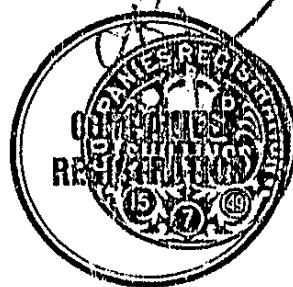
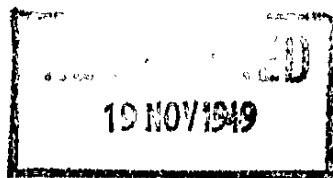


Number of
Company

475170/1

Form No. 41.

1948
THE COMPANIES ACT, 1929.



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

ASSOCIATION of DISPLAY PRODUCERS
and SCREEN PRINTERS ASSOCIATION
LIMITED.

at by

FULE & COOK

157 CITY ROAD,

LONDON, E.C.1.

The Solicitors' Law Stationery Society, Ltd.
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1
15 Hanover Street, W.1; 55-59 Newhall Street, 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

J. Edgar Alfred Abbott Cooke
of 137 Ledy Road in the County of London

(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

and } of ~~Association of~~ DISPLAY PRODUCERS and
and } ~~the~~ SCREEN PRINTERS ASSOCIATION

Limited, and that all the requirements of the Companies Act, ¹⁹⁴⁸ 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.

Declared at *210 Baker Street*
in the County of London

the *14* day of *June* 19*49*

Before me,

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

J. E. A. Cooke
Re-declared at *11/12 Finsbury Square*
in the County of London
the *14* day of November 19*49*

Before me
Geoffrey M. Phipps
A Commissioner for Oaths

475170/2



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

RECEIVED
19 NOV 1949



Memorandum of Association

OF

~~Association of Display Producers and~~ ~~Silk Screen Printers~~ ^{ASSOCIATION} Limited.

1. The Name of the Company (hereinafter called "the Association") is "~~ASSOCIATION OF DISPLAY PRODUCERS AND SILK SCREEN PRINTERS LIMITED~~".

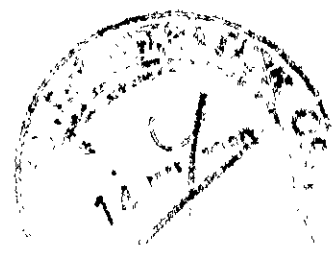
2. The Registered Office of the Association will be situate in England.

3. The Objects for which the Association is established are:—

(A) To acquire and take over all or any of the assets and liabilities of the unincorporated body known as "Association of Display Producers and Silk Screen Printers."

(B) To establish, maintain and operate an organisation for the development of all branches of the Display Producing and Silk Screen Printing Industry and all Trades and Industries allied thereto (hereinafter referred to as "the said Industries") and to act as Agents for persons, firms, companies, associations or corporations engaged in the said Industries; and generally to do all such acts and things as may be deemed expedient for the purpose of furthering the interests of such persons, firms, companies, associations or corporations.

(C) To protect and assist Members in all ways affecting or relating to their respective businesses in the said Industries; to enter into agreements and undertakings on their behalf; and to appoint individuals to represent them and/or the said Industries or any Section or Sections thereof on Councils, Committees, Deputations, Panels and other bodies.



- (D) To regulate the inter-relationship of Members.
- (E) To provide for the consideration and settlement of all matters which may arise affecting the said Industries.
- (F) To represent and promote the interests and advancements of the said Industries (and in particular but without prejudice to the generality of the foregoing to promote and encourage the wider use of Commercial Display and Silk Screen Printing of all kinds) both at home and abroad.
- (G) To represent and safeguard the interests of Members in all matters arising out of the relations between employers and their employees and in furtherance of that object:
 - (a) To conduct negotiations and enter into Agreements and Contracts with Trade Unions or other appropriate Organisations representing employees; and
 - (b) To provide for and take part in joint consultation with other Employers' Organisations and to participate in any joint action which may be decided upon with them.
- (H) To take such steps as may be deemed necessary or expedient to ensure the maintenance and furtherance of standards of quality and conduct in the said Industries and in particular, but without prejudice to the foregoing generality, to formulate and impose Codes of Standards relating to the said Industries or any Section or Sections thereof.
- (I) To provide for the use and benefit of persons, firms, companies, associations or corporations engaged in the said Industries a technical advisory service in respect of all matters connected with the said Industries.
- (J) To carry out researches, investigations and experimental work of every description, and to improve and promote technical education, training and knowledge in relation to all matters connected with the said Industries.
- (K) To provide facilities for the encouragement and development of inventions and improvements in connection with the said Industries.
- (L) To educate and train technicians, experts, organisers, and others in furtherance of the objects of the Association in such manner and by such means as the Association may from time to time determine, and to pay all expenses in connection therewith, and to employ such technicians, experts, organisers and others at such salaries as the Association may determine, and to enter into such arrangements or agreements with such per-

sons as may be deemed desirable in connection with any of the objects of the Association.

