

No. OF COMPANY.....753518

C.F. 411

THE COMPANIES ACT, 1948.

COMPANIES  
REGISTRATION.

A 5/-  
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)*

(SEE FOOTNOTE OVERLEAF.)

NAME OF  
COMPANY.....

TYNE & CLYDE WAREHOUSES LIMITED.

CAT. No. C.F. 41.

C511 JS16413) L

**JORDAN & SONS,**  
LIMITED

*Company Registration Agents, Printers and Publishers*  
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

*Presented by*

**Maughan & Hall,**

**Lloyds Bank Chambers, Collingwood Street.**

23 FEB 1963

I, NETT CALVEY

of Lloyds Bank Chambers, Collingwood Street, Newcastle

upon Tyne, 1.

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~[a person named in the Articles of Association as a Director/Secretary],~~

of

TYNE & CLYDE WAREHOUSES 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 the City and County of  
Newcastle upon Tyne

the 22<sup>nd</sup> day of February  
One thousand <sup>9</sup>nine hundred and sixty three.  
before me,

M. Muckle

A Commissioner for Oaths (b)

Nir Ch

This margin to be reserved for binding.

NOTE.

Section 15 of The Companies Act, 1948.

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 a Solicitor, 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.

(a) Deleted words not required.

(b) or Notary Public or Justice of the Peace.

Number of }  
Company }

753518/2

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL  
OF

TYNE & CLYDE WAREHOUSES

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £100 divided into 100 Shares of £1 each.

Signature N. C. Chas

Description Solicitor engaged in the formation of the Company.

Dated the Twenty Second day of February 1963.

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Maughan & Hall, Lloyds Bank Chambers,

Collingwood Street, Newcastle upon Tyne, 1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-193 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 1, 2 & 2A John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



THE COMPANIES ACT, 1948.

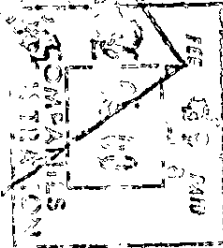
753518/3

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

TINE & CLYDE WAREHOUSES LIMITED.



1. The name of the Company is 'TINE & CLYDE WAREHOUSES LIMITED'. Name
2. The Registered Office of the Company will be situate in England. Office
3. The objects for which the Company is established are:- Objects
  - (A) To carry on all or any of the businesses of house furnishers, upholsterers and dealers in and hirers, repairers, cleaners and storers of furniture, carpets, linoleum and other floor coverings, household materials, china and glass goods, fittings, curtains and other house furnishings and household requisites of all kinds; and of drapers, cloth manufacturers, furriers, haberdashers, hosiers, milliners, dressmakers, tailors, clothiers, outfitters, manufacturers, importers and wholesale and retail dealers of and in leather goods, ironmongery, turnery and other fittings and utensils, ornaments, stationery and fancy goods, and dealers in provisions, drugs, chemicals, and other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions and produce.
  - (B) To carry on all or any of the business of house decorators, sanitary engineers, electrical engineers, and contractors in all their branches, gasfitters, land, estate and house agents, builders, contractors, auctioneers, cabinet makers, upholsterers, furniture removers, owners of depositories, warehousemen, carriers, storekeepers, warehouse keepers, manufacturers of and dealers in hardware, jewellery, plated goods, perfumery, soap and articles required for ornament, recreation, or amusement; gold and silversmiths, booksellers, dealers in musical instruments, manufacturers of and dealers in bicycles, tricycles, and motor carriages; and also refreshment contractors, restaurant keepers, hotel, boarding and lodging-house keepers, letters of furnished or unfurnished houses, flats or apartments, licensed victuallers, wine and spirit merchants, tobacconists, and dealers in mineral, aerated, and other liquors; farmers,



dairymen, market gardeners, nurserymen, and florists.

- (C) To enter into hire purchase agreements with the purchasers of such articles and goods as aforesaid and to negotiate, assign, mortgage or pledge such agreements for cash or otherwise as the payments due or rights accruing thereunder. To issue warrants to persons warehousing goods with the company, and to lend money upon the security of such goods.
- (D) To buy, sell, manufacture, repair, alter and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (E) To carry on any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

Acquire  
lands,  
property  
rights and  
privileges

- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, vehicles, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof, or which may enhance the value of any other property of the Company.

