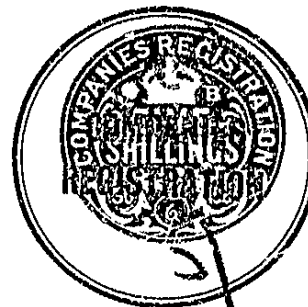
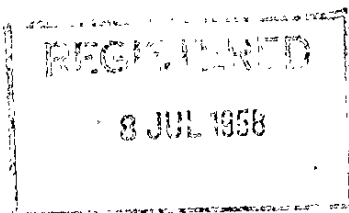


# THE COMPANIES ACT 1948.



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.

NORROSE SERVICE COMPANY  
~~XXXXXXXX~~

Presented by

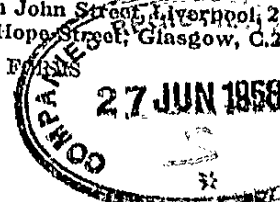
Norton, Rose & Co.,

116 Old Broad Street,

LONDON, E.C.2.

The Solicitors' Law Stationery Society, Limited  
22 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;  
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, CHRISTOPHER JOHN ARNOLD DILON

of 116 Old Broad Street,

LONDON, E.C.2.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am ("a")

a Solicitor of the Supreme Court engaged in the

formation

of

NORROSE SERVICE COMPANY

limited,

And that all the requirements of the Companies Act, 1948, 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 Gresham House,

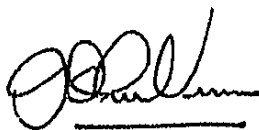
Old Broad Street, in the City of

London

the 27th day of June,

one thousand nine hundred and fifty-eight.

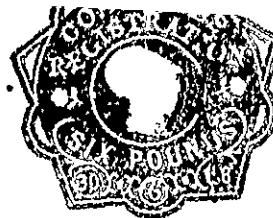
Before me,



C. J. A. Dixon



UNLIMITED COMPANY HAVING A SHARE CAPITAL.



## Memorandum of Association

OF  
NORROSE SERVICE COMPANY  
LIMITED.

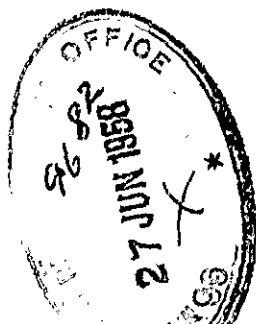


1. The name of the Company (which shall not be changed without the consent of the Council of The Law Society) is "NORROSE SERVICE COMPANY".

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

3. The object for which the Company is established is to provide Norton, Rose & Co. or its successors, in title (hereinafter called "the Firm") carrying on the practice of Solicitors at 116 Old Broad Street, London, E.C.2. or elsewhere or any associated firm the partners in which consist solely of partners in the Firm on such terms as may be mutually agreed with all such services (including the provision and equipment of office premises) as may be necessary for the efficient conduct of the Firm's business Provided that the Company shall not either as principal or agent transact any business or perform any services of a nature which by statute or rules of practice are restricted to a Solicitor or accept any remuneration, fees or other consideration in respect of such business or services and as ancillary to the foregoing object to do all or any of the things and matters following, namely :-

- (A) Subject as hereinafter provided to purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may be necessary or convenient for the business of the Company, and to sell, develop, lease, let on hire, licence, turn to account and otherwise deal with the same in such manner as may be thought expedient.
- (B) To engage and to remunerate such staff as the Firm may require for the carrying on of its practice and to hire or otherwise make available to the Firm the services of such staff: Provided always that the Company shall not employ any person who is the subject of an Order made under Sections 36 and 38 of the Solicitors Act 1957 or any Act or regulation amending or replacing the same.
- (C) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.

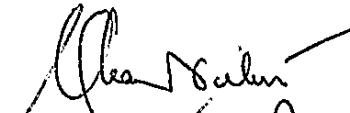


- (D) To advance, deposit or lend money, securities and property to or with such persons and on such terms as may seem expedient; to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange promissory notes and other negotiable and transferable instruments.
- (E) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined and to place any such moneys on deposit with bankers or financial or mercantile houses or companies.
- (F) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object.
- (G) To grant pensions or gratuities to any members or employees or ex-members or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or of the Firm or its predecessors in the said practice, or the relations, connections, or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.
- (H) To distribute among the members of the Company in specie any property of the Company.
- (I) To purchase or otherwise acquire the shares or interests in the Company of any member of the Company.

