

Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## NOTICE OF ILLEGIBLE DOCUMENTS

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

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

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

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

COMPANIES HOUSE IS NOT RESPONSIBLE FOR THE CONTENTS OF ANY DOCUMENTS WHICH ARE ILLEGIBLE OR WHICH ARE NOT CORRECTLY REPRODUCED. THE INFORMATION CONTAINED IN THESE DOCUMENTS IS THE PROPERTY OF THE COMPANY AND IS NOT TO BE REPRODUCED OR USED IN ANY MANNER WITHOUT THE WRITTEN PERMISSION OF THE COMPANY. COMPANIES HOUSE IS NOT RESPONSIBLE FOR THE CONTENTS OF ANY DOCUMENTS WHICH ARE ILLEGIBLE OR WHICH ARE NOT CORRECTLY REPRODUCED. THE INFORMATION CONTAINED IN THESE DOCUMENTS IS THE PROPERTY OF THE COMPANY AND IS NOT TO BE REPRODUCED OR USED IN ANY MANNER WITHOUT THE WRITTEN PERMISSION OF THE COMPANY.

Number of  
Company

337651

Form No. 41.

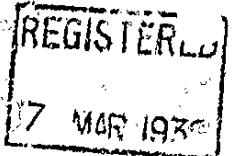
# THE COMPANIES ACT, 1929.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
affixed  
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.

GREENSHIELDS, COWIE & CO.  
LIMITED.

Presented by

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, 3, 77 Colmore Row, Birmingham, 3,  
and 167 Hope Street Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES' DEEDS AND FORMS.

Companies Form G.

3. PARK NEEBON STONE

of 1 Union Court Liverpool in the County of Lancaster

(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 GREENSHIELDS, COMIE & CO.

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."

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

P.R. 1 Union Court P.R.  
Declared at Liverpool

in the County of Lancaster

the 28<sup>th</sup> day of February 1938

Before me,

Henry R. R. R.

A Commissioner for Oaths. [or a Notary Public or  
Justice of the Peace.]

Park Neebon Stone

Number of  
Company

337651

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 38.)

COMPANY LIMITED BY SHARES.

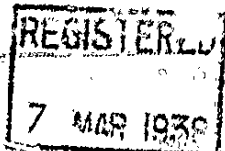


## Statement of the Nominal Capital

OF

GREENSHIELDS, COWIE & CO.

LIMITED.



Pursuant to Section 12 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 89 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

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

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

Presented by

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Beauford 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,  
157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies I am G.

[See Back.]

63476.20.6.37

# THE NOMINAL CAPITAL

OF

GREENSHIELDS COWIE & CO.

, Limited,

is £10000, divided into 10000

Shares of ONE POUND each.

\*Signature *John Robert Currie*

Description Secretary.

Dated the *twenty-fifth* day of *February* 193*8*

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

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



337651

3



*The Companies Act 1929.*

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

**GREENSHIELDS, COWIE & CO. LIMITED.**

REGISTERED

7 MAR 1930

1. The name of the Company is "GREENSHIELDS, COWIE & CO. LIMITED."

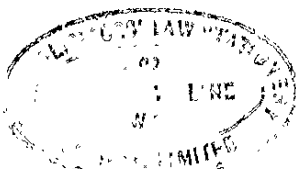
2. The registered office of the Company will be situate in England.

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

(A) To carry on business as Shippers and Forwarding Agents, Financial Agents and General Merchants, and any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.



- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, 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, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) 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 or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (H) 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.
- (I) To grant pensions, allowances, gratuities and bonuses to officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees.

- (j) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (k) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (l) 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 or guaranteed 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.
- (m) 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 or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (n) To enter into any partnership or joint-purse arrangement or 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, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (o) 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 this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (p) To purchase or otherwise acquire and take all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is deemed likely to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (r) 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 or a controlling interest in 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.
- (s) 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.

4.

5.

into 19,  
and 7,2  
by the A  
to the r  
Clause 3  
1929).  
be divid  
respecti  
privileg  
voting c

of this Company or in any manner calculated directly the objects or to acquire and hold or securities of and dividends, interest or securities issued by such company.

- (T) 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.
- (U) To do all such other things as are incidental or conducive to the above objects or any of them.

and undertake all property, liabilities and in or company carrying company is authorised of which is deemed any or to advance its property suitable for the

develop, turn to account, share of profits or dividends and other rights in any manner deal with or and all or any of the time being of the as the Company

other company whose is similar to those of sale or purchase (for or otherwise) of the liabilities of this or any said, with or without purchase (for fully or otherwise) of all or a shares or stock of this or as said, or by partnership of partnership.

members in specie, any any proceeds of sale of the Company, but so as to a reduction of the sanction (if any) law.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each (of which 2,750 are preference shares and 7,250 are ordinary shares, with such rights as are defined by the Articles of Association registered herewith, subject, however, to the right and power to modify or vary the same contained in Clause 3 of Table A in the First Schedule to the Companies Act 1929). 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.