Construct  
roads,  
railways,  
buildings,  
etc.

- (G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, garages, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

Borrow  
money

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

Mortgage  
under-  
taking

- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration, and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company, or of any subsidiary company of the Company or of any company of which the Company may be a subsidiary, by a trust deed or other assurance.

Issue  
securities

- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others having dealings with the Company, and generally to give guarantees and indemnities.
- (L) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and generally to act as bankers for customers and others. Lend
- (M) To grant pensions, allowances, gratuities and bonuses to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company of the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any associations, funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees. Grant pensions and subscribe to charities
- (N) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested. Act as Directors or Managers
- (O) To pay all preliminary expenses of the Company and of any company promoted by the Company and of any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of the owners of any business or property acquired by the Company. Pay preliminary expenses
- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments. Make and accept bills, etc.
- (Q) To subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of any other company and to invest and deal with the moneys of the Company not immediately required for the purposes of its business in any manner. Invest
- (R) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (S) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, Accept payment in cash or shares

either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures, mortgage debentures, debenture stock, mortgages or securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- Enter (T) To enter into any partnership, joint-purse arrangement, into arrangement for sharing profits, union of interests, partnership reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company.
- Promote (U) To establish or promote or concur in establishing or companies promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- Acquire (V) To purchase or otherwise acquire and undertake all or other any part of the business, property, assets, liabilities business and transactions of any person, firm or company carrying or on any business which this Company is authorised to property carry on, or possessed of property suitable for the purposes of the Company.
- Close (W) To close, abandon and give up any works or businesses down businesses at any time not required by the Company.
- Sell or (X) To sell, improve, manage, develop, turn to account, otherwise exchange let on rent, royalty, share of profits or deal with otherwise, grant licences, easements and other rights undertaking in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- Amalgamate (Y) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- Distribute (Z) To distribute among the members in specie any property assets in of the Company, or any proceeds of sale or disposal of specie any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(AA) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

Act as and through agents, trustees, etc.

(AB) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Generally do all things conducive to above

And it is hereby declared (1) that the word "company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred, shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph of this clause, or the objects in such other paragraph specified or the powers thereby conferred.

4. The liability of the members is limited.

✓ Liability of members

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions, as to dividend, capital, voting or otherwise, and such special rights, privileges, conditions and restrictions may, at any time, as well before as during liquidation, be altered, abandoned, modified or dealt with in manner provided by the Articles of Association of the Company for the time being, but not otherwise.

✓ Capital of Company



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
Gareth. R. Beeley 18, The Poplars Gosforth Newcastle upon Tyne, 3. Solicitors' Articles etc.	One
David S. Priestly, Benesholme, Lylam. Northumberland. Solicitor.	One.

Dated this 22<sup>nd</sup> day of February, 1963

Witness to the above Signatures—

Wendy Colvett  
 Hilda Burt Chambers,  
 Collingwood Street,  
 Newcastle upon Tyne, 1  
 Solicitors.



The Companies Act, 1948.

753518

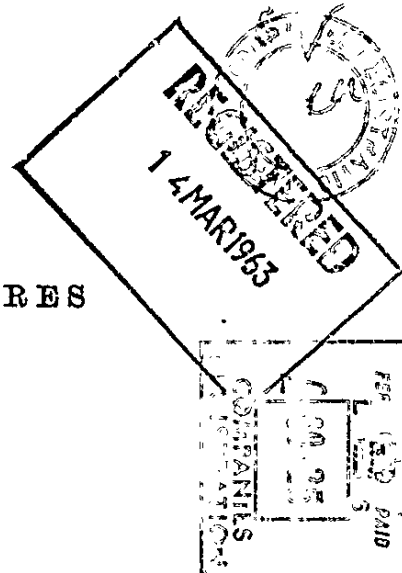
4

COMPANY LIMITED BY SHARES

## Articles of Association

OF

TIME & CITIES ASSOCIATED LIMITED.



### PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained or incorporated in Part II of Table A, in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.
2. Regulations 3, 24, 53, 71, 75, 77, 79, 88, 89, 90, 91, 92, 96, 97 and 136 of Part I of Table A, in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A, Part I, and Regulations 2, 4, 5 and 6 of Table A, Part II, shall constitute the Regulations of the Company.
3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number and vice versa.

