

# 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).

Name of Company .....

*Stafford - Miller*

LIMITED.

Presented by

*McKenna & Co*

*31/10 Basinghall St*

*EG*

REGISTERED

14 SEP 1936

**H. HOWES & CO., LTD.,**

Company Printers, Publishers & Stationers,

BELL YARD (opposite to Law Society), TEMPLE BAR, W.C.2.

Telephone—HOLBORN 3073.

OLD BROAD STREET, LONDON, E.C.2.

Telephone—LONDON WALL 0237.

111, WRY, CHEAPSIDE, LONDON, E.C.2.

Telephone—METROPOLITAN 4879.

MANCHESTER STREET LONDON E.C.1.

I Vernon Edmund Gordon Harris  
of 3 1/4 Basinghall Street in the  
City of London

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

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 1 Ymichall Chambers  
in the City of London  
the 9<sup>th</sup> day of September  
One thousand nine hundred and  
thirty six

Before me,

Chas. H. Jones

PEG Harris

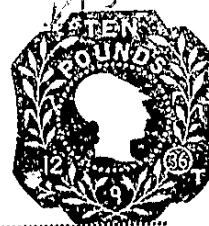
(b) A Commissioner for Oaths.

- (a) “ 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.”  
(b) or Notary Public or Justice of the Peace.

No. of Certificate.....

Form No. 25.

318499



*Clifford - Miller*

LIMITED.

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

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

14 SEP 1936

Presented for registration by

*McKenney G*

*31/4 Basinghall St. 8-80*

The NOMINAL CAPITAL of Stafford Miller

.....Limited,

is £ 2000, divided into 200 shares of £ 10

each.

Signature McKenna

Description Shields Litho Company

Date 9<sup>th</sup> Sept 1936

318499/3



*The Companies Act, 1929.*



COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
OF  
**STAFFORD-MILLER**  
**LIMITED.**

REGISTERED

14 SEP 1936

1. The name of the Company is "STAFFORD-MILLER LIMITED."

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

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

(1) To carry on (whether wholesale or retail) the businesses of manufacturers of and dealers in dental, pharmaceutical and medicinal preparations, patent and proprietary articles and surgical and dental instruments and appliances, drug merchants, herbalists, manufacturing and dispensing chemists, druggists, chemical manufacturers and dealers, drysalts, dealers in and refiners of oils, dyes, disinfectants, fine chemicals, scents and soap, merchants, commission agents, warehousemen, and general store keepers.

(2) To buy, sell, manufacture, refine, prepare and deal in all kinds of dental, chemical and other preparations, articles and ingredients and to carry on any business and deal in any produce, merchandise and things whatsoever which may seem to the Company capable of being conveniently carried on by the Company in



connection with or as ancillary to the general business of the Company or calculated directly or indirectly to enhance the value of any of the Company's assets, property or rights for the time being.

- (3) To apply for, obtain, purchase or otherwise acquire any patents, patent rights, inventions, licences or concessions for or in relation to the manufacture or use or otherwise in relation to any material or thing with which the Company may deal, or any other inventions, patents, patent rights, licences or concessions which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of and otherwise turn to account the same.
- (4) To purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to let or sub-let in whole or in part, any lands, buildings, machinery, easements, rights, privileges, trade marks, trade secrets, concessions, licences, plant, stock-in-trade, and any real and personal property of any kind and to erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.
- (5) To expend money in experimenting upon and testing and in improving or seeking to improve and giving publicity to and placing upon the market any patents, inventions or rights which the Company may acquire or propose to acquire.
- (6) To borrow or raise money for the purpose of the Company's business, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (7) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (8) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- (9) To lend money and to make advances to customers and others with or without security and upon such terms as the Company may approve and generally to act as bankers for customers and others.
- (10) To establish and support, or to aid in the establishment and support of associations, institutions, funds, trusts, clubs and conveniences calculated to benefit employees or ex-employees of the Company, or of any of its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (11) To remunerate any person 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 or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (12) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments.
- (13) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (14) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred rights

in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (15) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage, or by debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (16) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company, firm, or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such company.
- (17) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (18) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (19) To sell, improve, manage, develop, turn to account, and in any other manner deal with or dispose of the



undertaking and all or any of the property for the time being of the Company for such consideration as the Company may think fit.

- (20) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (21) To pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration of this Company, and any company promoted by this Company, and the issue of the capital of this and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of this Company, and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by this Company of any property <sup>rights</sup> or assets, and of and incidental to the accomplishment of all or any formalities which this Company may think necessary or proper in connection with any of the matters aforesaid. 11.6.98  
gain.
- (22) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (23) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word " Company " in this clause when applied otherwise than to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the order in which such objects are stated.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £2,000, divided into 200 Shares of £10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Vernon Edmund Gordon Harris 21/34 Basninghall Street London E.C. 2 Solicitor	1
Edward Arthur Kitson 21/34 Basninghall Street London E.C. 2. Solicitors' Clerk	1

Dated this 9<sup>th</sup> day of September, 1936.

Witness to the above Signatures:—

Arthur R. Linker  
123 Arlington Road  
Southgate N14  
Solicitors Clerk



318499 / *ux*



*The Companies Act, 1929.*

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COMPANY LIMITED BY SHARES.

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Articles of Association  
OF  
**STAFFORD-MILLER  
LIMITED.**

REGISTERED

14 SEP 1936

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PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Clauses 11, 19, 45, 47, 48, 50, 52, 64, 66, 72, 82, 90, 101 and 104 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 27 of the Companies Act, 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the

employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

### SHARES.

4. The shares shall be at the disposal of the Directors and they may allot or otherwise dispose of the same to such persons and on such terms as they think fit, subject always to Clause 3 hereof, and provided that no shares shall be issued at a discount, except as provided by the Companies Act, 1929, Section 47. In Clause 2 of Table A the words " Extraordinary Resolution " shall be substituted for the words " Special Resolution."