- (M) To collect and compile and to circulate among persons, firms, companies, associations and corporations engaged in the said Industries information and statistics of every description relating to the said Industries.
- (N) To initiate, hold, direct, manage and take part in exhibitions, shows, displays, conferences, congresses, festivals, meetings and other gatherings for the purpose of advancing any of the objects of the Association.
- (O) To promote or assist in the formation of organisations similar to the Association in other parts of the British Empire and in foreign countries.
- (P) To co-operate with, or be a member of or affiliated to, or to affiliate to the Association, any Organisation having similar objects to, or whose objects and interests are in any way connected with, the objects of the Association.
- (Q) To enter into such arrangements as may be deemed expedient with a view to enabling persons, firms, companies, associations and corporations engaged in the said Industries to collaborate and negotiate with Government and Ministerial Departments in connection with matters affecting the said Industries.
- (R) To advocate such legislative, economic and financial reforms as may be conducive to the attainment of any of the objects of the Association.
- (S) To promote, support or oppose Bills in or Acts of Parliament or other public, private or local legislation and Charters, or to seek to obtain the modification of existing Acts or Charters in furtherance of all or any of the objects of the Association.
- (T) To render assistance to candidates in any parliamentary, municipal or other election.
- (U) To print and publish or purchase any copyright in or otherwise acquire any books, journals, newspapers, periodicals, books or leaflets or any interest therein, and to undertake any propaganda, and to advertise in any manner that the Association may think desirable for the promotion of its objects; and to assist or pay authors, professors, translators, publishers, and lecturers in, for, or towards the preparation, publication and the reading of books, journals, statistics and papers, and promoting discussions thereon, and the giving of lectures and courses of instruction calculated to promote any of the objects of the Association.

- (V) To take such steps by personal or written appeals, public meetings, film performances, advertisements or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association by way of donations, annual subscriptions or otherwise, and for that purpose to employ and pay such representatives, canvassers or other persons as may be expedient.
- (W) To form and maintain any library or libraries of books, films or other visual materials of assistance towards promoting the objects of the Association or of interest to its Members.
- (X) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (Y) To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Association with a view to the promotion of its objects; and to sub-let, hire or lend all or any part of any property or premises which the Association may have taken or lease.
- (Z) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to the attainment of its objects.
- (AA) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit, and particularly by the issue of, or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Association, or by mortgage or charge of the whole or any part of the property of the Association.
- (BB) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (CC) To lend money to or guarantee the contracts of any person, firm, company, association or corporation on such terms as may seem expedient, and the lending or guaranteeing of which is in any way deemed to be likely to

promote the objects of the Association, and to take or otherwise acquire or hold shares and securities of any company, association, or corporation carrying on business capable of being conducted so as directly or indirectly to benefit the Association.

(DD) To remunerate any person, firm, company, association, or corporation for services already rendered or to be rendered to the Association in or about the formation and incorporation of the Association and the dissemination of the doctrines to be promoted by the Association or otherwise in or about the promotion of the objects of the Association.

(EE) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions, or to subscribe or guarantee money for charitable, benevolent or political purposes in any way connected with the purposes of the Association or calculated to further its objects.

(FF) To grant any pension or allowance to or to make payments towards insurance of any employee or ex-employee or officer of the Association.

(GG) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Association.

(HH) To make such rules and by-laws as to the Association seem fit and from time to time rescind or vary any such rules and by-laws and make others in their stead.

(II) To do all the above things and such other lawful things as are incidental or conducive to the attainment of the above objects or any of them in any part of the world.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration

to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association, nor the payment to any member of a reasonable and proper stipend as professor, teacher, lecturer or scholar, nor, under proper safeguards as to the application thereof, the granting of assistance to any member in making or furthering any invention or preparing or publishing any statistics, books or other information, nor the indemnifying of or making a grant to any member in respect of expenses incurred in representing the Association on any commission, committee or conference, nor prevent the payment of interest at a rate not exceeding Six per cent. per annum on money lent, or reasonable and proper rent for premises demised or let, by any member to the Association.

5. The Liability of the Members is Limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound.

7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

DATED this 14th day of June 1949

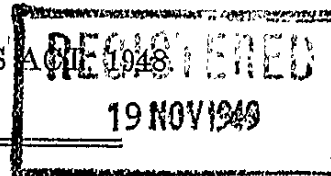
Witness to the above Signatures:—

137 City Road London E.C.1.

475170 / 3



THE COMPANIES ACT 1948



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL.