*Art. 7*

### SHARES

4. The initial capital of the Company is £100 divided into 100 shares of £1 each.
5. All unissued shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper but so that no shares shall be issued at a discount, except in accordance with the provisions of Section 57 of the Act.
6. Subject to the provisions of Section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

### TRANSFER AND TRANSMISSION OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
8. The proviso to Regulation 32 of Table A, Part I, shall be omitted.

## PROCEEDINGS AT GENERAL MEETINGS.

9. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A, Part I.

## DIRECTORS.

10. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two nor more than seven. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate office by reason of his attaining or having attained the age of seventy years or any other age. The first Directors shall be appointed by the Subscribers to the Memorandum of Association, by Memorandum in writing under their hands either with or without a meeting, and until such Directors are appointed the Subscribers to the Memorandum of Association shall be deemed to be Directors.

11. A Director shall not require a share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting, or Separate Meeting of the holders of any class of shares, of the Company.

12. The words "in General Meeting" shall be inserted immediately after the words "unless the Company" in Regulation 78 of Table A, Part I.

## BORROWING POWERS.

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

## POWERS AND DUTIES OF DIRECTORS.

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 84 of Table A, Part I, shall be modified accordingly.

15. The words "and may also determine in what rotation the increased or reduced number is to go out of office" in Regulation 94 of Table A, Part I, shall be omitted.

16. The words "but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting" in Regulation 95 of Table A, Part I, shall be omitted.

## PROCEEDINGS OF DIRECTORS.

17. The words "In case of an equality of votes, the Chairman shall have a second or casting vote" in Regulation 98 of Table A Part I shall be omitted.

## DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director;
- (2) If he becomes bankrupt or enters into any arrangement with his creditors;
- (3) If he is prohibited from being a Director by an Order

made under any of the provisions of Section 188 of the Act;

(4) If he becomes of unsound mind;

(5) If he is removed from office under Section 184 of the Act.

19. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

20. The words "A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he cease from any cause to be a Director" in Regulation 107 of Table A, Part 1, shall be omitted and the following words substituted therefor; "The appointment of a Director so appointed shall be automatically determined if he shall cease, from any cause, to be a Director."

#### NOTICES

21. In Regulation 131 of Table A, Part 1, the words "in the case of a Notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

#### WINDING UP

22. In Regulation 135 of Table A, Part 1, the words "with the like sanction," shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

23. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Gareth R. Beeley.  
18, The Pottars  
Gosforth  
Newcastle upon Tyne, 3.  
Solicitors' Articled Clerk.  
David J. Haskley,  
Aberholme,  
Wylam,  
Northumberland.  
Solicitor.

---

Dated this 22<sup>nd</sup> day of February, 1963

Witness to the above Signatures—

Niel Cohen  
Playle Bank Chambers,  
Callington Street,  
Newcastle upon Tyne, 1.  
Solicitor

C. 173

DUPLICATE FOR THE FILE

No. 753518



## Certificate of Incorporation

I Hereby Certify, that

**TYNE & CLYDE WAREHOUSES LIMITED**

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

Given under my hand at London this **Fourteenth** day of  
**March** One Thousand Nine Hundred and Sixty **three.**

*J. S. Whitfield.*  
Assistant Registrar of Companies.

Certificate  
received by }

Date

753518

114



The Companies Act 1948



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COMPANY LIMITED BY SHARES

## SPECIAL RESOLUTIONS

of

TYNE &amp; CLYDE WAREHOUSES LIMITED

Passed the 7th November, 1966



At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Killingworth Place, Gallowgate in the City and County of Newcastle upon Tyne on Monday, the 7th day of November, 1966, the following Resolutions were duly passed as SPECIAL RESOLUTIONS : namely:-

## SPECIAL RESOLUTIONS

1. (a) That the authorised share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 additional Ordinary Shares of £1 each such additional Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
- (b) That notwithstanding the alteration in the Articles of Association of the Company proposed to be made by the next following Resolution 64,186 of such additional Ordinary Shares of £1 each be available for issue by the Directors to such persons, at such times and generally on such terms as they think proper.
2. That the Articles of Association of the Company be altered as follows that is to say:-
  - (a) By deleting Article 5 thereof and by substituting therefor the following new Article that is to say:-
 

"5. (a) Subject to the provisions of Article 5(b) hereof all



unissued shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times and generally on such terms as they think proper but so that no shares shall be issued at a discount, except in accordance with the provisions of Section 57 of the Act.