*James Haine*  
104 Kings Road Bostle  
Lancashire  
Forwarding Agent.

One  
Ordinary

*John Manton Hughes*  
53, Southdale Rd  
Wolverhampton  
Liverpool  
Shipping Manager

One  
Ordinary

Dated this 28<sup>th</sup> day of February, 1938.

Witness to the above Signatures—

*Patrick Stone*

1 Anson Court - Liverpool

Solicitor

337651



The Companies Act 1929.

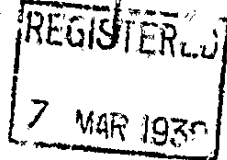


COMPANY LIMITED BY SHARES.

## Articles of Association

OF

## GREENSHIELDS, COWIE & CO. LIMITED.



### 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.

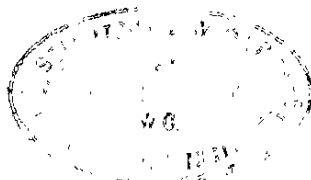
2. Clauses 19, 45, 47, 48, 50, 59, 61, 64, 65, 66, 72 and 82 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 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. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" where those words first occur.



5. Two thousand seven hundred and fifty of the shares in the original capital shall be preference shares, and, subject to the provisions of Clause 3 of Table A, such preference shares shall confer the right to a fixed cumulative preferential dividend at the rate of Five per cent. per annum upon the capital for the time being paid up or credited as paid up thereon, and the right in a winding up to the return of the capital paid up or credited as paid up thereon, together with all arrears of dividend and dividends accrued thereon to the date of repayment of such capital and not actually paid, whether earned or declared or not, before any return of capital is made on any other shares, but the holders of such preference shares shall not have the right to participate further in profits or assets in respect of such shares. The said preference shares shall only confer on the holders the right to attend and vote at General Meetings on any question directly affecting any of the rights or privileges attached to such shares and one vote per share.

6. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 3, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

7. 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.

#### TRANSFER OF SHARES.

8. No transfer of any share in the capital of the Company to any person not already 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. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer 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. The Directors may decline to register any transfer of any shares on which the Company has a lien. 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.

9. 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 personally present shall be a quorum.

10. 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.

11. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, 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.

#### VOTES OF MEMBERS.

12. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for or representative of a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

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

"GREENSHIELDS, COWIE & CO. LIMITED

"I,

"of

"in the County of

, being

"member of GREENSHIELDS, COWIE & CO. LIMITED,

"hereby appoint

"of

"or failing him,

"of

"as my proxy to vote for me and on my behalf

"at the [Ordinary or Extraordinary or Adjourned,

"as the case may be] General Meeting of the

"Company to be held on the day of

" , and at any adjournment

"thereof.

"Signed this day of

#### 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 six. The following shall be the first Directors of the Company, that is to say—John Douglas Greenshields, James Shaine and John Manlove Hughes.

15. So long as John Douglas Greenshields or his executors or administrators shall be the holder of not less than 751 ordinary shares in the Company, he or they shall have the right to nominate one Director, who shall be Chairman of Directors, and such Director shall have a right to veto any business of which he does not approve.

16. The remuneration of any Chairman and of the Directors shall be fixed by resolution of the Company in General Meeting, and shall be deemed to be ordinary business of the Company, and Clause 44 of Table A shall be treated as modified accordingly. Such remuneration shall be divided amongst the Directors as they may agree, or failing agreement, equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

17. Clause 69 of Table A shall be modified by substituting therein "the sum of £10,000" for "the issued share capital of the Company."

#### 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 becomes bankrupt or insolvent, or enters into any arrangement with his creditors.

(3) 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.

(4) 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 following provisions, namely: (1) 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, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract of service entered into by the Company with any Director or any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.



## 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.

## SECRETARY.

23. John Robert Curtis, of 33, Canville Boulevard, Bebington, in the County of Chester, Merchant's Clerk, shall be the first Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

## WINDING UP.

24. In a winding up the Liquidator 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 determined 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.

## INDEMNITY.

25. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.

---

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
 

---

*James Shaine*  
*104 Kings Road, Bootle, Lancashire.*  
*Forwarding Agent.*

*John Marlowe Hughes*  
*53 Seabrook Road*  
*Warrington*  
*Liverpool*  
*Shipping Manager.*

---

Dated this *28<sup>th</sup>* day of *February*, 1938.

Witness to the above Signatures—

*Park Stone*  
*1 Anson Court Liverpool*  
*Solicitor*

DUPLICATE FOR THE FILE

No. 337651



# Certificate of Incorporation

I Hereby Certify,

That

GREENHILL, CONIE & CO. LIMITED

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

Given under my hand at London this seventh day of March One

Thousand Nine Hundred and thirty-eight.

Assistant Registrar of Companies.

Certificate  
received by

Date

7/3/38