Articles of Association

OF

~~Association of Display Producers and~~
~~Silk Screen Printers~~ ^{ASSOCIATION} Limited.

PRELIMINARY.

1. (A) In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS.	MEANINGS.
The Act ...	The Companies Act, 1948.
These presents...	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Association.
The Executive Council ...	The Executive Council for the time being of the Association.
Month ...	Calendar month.
In writing ...	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

(B) The provisions of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

(C) The Association is established for the purposes expressed in the Memorandum of Association.

2. In such of the Regulations contained in Table A Part I in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), as are by these Articles adopted by the Association, the word "Association" shall be deemed to have been substituted for the word "Company" and all references to the Board of Directors or to the Directors shall be read and construed as references to the Executive Council and the Members thereof. Such of the Regulations in Table A as are not adopted by these Articles shall not apply to the Association.

MEMBERSHIP.

3. The Association for the purpose of registration, is declared to consist of Five Hundred Members. The Executive Council hereinafter mentioned may, whenever the business of the Association requires it, register an increase of Members.

4. The first Members of the Association shall be :—

(A) The Subscribers hereto; and

(B) Every person who was at the date of the incorporation of the Association a Member of the unincorporated Association known as "Association of Display Producers and Silk Screen Printers" and who shall on or

before the 31st day of October, 1949, or such extended period as the Executive Council may determine, sign and deliver to the Secretary of the Association an application for Membership in such form as shall be approved by the Executive Council.

5. Other Members shall be such persons, firms, companies, associations and corporations as are admitted to Membership by the Executive Council, subject to any Rules of the Association to be made in the manner provided by Article 33 hereof.

6. The rights of a Member as such shall be personal, and shall not be transferable. Any Member may (subject to the Rules of the Association for the time being in force) resign by giving three calendar months' notice in writing to the Association of his intention to do so, and upon the expiration of such period he shall cease to be a Member.

GENERAL MEETINGS.

7. A General Meeting shall be held once in every calendar year at such time and at such place as may be determined by the Executive Council. In default of a General Meeting being so held, a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Executive Council. The before-mentioned General Meetings shall be called " Ordinary General Meetings "; all other General Meetings shall be called " Extraordinary General Meetings."

8. The Executive Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by Section 132 of The Companies Act, 1948, and by the Rules for the time being of the Association.

PROCEEDINGS AT GENERAL MEETINGS.

9. Clauses 50 and 51 of Table A shall apply.

10. Clause 52 of Table A shall apply, except that the words " declaring a dividend " shall be deemed to be omitted.

11. No business shall be transacted at any General Meeting unless a quorum of Members is present at the commencement of the business. Save as provided by Clause 54 of Table A, seven Members personally present and entitled to vote shall be a quorum.

12. Clauses 54, 55, 56 and 57 of Table A shall apply.

13. 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 five Members present in person or by proxy and entitled to vote and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the Book of Proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

14. Clauses 59, 60, and 61 of Table A shall apply.

VOTES OF MEMBERS.

15. On a show of hands or on a poll every Member present in person or by proxy shall have one vote.

16. Clauses 64, 66 and 67 of Table A shall apply.

17. 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 firm, company, association or corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member or Officer of the Association.

18. Clauses 69, 70, 71 and 72 of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

19. Any firm, company, association or corporation which is a Member of the Association may by resolution of its Directors or other governing body authorise such Member or officer of the firm, company, association or corporation as it thinks fit to act as its representative at any Meeting of the Association or of any class of Members of the Association, and the person so appointed shall be entitled to exercise the same powers on behalf of the firm, company, association or corporation as it could exercise if it were an individual Member of the Association.

EXECUTIVE COUNCIL.

20. Unless and until the Association in General Meeting shall otherwise determine, the number of Members of the Executive Council shall not be less than twelve nor more than twenty-five.

21. The first Members of the Executive Council shall be:—
LT.-COL. WINSTAN GORDON, F.R.S.A., ANTONY WILLIAM JAMES LINDSELL-STEWART, FREDERICK JOHN LEMAY, F.R.S.A., HERBERT LESLIE PARSONS, JAMES WILLIAM STAGG, HARRY LEWIS MOORE, ROBERT FOSTER, HAROLD KENDRICK MIDDLETON, HAROLD GARETH SCOTT, JOHN HEDLEY FLOYD, THOMAS GEORGE HARLING WILEY, HENRY SAMUEL ROBERT ROWLAND.