5. The Company may pay a commission 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, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act, 1929, to be filed shall be duly filed, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

6. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future, or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided)

any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### CALLS ON SHARES.

7. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares; and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified, the amount called on his shares.

#### TRANSFER OF SHARES.

8. No transfer of any share in the capital of the Company except to a person who is a Member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 3 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year.

9. No instrument of transfer shall be recognised by the Directors, unless (A) such fee, not exceeding Two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. Provided always that notwithstanding anything hereinbefore contained any share may upon any change of trustees be transferred to the trustees for the time being. If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act, 1929.

#### PROCEEDINGS AT GENERAL MEETINGS.

10. 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. Two members present in person or by proxy shall be a quorum.

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

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members or by the holder or holders present in person or by proxy of at least one-tenth part of the issued share capital of the Company entitled to be represented at the meeting 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, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13. A resolution in writing signed by all the members of the Company shall be as valid and effectual as a resolution of a General Meeting, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Statutes or these presents is required to be dealt with in General Meeting of the Company.

#### DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven. The first Directors shall be appointed by the subscribers to the Memorandum of Association. A Director shall not require any qualification.

#### POWERS AND DUTIES OF DIRECTORS.

15. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director."

16. The Directors from time to time, and at any time, may delegate to any Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

17. (1) The Board shall at the request of a Director appoint any person nominated by such Director and approved by the Board to be an alternate Director to represent such Director and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of Directors, and, in the absence of the Director whom he represents, to attend and vote thereat accordingly, but he shall not require any qualification, and he shall *ipso facto* vacate office if and when the Director whom he represents vacates office as Director, or the alternate Director is removed from office at the request of the Director whom he represents; and any appointment or removal under this Article shall, subject in the case of appointment to the proposed alternate Director being approved as aforesaid, be effected by the Board upon the request in writing to the Company under the hand of the Director whom the alternate Director is to represent or represents.

(2) Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director whom he represents, and shall consist of such portion of the last mentioned Director's remuneration as shall be agreed between the alternate Director and the Director whom he represents.

(3) A person may act as alternate Director to represent more than one Director and a Director may be appointed to be also an alternate Director and an alternate Director shall be entitled at Board Meetings to one vote for every Director whom he represents in addition to his own vote as Director if he is a Director in his own right.



## DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated :—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he absents himself from the meetings of the Directors without being represented by an alternate Director during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act, 1929, Section 217 or Section 275.
- (5) If he is found lunatic or becomes of unsound mind.

19. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

20. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the provision that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act, 1929, but such declaration shall not be necessary where the Board is already aware of the interest of such Director, and subject to such declaration being made a Director may vote as a Director in respect of any such contract or proposed contract in which he is so interested as aforesaid and his vote shall be valid.

## PROCEEDINGS OF DIRECTORS.

21. 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.

22. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### CHAIRMAN'S VOTE.

23. The Chairman shall not in case of an equality of votes have a second or casting vote either at meetings of Directors or at General Meetings, and clauses 81 and 87 of Table A shall be modified accordingly.

#### DIVIDENDS.

24. The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.

#### CAPITALISATION OF RESERVES, ETC.

25. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (B) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the holders of the ordinary shares in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares in the capital of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares and distribute the same credited as fully paid up to and amongst such shareholders in the proportions aforesaid in satisfaction of their shares and interests in the said capitalised sum, or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in

paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders, or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares, and vest any such shares in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of the shares to be distributed as aforesaid shall be filed in accordance with Section 42 of the Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective.

#### ACCOUNTS.

26. Where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms that the Company shall as from that date take the profits or bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.

27. For the purpose of making up the Company's Balance Sheet or Profit and Loss Account the Directors may estimate the value of any of the Company's property and assets the value of which cannot be accurately and definitely ascertained, and in so doing may rely upon reports, estimates and valuations made by any Director, officer or employee of the Company or by any other person, and shall not be liable for any error in estimates made in the *bona fide* exercise of the discretion hereby conferred on them, and the Auditors may accept such estimates as representing the fair value of the property and assets comprised therein.

## NOTICES.

28. If a Member 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, a notice addressed to him and posted up in the registered office of the Company shall be deemed to be duly served on him at noon on the day following the day it is so posted up.

## WINDING UP.

29. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act, 1929.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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V. E. G. Hamiss

31/34 Basinghall Street  
London E.C.2

Solicitor

Edward A. Kitson

31/34 Basinghall Street  
London E.C.2

Solicitors' Clerk

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Dated this 9<sup>th</sup> day of September, 1936.

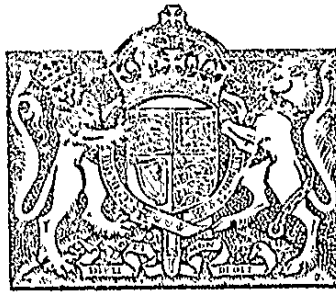
Witness to the above Signatures:—

Arthur R. Linker

123 Arlington Road  
Southgate N14  
Solicitors' Clerk

No.

518499



# Certificate of Incorporation

I Hereby Certify,

That

STANFORD-MILLER LIMITED

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

Given under my hand at London this fourteenth day of September One

Thousand Nine Hundred and thirty-six.

*W. A. McKenna*

Registrar of Companies,

Certificate  
received by

*Arthur R. Tucker for McKenna & Co*  
*31/34 Banglehall Street*

Date

*1st Sept 1936*