- (b) Subject to any direction to the contrary that may be given by Special Resolution of the Company in General Meeting all new Shares shall, before issue, be offered to such members as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares to which they are entitled. The offer shall be made by notice specifying the number of Shares offered, and limiting a time (not being less than fourteen days nor more than twenty eight days) within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Directors may dispose of those Shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new Shares which (by reason of the ratio which the new Shares bear to Shares held by persons entitled to an offer of new Shares) cannot, in the opinion of the Directors, be conveniently offered under this Article."

- (b) By inserting the following new Article immediately after Article 12 thereof that is to say:-

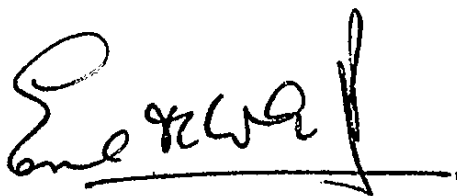
"

#### ALTERNATE DIRECTORS

- 12A. Any Director may at any time appoint any person approved in writing by the Board to be an alternate Director of the



Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company or be required to hold any qualification but shall otherwise (save as regards the right to appoint an alternate Director) be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as an ordinary Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office. An alternate Director present at any meeting shall be counted for the purposes of ascertaining whether a quorum is present thereat."



Chairman.

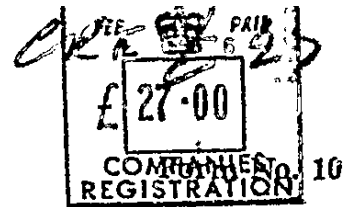
We hereby certify that this document has been produced by type lithography.

Dated this 16th day of November 1966

.....M. J. M. H. ....

Solicitors  
Lloyds Bank Chambers  
Collingwood Street  
Newcastle upon Tyne, 1

Number of  
Company } 753518



## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

TYNE & CLYDE WAREHOUSES

LIMITED



NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by MAUGHAN & HALL, SOLICITORS,

LLOYDS BANK CHAMBERS,

COLLINGWOOD STREET,

NEWCASTLE UPON TYNE, 1.



The Solicitors' Law Stationery Society, Limited  
291-292 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

TYNE & CLYDE WAREHOUSES

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a \* Special

Resolution of the Company dated the Seventh day of November 1966

the Nominal Capital of the Company has been increased by the addition thereto of

the sum of £99,900 beyond the Registered Capital

of £100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
99,900	Ordinary	£1

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:—

The 99,900 additional Ordinary Shares of £1 each are to rank pari  
passu in all respects with the 100 existing Ordinary Shares in the  
Capital of the Company.

\*. \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director  
or Secretary

Dated the 11<sup>th</sup> day of November 1966

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

Number of } 753518  
Company }

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

TYNE & CLYDE WAREHOUSES

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.*—The Stamp duty on an increase of Nominal Capital is Ten Shillings every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by MAUGHAN & HALL, SOLICITORS,

LLOYDS BANK CHAMBERS,

COLLINGWOOD STREET,

NEWCASTLE UPON TYNE, 1.

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



REGISTERED

15 NOV 1966



# THE NOMINAL CAPITAL

OF

TYNE & CLYDE WAREHOUSES

Limited

has by a Resolution of the Company dated

7th November

1966 been increased by

the addition thereto of the sum of £99,900

divided into:—

99,900 Ordinary

Shares of £1 each

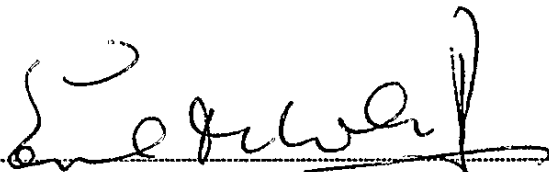
160

100,000

~~Shares of each~~

beyond the registered Capital of £100

Signature



(State whether Director or Secretary)

Director

Dated the

11<sup>th</sup>

day of

November

1966

Note—This margin is reserved for binding and must not be written across

I hereby certify this to be a true copy of  
the Memorandum & Articles of Association  
of Tyne & Clyde Warehouses Limited as at  
24<sup>th</sup> November 1977

753518/52



The Companies Act, 1948

Company Limited By Shares

P.A. Ververs.  
signed secretary

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

TYNE & CLYDE WAREHOUSES LIMITED

Incorporated the 14th day of March, 1963



No. 753518

[ Coat of Arms ]

**Certificate of Incorporation**

I HEREBY CERTIFY, that **TYNE & CLYDE WAREHOUSES LIMITED** is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Fourteenth day of March One Thousand nine hundred and sixty three.