Provided always (i) that the Company is prohibited from carrying on the practice of a Solicitor or from rendering any service whatsoever to any person firm or company other than to the Firm or another firm the partners of which consist solely of partners in the Firm and (ii) that the Company and its members shall comply with any directions or rules issued by the Council of The Law Society and affecting the Company.


4. Membership of the Company shall be restricted to the Partners of the Firm who shall themselves be members of The Law Society and the holders of current practising Certificates as Solicitors of the Supreme Court and any purported admission of any other person to membership of the Company shall be void.

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
 W. CHARLES NORTON 116 Old Broad Street E.C.2 Solicitor	one
P. M. Ainslie P.M. Ainslie 116 Old Broad Street E.C.2 Solicitor	one

D A T E D this 27<sup>th</sup> day of June, 1958

WITNESS to the above Signatures -

 J.E. Norton  
116 Old Broad Street  
London E.C.2  
Solicitor



UNLIMITED COMPANY HAVING A SHARE CAPITAL



## Articles of Association

OF

NORROSE SERVICE COMPANY

PRELIMINARY.

REGISTERED

8 JUL 1958

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "the Act"), including such of the regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company, shall apply to the Company so far as the same are not excluded or varied hereby. The following regulations of the said Table A (hereinafter called "Table A") shall not apply to the Company viz: Regulations 40 to 46 inclusive, 75, 79, 84 (2), 84 (4), 89 to 94 inclusive and 128 of Part I thereof.

2. The Company is a Private Company within Section 28 of the Act.

3. The number of members with which the Company proposes to be registered is twenty, but the Directors may from time to time register an increase of members.

### SHARES.

4. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each.

5. The Company may by Special Resolution :-

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) consolidate its shares into shares of a larger amount than its existing shares;
- (c) sub-divide its shares into shares of a smaller amount than its existing shares;
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) reduce its share capital in any way.

6. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association. A Director need not be a member of the Company but must be a Partner in the Firm.

7. The holders of a majority of the Shares of the Company for the time being issued, by writing under their hands, shall have power at any time and from time to time to remove any Director and to appoint any other Partner of the Firm as a Director in his place.

8. The Directors may exercise all the powers of the Company to borrow and raise money and to mortgage or charge its undertaking, property (whether present or future) and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, or liability or obligation of the Company or any third party.

9. A Director, notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

#### CAPITALISATION OF PROFITS.

10. The Company in General Meeting may at any time and from time to time upon the recommendation of the Directors by resolution declare that it is expedient to capitalise any sum or sums (1) forming part of the undivided profits standing to the credit of any of the Company's reserve accounts (including Share Premium Account and Capital Reserve Account) or (2) being undivided profits in the hands of the Company and available for distribution and not required for the payment of any dividend which at the date of the resolution is due on any preference shares of the Company, and that the same be set free for distribution accordingly, and may direct the appropriation of any such sum or sums among the members, or any class of members, who would be entitled to such profits if distributed as dividend and in the same proportions in which they would have been so entitled, by applying the same in paying up in full shares or debentures of the Company for distribution among such members as fully paid up or in or towards payment of the uncalled liability on any issued shares or debentures or in any one or more of such ways, and the Directors shall give effect to such resolution.

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS.

*W. Charles Norton* W. CHARLES NORTON  
116 Old Broad Street EC2  
Solicitor.

P. M. Armitage P. M. ARMITAGE  
116 Old Broad Street EC2  
Solicitor

D A T E D this 27<sup>th</sup> day of June 1958.

WITNESS to the above Signatures -

*T.E. Norton*  
116 Old Broad Street  
London EC2.  
Solicitor

*T.E. Norton*



DUPLICATE FOR THE FILE

No. 607657



UNLIMITED COMPANY  
Certificate of Incorporation

I Hereby Certify, That

NORROSE SERVICE COMPANY

is this day Incorporated under the Companies Act, 1948.

Given under my hand at London this Eighth day of  
July One Thousand Nine Hundred and Fifty eight.

*L. B. Carter*  
Registrar of Companies

Certificate  
received by

*arrangement for Norton Romo*

Date July 11<sup>th</sup> 1958

*Ans*