

444720

G.A. 28a. (No. 41.)

... of Company.

# The Companies Act, 1929.



A 5/-  
Companies  
Fee Stamp  
to  
be impressed  
here.

## Declaration of Compliance

the requirements of the Companies Act, 1929, on application for Registration  
of a Company, pursuant to Section 15 (2).

(See Footnote overleaf.)

of } *L. J. Nalmsley, Limited*  
pany }

ented by



I, Thomas James Halmsey

of 27 Craft Street Bolton

Freightage Contractor

Do solemnly and sincerely declare that I am a person named in the Articles of

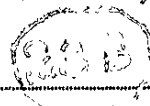
“a Director” or “the Secretary.”

Association as \*

Director

of

J. F. Halmsey



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 Bolton

this Eleventh day of October

One thousand nine hundred and forty-nine

before me.

Faith Holden

† or Justice of the Peace.

A Commissioner for Oaths † J. F.

Thos J Halmsey

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

NOTE.— This Declaration may also be made before a Justice of the Peace. If so made, the words “Commissioner for Oaths” should be deleted and the words “Justice of the Peace” inserted in place thereof.

NOTE.

Section 15 of The Companies Act, 1929.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by an enrolled Law Agent, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

No. of Company

444786

Form C.A. 24.



*T. J. Walmsley*

LIMITED

REGISTERED

6 NOV 1947

# 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*

M29. S1084 (v)



# The Nominal Share Capital

of the

J. J. Walmsley

LIMITED,

is £ 100, divided into 100 shares of £ 1

each.

Signature. *Thos J Walmsley*

Description. *Director*

Date. *11 October 1947*

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



444782

1.

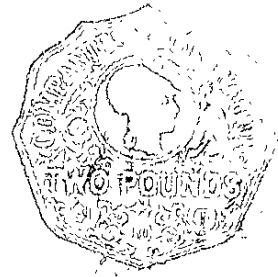
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

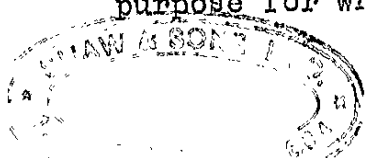
MEMORANDUM OF ASSOCIATION.

of

T.J. WALMSLEY LIMITED.



1. The name of the Company is "T.J. WALMSLEY 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 acquire and carry on in particular the business of Haulage Contractor heretofore carried on by Thomas James Walmsley at 27 Croft Street Bolton and for that purpose to enter into an agreement with the said Thomas James Walmsley in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.
  - (b) To carry on business as general agents and carriers for the transportation of passengers, livestock and goods by land, water and air, or any branch of such business; haulage cartage and removal contractors and depository proprietors, proprietors of garages and service stations, proprietors of motor buses, charabancs, taxi-cabs, lorries, wagons, carriages, and other public or private conveyances, tractors, traction engines, and agricultural implements and machines, railway and forwarding agents, commission and shipping agents, transport clearing house proprietors in all their branches, insurance agents, warehousemen, furniture depository proprietors, wharfingers, and to deal in petrol, gas, benzol, paraffin, oil, grease and all kinds of plant, machinery, apparatus, tools, utensils, fittings, accessories, substances, materials and things used in connection with vehicles or other means of locomotion.
  - (c) To establish and conduct a booking and ticket issuing bureau, and to issue therefrom tickets for travel by land, water or air, theatres and other places of amusement, and for any purpose for which tickets are usually issued.



- (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 40 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.

(21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

(22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.

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

(25) 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 £100, divided into 100 Shares of £1 each.



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.

*Thomas James Wamsley*

*one*

*27 Croft Street  
Poetou*

*Wallpaper Contractor*

*Evelyn Wamsley*

*one*

*27 Croft Street*

*Poetou*

*Married Woman*

Dated this

*11<sup>th</sup>*

day of *October*

*1917*

Witness to the above Signatures:-

*Wes Ferrard*

*15. Wood Street*

*Poetou*

*Incorporated Accountant*

444786 6.

THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION.

T.J. WALMSLEY 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.

3. The Directors of the Company shall at their first Board Meeting after the incorporation of the Company, take into consideration the draft Agreement referred to in the Memorandum of Association, a copy of which has been signed for identification by two of the subscribers of the Company's Memorandum of Association, and shall, if they approve the terms of such Agreement, enter on behalf of the Company into an Agreement in the terms of the said



draft, but with such modifications (if any) as the Directors may deem necessary or desirable for giving the Company the full benefit of such Agreement. No Member of the Company (either present or future) shall make any objection to the said Agreement, and all Members of the Company, present and future, shall be deemed to have assented to all the terms thereof. No promoter or Director shall be liable to account to the Company for any profit or benefit derived by him under the said Agreement.

#### INTERPRETATION OF ARTICLES.

4. 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.

5. 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.

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

COMMISSION

7. 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.

8. 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.

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

TRANSFER AND TRANSMISSION OF SHARES.

10. (a) 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.

#### FORM AND EFFECT OF TRANSFER.

11. 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.

12. 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.

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

ALTERATION OF CAPITAL.

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

GENERAL MEETINGS.

15. 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.

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

PROCEEDINGS AT GENERAL MEETINGS.

17. 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.

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

RESOLUTIONS AT GENERAL MEETINGS.

19. 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.

20. 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.

21. (a) 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.

22. Article 63 of Table A shall apply.

DIRECTORS.

23. (a) The number of the Directors of the Company shall not be more than 5 nor less than 2.

(b) The first Directors of the Company shall be Thomas James Walmsley and Ethel Walmsley.