L. S. Whitfield

Assistant Registrar of Companies.

THE COMPANIES ACT, 1948

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

TYNE & CLYDE WAREHOUSES LIMITED

1. The name of the Company is "TYNE & CLYDE WAREHOUSES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any of the businesses of house furnishers, upholsterers and dealers in and hirers, repairers, cleaners and storers of furniture, carpets, linoleum and other floor coverings, household materials, china and glass goods, fittings, curtains and other house furnishings and household requisites of all kinds; and of drapers, cloth manufacturers, furriers, haberdashers, hosiers, milliners, dressmakers, tailors, clothiers, outfitters, manufacturers, importers and wholesale and retail dealers of and in leather goods, ironmongery, turnery and other fittings and utensils, ornaments, stationery and fancy goods, and dealers in provisions, drugs, chemicals, and other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions and produce.
  - (b) To carry on all or any of the business of house decorators, sanitary engineers, electrical engineers, and contractors in all their branches, gasfitters, land, estate and house agents, builders, contractors, auctioneers, cabinet makers, upholsterers, furniture removers, owners of depositories, warehousemen, carriers, storekeepers, warehouse keepers, manufacturers of and dealers in hardware, jewellery, plated goods, perfumery, soap and articles required for ornament, recreation, or amusement; gold and silversmiths, booksellers, dealers in musical instruments, manufacturers of and dealers in bicycles, tricycles, and motor carriages; and also refreshment contractors, restaurant keepers, hotel, boarding and lodging-house keepers, letters of furnished or unfurnished houses, flats or apartments, licensed victuallers, wine and spirit merchants, tobacconists, and dealers in mineral, aerated, and other liquors; farmers, dairymen, market gardeners, nurserymen, and florists.
  - (c) To enter into hire purchase agreements with the purchasers of such articles and goods as aforesaid and to negotiate, assign, mortgage or pledge such agreements for cash or otherwise as the payments due or rights accruing thereunder. To issue warrants to persons warehousing goods with the company, and to lend money upon the security of such goods.
  - (d) To buy, sell, manufacture, repair, alter and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.



- (a) To carry on any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, vehicles, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof, or which may enhance the value of any other property of the Company.
- (g) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, garages, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (h) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (i) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration, and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company, or of any subsidiary company of the Company or of any company of which the Company may be a subsidiary, by a trust deed or other assurance.
- (j) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (k) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others having dealings with the Company, and generally to give guarantees and indemnities.
- (l) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and generally to act as bankers for customers and others.
- (m) To grant pensions, allowances, gratuities and bonuses to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidary company of the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any associations, funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (n) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.

- (c) To pay all preliminary expenses of the Company and of any company promoted by the Company and of any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of the owners of any business or property acquired by the Company.
- (p) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (q) To subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of any other company and to invest and deal with the moneys of the Company not immediately required for the purposes of its business in any manner.
- (r) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (s) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures, mortgage debentures, debenture stock, mortgages or securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (t) To enter into any partnership, joint-purse arrangement, arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (u) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in a manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (v) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (w) To close, abandon and give up any works or businesses at any time not required by the Company.
- (x) To sell, improve, manage, develop, turn to account, exchange let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (y) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(z) To guarantee, support or secure, whether by personal covenant or by mortgaging of charging all or any part of the undertaking, property or assets both present and future wherever situate, including any uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment of the principal amounts of and premiums, interest and dividends and other amounts payable on any securities or indebtedness of whatever nature of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or a company which would had it been incorporated in England be such a subsidiary or otherwise associated with the company in business.

(au) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(ab) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(ac) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred, shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph of this clause, or the objects in such other paragraph specified or the powers thereby conferred.

