addition to the remaining Regulations in Table A, as varied hereby, the following shall be the Regulations of the Company.

3. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in



or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

#### SHARES

4. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

5. The general authority conferred by Article 4 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the date of adoption of these presents as the Articles of Association of the Company unless varied or revoked or renewed by the Company in General Meeting.

6. The Directors shall be entitled under the general authority conferred by Article 4 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

7. Subject to the provisions of the Act the Company may:-

(A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;

(B) purchase its own Shares (including any redeemable Shares);

(C) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

#### TRANSFER OF SHARES

8. (A) Subject to the provisions of Sub-Clause (F) hereof, no Shares in the Company or any interest therein shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares or any interest therein at a fair value to be ascertained in accordance with Sub-Clause (B) hereof.

(B) If any Member desires to sell or transfer his Shares or any of them or any interest therein he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The said transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz:- The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval in order to prevent disputes

arising, the fair value shall be the Auditors valuation of the current worth of the Company's Shares to be made by him in writing at the request of the Directors.

(C) When the fair value of the said Shares has been fixed under the provisions of Sub-clause (B) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given notice to purchase the same, and as far as may be pro rata according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceed the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares, and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

(D) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.

(E) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

(F) Any Share may be transferred by a Member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife, or husband of the Member, and any Share of a deceased Member may be transferred by his executors or administrators to any child, or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased Member, and Shares standing in the