

NO. 529122

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THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
NEW
(Adopted the 8th March, 1976)
OF

WADDINGTONS LIMITED

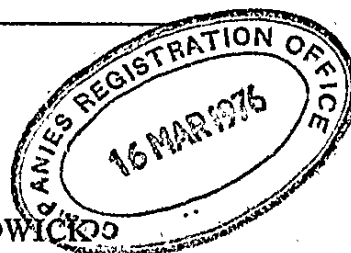
HEPWORTH & CHADWICK

Solicitors

GUILDFORD CHAMBERS

111 THE HEADROW

LEEDS LS1 5JP



certified correct and up-to-date
Leahurst, Secretary
11/10/76

No. 529122



Certificate of Incorporation

I Hereby Certify, That

WADDINGTONS LIMITED

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

Given under my hand at London this Eleventh day of

February, One Thousand Nine Hundred and Fifty Four

A handwritten signature in dark ink, appearing to read 'G. H. Jones', written in a cursive style.

Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

AND

ORDINARY RESOLUTION

OF

WADDINGTONS LIMITED

Passed the 8th day of March 1976

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Wakefield Road, Leeds LS10 3TP on Monday the eighth day of March 1976 the following were passed as Special Resolutions and an Ordinary Resolution respectively:-

SPECIAL RESOLUTIONS

1. That the Regulations contained in the printed document put before this Meeting and for the purposes of identification signed by Mr. N.E. Hodgson be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of all the existing Articles of Association of the Company.

2. That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered -

(a) by deleting from paragraph (1) of Clause 3 thereof the words "and to give guarantees or become security for any such persons, firms or companies".

(b) by the addition of the following paragraph immediately after paragraph (1) of clause 3 thereof -

"(1) (1) To guarantee or provide security for, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company, or by both such methods, the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares debentures or other securities, of any person firm or company including in particular (without limiting the generality of the foregoing) any company which is for the time being (within the meaning of Section 154 of the Companies Act 1948) a holding company of the Company or another subsidiary of any such holding company or is otherwise associated with the Company in business".

ORDINARY RESOLUTION

That the capital of the Company be increased from £100 divided into 100 Ordinary Shares of £1 each to £1,750,000 divided into 1,750,000 Ordinary Shares of £1 each to rank pari passu as one class with the existing Ordinary Shares of £1 each.

N.E. Hodgson
N.E. Hodgson
Chairman

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WADDINGTONS LIMITED

The name of the Company is "WADDINGTONS LIMITED".

The Registered Office of the Company will be situate in England

The objects for which the Company is established are:-

- (a) To carry on all or any of the businesses or printers, stationers, lithographers, type-founders, stereo-typers, electro-typers, photographic printers, photo-lithographers, chromo-lithographers, engravers, die-sinkers, book-binders, designers, draughtsmen, paper and ink manufacturers, booksellers, publishers, advertising agents, engineers, and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them, or in any way connected therewith.
- (b) To carry on the business of manufacturers of and dealers in paper of all kinds, and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including cardboard railway and other tickets, mill boards, and wall and ceiling papers.
- (c) To carry on business as proprietors and publishers of newspapers, journals, magazines, books, publications and other literary works and undertakings.

- (d) To carry on all or any of the businesses of timber merchants, foresters, lumbermen, joiners, carpenters, wood turners and carvers, cabinet makers, general wood-workers, sheet metal and tinsplate makers and workers, metal founders, converters, welders, rollers, forgers and polishers, platers, tinner, japanners, galvanisers, annealers, enamellers, radiator and boiler makers and repairers, gas, electrical, heating, mechanical and general engineers, painters, decorators, glaziers, plumbers, builders, builders' merchants and general factors, contractors, carters and carriers, merchants, traders and warehousemen.
- (e) To manufacture, import, export, repair, fit, instal and deal by wholesale and retail in all kinds of articles, materials, substances, commodities and things which may be required for the purposes of the above-mentioned businesses or any of them or are commonly supplied by or dealt in by persons engaged in any of such businesses or which may seem capable of being profitably dealt with in connection therewith or likely to be required by customers of or persons having dealings with the Company.
- (f) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (g) To purchase or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works machinery, plant or things and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

- (h) To purchase or by other means acquire, and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, copyrights, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (i) To acquire and undertake the whole or any part of the business, good-will and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this company is authorised to carry on and, as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits or for co-operation, or for limiting competition or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or Securities that may be agreed upon, and to hold and retain or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock or Securities so received.
- (j) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (k) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (l) To lend and advance money or give credit 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.
- *(11) To guarantee or provide security for, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company, or by both such methods, the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares debentures or other securities, of any person firm or company including in particular (without limiting the generality of the foregoing) any company which is for the time being (within the meaning of Section 154 of the Companies Act 1949) a holding company of the Company or another subsidiary of any such holding company or is otherwise associated with the Company in business.
- (m) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

* Added by Special Resolution duly passed on 8th March 1976

- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (o) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (q) To remunerate any person, firm or company rendering services to this Company whether by cash payment or by the allotment to him or them of Shares or Securities of the Company credited as paid up in full or in part or otherwise.
- (r) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or company, to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.

- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company, or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (t) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or Place.
- (u) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (v) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

- (w) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

- 4. The Liability of the Members is Limited.
- * 5. The Share Capital of the Company is One Million Seven Hundred and Fifty Thousand Pounds divided into One million Seven Hundred and Fifty Thousand Shares of £1 each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of Capital, or otherwise, as the Company may from time to time determine; provided always that if and whenever the Capital of the Company is divided into Shares of different classes the rights and privileges of any such class may be modified, varied or abrogated in manner set out in the Articles of Association of the Company for the time being.

* The authorised share capital was increased to £1,750,000 from £100 by an Ordinary Resolution duly passed on 8 March 1976

WE, the several persons whose Names, Addresses and Descriptions 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
FREDERICK MELVILLE STEPHENS LINTON BURY, LINTON, NR. WETHERBY. STOCKBROKER	ONE
ROBERT EVERARD CHADWICK THE HEADROW LEEDS 1 SOLICITOR	ONE

Dated the 3rd day of February 1954

Witness to the above Signatures

D. SCARGILL,
 5 INGLE AVENUE,
 MORLEY

Chartered Secretary

THE COMPANIES ACTS 1948 to 1967

Company limited by Shares

NEW ARTICLES OF ASSOCIATION

OF

WADDINGTONS LIMITED

(Adopted by Special Resolution on the 8th
day of March, 1976)

TABLE "A"

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these articles the regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company. Subject as aforesaid references herein to Table "A" shall mean references to the regulations in Part I of Table A aforesaid.

SHARES

2. Subject to any direction to the contrary that may be given by the Company in general meeting all unissued shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

Still Private

3. If any such separate general meeting as is referred to in Regulation 4 of Table "A" shall be adjourned owing to the absence of a quorum and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting those holders of shares of the class concerned who are present shall be a quorum.

CALLS ON SHARES

4. In Regulation 15 of Table "A" the words "except in so far as may be otherwise agreed between the Company and any member in the case of the shares held by him" shall be deemed to be inserted immediately after the words "Provided that".

GENERAL MEET. NGS

5. Subject to the provisions of the Act a Resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed Attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their Attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a Director or the Secretary thereof or its duly appointed Attorney. Regulation 5 of Part 11 of Table "A" shall not apply.
6. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and regulation 58 of Table "A" shall be construed accordingly.

BORROWING POWERS

7. The proviso to regulation 79 of Table "A" shall not apply to the Company.

DIRECTORS

8. Unless and until determined by the Company in general meeting the number of Directors shall be not less than two.
9. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Regulation 84 of Table "A" shall be construed accordingly.
10. Any Director who by request performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.
11. Each Director shall have the power by writing under his hand to nominate (1) any other Directors, or (2) any person approved for that purpose by the other Directors, to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents, Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director.
12. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for

the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any such person to be a Director.

13. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table "A") hold office until he is removed pursuant to the last preceding Article. Regulations 89 to 97 (inclusive) of Table "A" shall not apply.
14. A Director shall require no shareholding qualification but shall be entitled to attend and speak at General Meetings.
15. (i) The Directors shall have power at any time and from time to time to establish such Local Boards as they think fit in the interests of the Company to manage any of the affairs of the Company or any one or more branch or division of the Company and may appoint any persons to be members of such Local Board who shall be called "Local Directors".
 - (ii) The Directors may fix the remuneration of such Local Directors, define and limit their powers, authorities, discretions and duties from time to time, delegate to any such Local Board any of the powers authorities and discretions vested in the Directors and, as the Directors shall think fit, vary or annul such delegation and remove without notice any person appointed as a Local Director.
 - (iii) The Local Boards for the time being and each Local Director shall be subject to and comply with all regulations and requirements concerning them made by the Directors but, subject to the foregoing, the Local Boards and Local Directors for the time being shall, each in the locality over or in which their respective powers, authority and duties extend, be empowered to manage that part of the business

of the Company over which their said powers authority and duties extend and exercise therefor all powers of the Company which are not required by the Company's Articles of Association or by law to be exercised by the Company in general meeting or by the Board of Directors.

(iv) Each member of a Local Board shall be entitled to receive notice of and attend all meetings of the Local Board concerned but (unless he is also a Director of the Company) shall not be entitled to receive notice of or attend meetings of the Directors of the Company. Any Local Director shall be entitled to describe himself as such and, in signing any document which he is authorised to sign in his capacity as a Local Director shall always after his signature add the words "Local Director" and (where the heading or title of such document does not make absolutely clear to which branch or division it relates) the name of the Branch or division of the Company managed by such Local Board.

PROCEEDINGS OF DIRECTORS

10. A Resolution in writing signed by all Directors shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table "A" shall not apply.

PENSIONS AND ALLOWANCES

17. The board may grant retiring pensions or annuities or other allowances, including allowances on death, to any persons or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwith-

standing that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purpose in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

WINDING UP

18. Regulation 135 of Table "A" shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how such division" and the word "members" was substituted for the word "contributories".

INDEMNITY

19. In Regulation 136 of Table "A" there shall be inserted after the words "any proceedings" the words "relating to his conduct as an officer of the Company".

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

FREDERICK MELVILLE STEPHENS
LINTON BURY
LINTON
NR. WETHERBY

STOCKBROKER

ROBERT EVERARD CHADWICK
THE HEADROW
LEEDS 1

SOLICITOR

DATED this 3rd day of February 1954

Witness to the above Signatures

D. SCARGILL
5 Ingle Avenue
MORLEY

Chartered Secretary