4. The liability of the members is limited.

5. \* The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions, as to dividend, capital, voting or otherwise, and such special rights, privileges, conditions and restrictions may, at any time, as well before as during liquidation, be altered, abandoned, modified or dealt with in manner provided by the Articles of Association of the Company for the time being, but not otherwise.

\* By Special Resolution passed on 7th November, 1966 the share capital of the Company was increased to £100,000 by the creation of an additional 99,900 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.

Gareth R. Beeley  
18 The Poplars,  
Gosforth,  
Newcastle upon Tyne, 3.  
Solicitor's Articled Clerk

One

David S. Priestley,  
Deneholme,  
Wylam,  
Northumberland,  
Solicitor.

One.

Dated this 22nd day of February, 1963.

Witness to the above Signatures —

Neil Calvert,  
LLoyds Bank Chambers,  
Collingwood Street,  
Newcastle upon Tyne 1.  
Solicitor.

# **The Companies Act 1948 to 1976**

## **Company Limited by Shares**

### **Articles of Association**

**of**

## **Tyne & Clyde Warehouses Limited**

### **Preliminary**

1. The Company is a private Company and, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (which Act is hereinafter referred to as "the Act") shall apply to the Company. Subject as aforesaid reference herein to regulations in Table A shall be construed as referring to those in Part I of Table A in the First Schedule to the Act.

### **Share Capital**

2. The share capital of the Company at the adoption of these presents is £100,000 divided into 100,000 Ordinary Shares of £1 each.

### **Shares**

3. Subject to the provisions of these presents the unissued shares of the Company 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.

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 22 of Table A shall not apply.

### **Lien**

5. Regulation 11 of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.

### **General Meetings**

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. Regulation 54 of Table A shall not apply.

8. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company for the time being entitled to receive notice of and attend and vote at general meetings or signed by their duly appointed attorneys shall be as valid and effectual as if the same 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 thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

9. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

#### Votes of Members

10. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under Section 139 of the Act shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 nominal of share capital of which he is the holder. Regulation 62 of Table A shall not apply.

11. If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting.

#### Directors

12. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be less than one in number. Regulation 75 of Table A shall be modified accordingly.

13. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

14. A director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply to the Company.

15. Each Director shall have the power to nominate (1) any other Director (2) or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. Each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents and shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

16. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the registered office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect following:-

"

LIMITED

I

a Director of the above named Company, do hereby appoint

of

to act as alternate Director in my place during my absence and to exercise and discharge all my duties as Director of the Company.

AS WITNESS my hand the

day of

19 ."

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply to the Company

18. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act and notwithstanding his interest may vote thereon and be counted in the quorum of any meeting at which he is present. Regulation 84 of Table A shall be modified accordingly.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company and the Directors shall not be liable to retirement by rotation.

20. 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 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 person to be a Director.

21. 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 appointed under this Article shall hold office until his office is vacated pursuant to Article 20 or Article 22 of these presents.

22. The office of a Director shall be vacated if the Director:-

- (a) is removed from office pursuant to Article 20 of these presents; or
- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) shall for more than six consecutive months have been absent without permission of the Directors from Meetings of the Directors held during that period and the Directors resolve that his office be vacated; or
- (f) resigns his office by notice in writing to the Company.

Regulation 88 of Table A shall not apply to the Company.

#### Proceedings of Directors

23. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been 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 to the Company.

#### Managing Director

24. The Directors may from time to time appoint one or more of their body to any executive office (including that a Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement as aforesaid, the appointment of any Director to an executive office as aforesaid shall be automatically determined ipso facto if he ceases from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

25. A Managing Director, Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

#### **Pensions and Allowances**

26. The Board may grant gratuities, retiring pensions or annuities or other allowances, including allowances on death, to any person 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, Manager or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurance or trusts for such purposes in respect of such persons and may include rights in respect of such gratuities, retiring pensions, annuities and allowances in the terms of engagement of any such person.

#### **Indemnity**

27. Every Director, Manager or other officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager, officer or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Acts 1948 to 1967 in which relief from liability is granted to him by the court.