22. Clauses 80, 81, 82, 85, 86 and 113 of Table A shall apply.

23. All the Members of the Executive Council shall retire from office on the Thirty-first day of January in each year.

24. All retiring Members of the Executive Council shall be eligible for re-election.

25. Before the Thirty-first day of January in each year, the Members of the Executive Council for the ensuing year shall be elected in accordance with the Rules of the Association to be made as provided by Article 33 hereof.

26. The Association may from time to time in General Meeting increase or reduce the number of Members of the Executive Council.

27. Clauses 95, 96 and 97 of Table A shall apply.

28. A Member of the Executive Council may hold any other office under the Association (other than that of Auditor) in conjunction with his office as a Member of the Executive Council, and on such terms as to remuneration and otherwise as the Executive Council may arrange.

29. The Association may make contracts with any Member of the Executive Council or with any corporation, association, company, firm of which a Member of the Executive Council is a Member, and such Member of the Executive Council shall not be accountable for any profit made by him in respect of any such contract, but the nature of his interest must be declared in the manner required by Section 199 of The Companies Act, 1948. A Member of the Executive Council may vote as such in respect of any contract in which he is interested or any matter arising therefrom.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COUNCIL.

30. The office of a Member of the Executive Council shall be vacated:—

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he cease to be a Member of the Association in accordance with these Articles or the Rules of the Association.
- (D) If he become prohibited from being a Member of the Executive Council by reason of any order made under Section 188 of The Companies Act, 1948;
- (E) If he give the Association one calendar month's notice in writing that he resigns his office.

PROCEEDINGS OF EXECUTIVE COUNCIL.

31. Clauses 98 to 105 (both inclusive) of Table A shall apply.

32. A resolution signed by all the Members of the Executive Council for the time being shall be as valid and effectual as if it had been passed at a Meeting of the Executive Council duly called and constituted.

RULES.

33. The Association in General Meeting may from time to time on the recommendation of the Executive Council make Rules regarding the admission, conduct and expulsion of Members, and the persons, firms, companies, associations and corporations eligible for Membership and the division of the Members into separate classes, groups or sections of Members and as to entrance fees and subscriptions (if any) to be paid by the Members, or any class, group, or section of Members, and as to nominations by Members, or classes, groups, or sections of Members, of persons for election to Membership of the Executive Council, and as to matters generally in relation to the Association, and may at any time vary or annul any Rules so made; and all Rules so made and for the time being in force shall be binding on the Members of the Association and shall have full effect accordingly: Provided always that no Rule shall be made under this Article which would amount to such an addition to or alteration of these Articles as could only legally be made by Special Resolution.

ACCOUNTS.

34. Clauses 123 to 127 (both inclusive) of Table A shall apply.

AUDIT.

35. Clause 130 of Table A shall apply.

NOTICES.

36. A notice may be given by the Association to any Member, either personally or by sending it by post to him to his registered address.

37. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and, unless the contrary is proved to have been effected twenty-four hours after the time when the letter containing the same was posted.

38. A Member who has no registered address in the United Kingdom shall not be entitled to receive any notices from the Association.

SECRETARY.

39. Clauses 110, 111 and 112 of Table A shall apply. The first Secretary of the Association shall be Alfred George Green, F.S.A.A., F.T.I.L., and the Executive Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Signatures	Addresses	Occupations
Winstan Cradon	39 Pingleton Rd Kensal. Balford 7	Display Producer
Abt L. James Smith	24. Thwell Drive Cusker Park	Designer
Harry Lewis Moore	11 Alvanley Court Finchley Rd. N.W.3.	Poster Manufacturer.
Thomas George Herby J. Day	Blanc Place Leamington	Display Designer Company Director
Frederick John LeMay	4 Clifton Road Ilford Essex	Culinary Consultant
John H. Ford	Cross House. The Green Godmington. Glos.	Designer.
Harold Garch Stok.	55. Palace Road. East Molesey. Surrey.	Manufacturer in Laminated Paper.
Robert Foster	2. St. Dunstons Ave Acton. W.3.	Silkscreen Printer
Harry Samuel Robert Rowland.	4. Robert Street, Regent Park, London N.W.1.	Designer.
James William Gray	Thatched Knights Hill Barr Common NR Walsall Staffs	Display Designer
Harold Kendrick Wendell	35 Kingsway Buckbury Oxon.	Silk Screen Printer

DATED this 14th day of June 1949

Witness to the above Signatures:—

Edw Cooke
137 City Road London E.C.1.

DUPLICATE FOR THE FILE.

No. 475170



Certificate of Incorporation

I Hereby Certify, That

DISPLAY PRODUCERS AND SCREEN PRINTERS ASSOCIATION,
LIMITED

is this day Incorporated under the Companies Act, 1948
and that the Company is Limited.

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

[Signature]
Registrar of Companies.

Certificate
received by }

[Signature]

Date

21 NOV 1949