DIRECTORS QUALIFICATION AND REMUNERATION.

24. (a) The qualification of a Director shall be the holding of at least 10 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.

(b) The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

(c) 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.

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

BORROWING BY DIRECTORS.

26. 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.

27. 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.

28. 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.

29. 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.

30. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of



his interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. A Director so interested, concerned or participating or entitled so to participate who has duly declared the nature of his interest in accordance with the provisions of this Article, shall be entitled to vote in respect of any such contract or arrangement.

#### ROTATION OF DIRECTORS.

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

#### PROCEEDINGS OF DIRECTORS.

32. 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.

33. 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.

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

#### DIVIDENDS AND RESERVE.

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

#### ACCOUNTS.

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

37. 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.

38. 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.

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

40. 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.

41. 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.

42. On a winding up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding up shall be applied (1) in paying back to the Members of the Company the amount of their paid up Capital in the order (if any) prescribed by the Company's Memorandum and Articles and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the Capital held by them respectively. If the assets shall be insufficient to repay the paid up Capital in full the loss shall be borne by the Members in proportion to the nominal Capital held by them respectively.

43. 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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Thomas James Walmsley  
27, Croft Street  
Bolton

Handage Contractor

Ethel Walmsley  
27, Croft Street  
Bolton

married woman

---

Dated this 11<sup>th</sup> day of October 1947

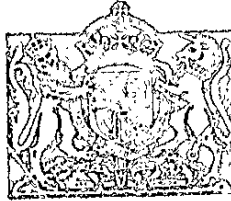
Witness to the above Signatures:-

Norman Yerrard  
15 Wood Street

Bolton  
Incorporated Accountant

DUPLICATE FOR THE FILE

No. 244786



# Certificate of Incorporation

I Hereby Certify, That

T.J. WALMSLEY LIMITED

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

Given under my hand at London this Sixth day of  
November One Thousand Nine Hundred and Forty-seven.

*[Signature]*  
Registrar of Companies.

Certificate  
received by



Date

7 NOV 1947

444786 ✓/57

THE COMPANIES ACT, 1948

## Special Resolution

### T. J. WALMSLEY LIMITED

FRIDAY, 28th SEPTEMBER 1973

At an EXTRAORDINARY GENERAL MEETING of the  
Company duly convened and held at Station House, Altrincham,  
Cheshire, on the above date the following SPECIAL RESOLUTION  
was duly passed :-

"That the name of the Company be changed to  
Pandoro Limited"

Dated this 28th day of September 1973.

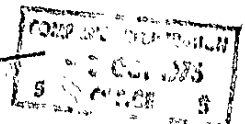
C. G. SMITH

Secretary.



Certified a true and correct copy

*[Handwritten signature]*



SECRETARY.

405718 Barclay



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 444766

58

I hereby certify that

**T. J. WALMSLEY LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**PANDORO LIMITED**

Given under my hand at London the

15th October 1973

*N. Taylor*  
(N. TAYLOR)

Assistant Registrar of Companies

Chartered Accountants

Bank House  
Charlotte Street  
Manchester M1 4BX  
Telephone 061-236 9565  
Telex 666383

Our ref: 23/IMJ/AMT

PRIVATE AND CONFIDENTIAL

5th August 1985

C. G. Smith, Esq.,  
Company Secretary,  
Pandoro Limited,  
Station House,  
Stamford New Road,  
ALTRINCHAM.  
Cheshire.

Dear Sir,

In accordance with Section 390 of the Companies Act 1985, we are writing to tender our resignation as auditors to the company.

We confirm that there are no circumstances connected with our resignation that we consider should be brought to the attention of the members or the creditors of the company.

Yours faithfully,

*Deloitte Haskins & Sells*



THE COMPANIES ACTS  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS

of

PANDORO LIMITED

Passed 22nd December 1993

At an Extraordinary General Meeting of the Company duly convened and held on 22nd December 1993 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. That the authorised share capital of the Company be and it is hereby increased from £100 divided into 100 shares of £1 each to £5,000,000 by the creation of an additional 4,999,900 shares of £1 each, to rank pari passu with the existing shares of £1 each.
2. That for the purpose of Section 80 of the Companies Act 1985 the Directors for the time being of the Company are hereby authorised to allot up to the nominal amount of unissued share capital as created by the increase in share capital as set out in Resolution 1 above, such authority to remain in force for a maximum period of five years from the date hereof.
3. That the Directors for the time being of the Company be authorised to allot equity securities (as defined in the Companies Act 1985) pursuant to the authority given to them by Resolution 2 above as if Section 89 (1) of the Companies Act 1985 did not apply to such allotment.



A handwritten signature in black ink, appearing to be 'D. J. ...', written over a dotted line.

.....  
Chairman of the Meeting



**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in block type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

[ ] [ ] [ ] [ ]

444786

Name of company

• PANDORO LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 22ND DECEMBER 1993 the nominal capital of the company has been  
increased by £ 4,999,900 beyond the registered capital of £ 5,000,000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

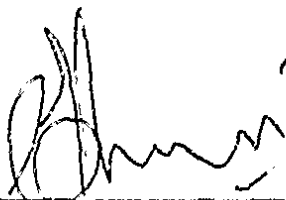
A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

RANKING PARI PASSU WITH EXISTING SHARES

Please tick here if  
continued overleaf†Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed



Designation: Secretary

Date 23.12.93

Presentor's name, address and  
reference (if any):

For official use

General section:

Post room



The Solicitors' Law Stationery Society Ltd, Oyez House, 27 Crimscott Street, London SE1 6TS

Companies G123

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