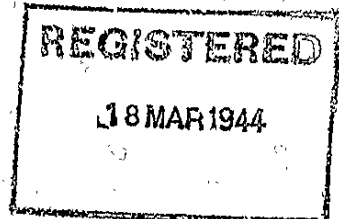


386288/1

Form No. 41.

# THE COMPANIES ACT, 1929.



A 5s.  
Company's  
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.

*Morcasia Coats*  
LIMITED.



The Solicitors' Law Stationery Society, Limited,  
Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

15 MAR 1944

259

I, Harry Chen  
of 10. Scholes Lane

Manchester

Lancashire

(a) He inserts:  
"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 Person

named in the Articles of Association  
as a Director

(9)

of Marcosia Coats Limited

Co. H.

Director, 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 Manchester

in the County of Lancashire

the 14<sup>th</sup> day of March 1944

Harry Chen

Before me,

C. O. Hodkin

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

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

# THE NOMINAL CAPITAL

OF

Morcosia Coats, Limited.

is £100, divided into 100.

Shares of One Pound each.

\*Signature

Bohen

Description

Director

Dated the

14<sup>th</sup>

day of

March

1944

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

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

386288/3

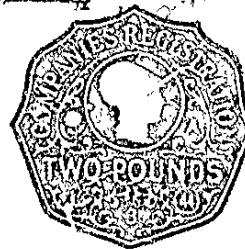
REGISTERED

18 MAR 1944

The Companies Act 1929.



COMPANY LIMITED BY SHARES.

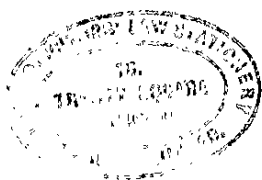


## Memorandum of Association

— OF —

## MORCOSIA COATS LIMITED.

1. The name of the Company is "MORCOSIA COATS 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 the business of manufacturers and merchants of mantles and costumes and all kinds of wearing apparel, and also the business of silk mercers, silk weavers, cotton spinners, cloth manufacturers, furriers, general drapers, haberdashers, hosiers, manufacturers, importers, and wholesale and retail dealers of and in textile fabrics of all kinds milliners, dressmakers, costumiers, corset makers, tailors, hatters, clothiers, outfitters, gloves, lace manufacturers, feather dressers, boot and shoe makers, manufacturers and importers, and wholesale and retail dealers, of and in all manufactured goods and materials, and generally to carry on, conduct, manage, and prosecute, any of the businesses hereby authorised in the same manner as businesses of a similar character are usually carried on and conducted or in such other manner as the Company may think necessary or expedient and either alone or in conjunction with any other trade, business or commercial operation which in the opinion of the Company may be incident or ancillary or conducive to the objects aforesaid or any of them and whether on account of the Company alone or with or for any other company or person.
  - (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.



259

15 MAR 1944

- (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 such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or 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.
- (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 employes or ex-employes of the Company 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 employes, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employes.
- (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 the business of the Company, 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  
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p  
s  
c

(O) T  
h  
i  
c

(P)

(Q)

(R)

- (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 undertake 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 calculated 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.
- (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.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 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, redeemable, cumulative 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.
<i>William Samuel Cohen</i> <i>265 Blackley New Road</i> <i>Manchester G.</i> <i>Mantle Manufacturer</i>	<i>One</i>
<i>Harry Chew</i> <i>10 Scholes Lane,</i> <i>Prestwich,</i> <i>Lancashire.</i> <i>Mantle Manufacturer</i>	<i>ONE</i>

Dated this *14* day of *March* 1944.

Witness to the above Signatures:—

*Herbert Harris*

*37. Peter Street*

*Manchester 2.*

*Accountant*

*The Companies Act 1929.*



NY LIMITED BY SHARES.



## Articles of Association

— OF —

REGISTERED

18 MAR 1944

## MORCOSIA COATS LIMITED.

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, 30 to 33, 45, 50, 54, 64, 66, 69, 72, 73 to 79, 82 and 101 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.

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.

4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution."

5. 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.

6. 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 Clause 3 hereof. 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.

7. 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.

8. 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, present in person or by proxy and entitled to vote at the meeting, or by any member so present and entitled who holds at least one-twentieth part of the issued 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 lost, or carried 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.

9. 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 five. The following persons shall be the first Directors of the Company:—

Samuel Cohen, Harry Cohen, Isaac Cohen, Michael Cohen.

10. 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 ceases to be a Director by virtue of the Companies Act 1929, Section 141.
- (3) If he absents himself from the meetings of the Directors 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.
- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (5) If he is found lunatic or becomes of unsound mind.
- (6) If he is prohibited from being a Director by any order made under any provision of the Companies Act 1929.

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

12. (1) A Director shall be capable of contracting or participating in the profits of any contract or proposed contract with the Company in the same manner as if he were not a Director, provided that previous to contracting or participating as aforesaid he shall declare the nature of his interest therein at a meeting of the Directors of the Company in manner required by Section 149 of the Companies Act 1929; (2) after he has become interested therein he may if he desires vote as a Director in respect of the contract or proposed contract or any matter arising thereout. A Director may vote as aforesaid in connection with 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 proposed allotment of shares or debentures to a Director.

13. 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.

14. The qualification of a Director shall be the holding of shares in the capital of the Company of a nominal value of not less than £1.

15. 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 properly called and constituted.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Samuel William Cohen  
265 Blackley New Road  
Manchester 9.  
Mantle Manufactures

Harry Cohen  
10 Scholes Lane,  
Prestwich.

Mantle Manufacturer. Lancashire.

---

Dated this 14<sup>th</sup> day of March 1944.

Witness to the above Signatures:—

Arthur Harris

of 14, New Street

Manchester 2.

Company Clerk

CERTIFICATE OF INCORPORATION

[Duplicate for File]

No.

**386288**

I HEREBY CERTIFY, that

**MORONGIA CO. LD. LIMITED**

is that it is incorporated under the Companies Act, 1929, and that the Company is limited.

Llandudno

~~xxxxxx~~  
this

eighteenth

March

Given under my hand at

One

thousand nine hundred and

forty-four

day of

*H. B. Tattersall*

For

Registrar of Companies.

Certificate)  
received by) .....

*Mr. B. J. S. S. S. S.*

Date .....

*20/3/44*

[173]