50.  
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TYNE & CLYDE WAREHOUSES LIMITED

AT an Extraordinary General Meeting of the Company duly convened and held at Colonnade, Bradford BD1 2LQ, on 24th November 1977, the following Resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS:-

1. THAT, the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the Chairman hereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

2. THAT, the provisions of the Memorandum of Association of the Company with respect to its objects be altered by inserting the following new paragraph to be lettered (Z) immediately after paragraph (Y) of Clause 3 thereof:-

"(Z) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property or assets both present and future wherever situate, including any uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment of the principal amounts of and premiums, interest and dividends and other amounts payable on any securities or indebtedness of whatever nature of any



person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or a company which would had it been incorporated in England be such a subsidiary or otherwise associated with the Company in business" and that the subsequent paragraphs (Z) to (AB) be re-lettered (AA) to (AC) respectively; and

THAT, notwithstanding anything contained in the Articles of Association of the Company, the Directors shall have power to cause the Company to guarantee any indebtedness or other obligation of its parent Company, Provident Financial Group Limited and/or of any other subsidiary company or companies of its parent Company and/or other companies as aforesaid and to charge its undertaking, property and assets (including uncalled capital) or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum of any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of Provident Financial Group Limited and/or of any or all such subsidiaries or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.



Chairman

753518/51.

THE COMPANIES ACT 1948 to 1976

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

TYNE & CLYDE WAREHOUSES LIMITED

(Adopted by Special Resolution passed  
on the 24th November 1977)

*still Private*

PRELIMINARY

1. The Company is a private Company and, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (which Act is hereinafter referred to as "the Act") shall apply to the Company. Subject as aforesaid reference herein to regulations in Table A shall be construed as referring to those in Part 1 of Table A in the First Schedule to the Act

SHARE CAPITAL

2. The share capital of the Company at the adoption of these presents is £100,000 divided into 100,000 Ordinary Shares of £1 each.

SHARES

3. Subject to the provisions of these presents the unissued shares of the Company 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.

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 22 of Table A shall not apply.

LIEN

5. Regulation 11 of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.



## GENERAL MEETINGS

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.
7. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. Regulation 54 of Table A shall not apply.
8. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company for the time being entitled to receive notice of and attend and vote at general meetings or signed by their duly appointed attorneys shall be as valid and effectual as if the same 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 thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.
9. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

## VOTES OF MEMBERS

10. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under Section 139 of the Act shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 nominal of share capital of which he is the holder. Regulation 62 of Table A shall not apply.
11. If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting.

## DIRECTORS

12. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be less than one in number. Regulation 75 of Table A shall be modified accordingly.
13. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company shall (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.
14. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply to the Company.
15. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and at his discretion to remove such alternate

Director and, on such appointment being made the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. Each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents and shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

16. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the registered office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect following:-

"

LIMITED

I

a Director of the above named Company, do hereby  
appoint  
of  
to act as alternate Director in my place during my  
absence and to exercise and discharge all my duties  
as Director of the Company.

AS WITNESS my hand the                      day of                      19 ."

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply to the Company.

18. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act and notwithstanding his interest may vote thereon and be counted in the quorum of any meeting at which he is present. Regulation 84 of Table A shall be modified accordingly.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company and the Directors shall not be liable to retirement by rotation.

20. 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 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 person to be a Director.

21. 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 appointed under this Article shall hold office until his office is vacated pursuant to Article 20 or Article 22 of these presents.

22. The office of a Director shall be vacated if the Director:-

- (a) is removed from office pursuant to Article 20 of these presents; or
- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or

- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) shall for more than six consecutive months have been absent without permission of the Directors from Meetings of the Directors held during that period and the Directors resolve that his office be vacated; or
- (f) resigns his office by notice in writing to the Company.

Regulation 88 of Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

23. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been 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 to the Company.

#### MANAGING DIRECTOR

24. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement as aforesaid, the appointment of any Director to an executive office as aforesaid shall be automatically determined ipso facto if he ceases from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

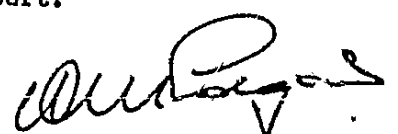
25. A Managing Director, Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

#### PENSIONS AND ALLOWANCES

26. The Board may grant gratuities, retiring pensions or annuities or other allowances, including allowances on death, to any person 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, Manager or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such gratuities, retiring pensions, annuities and allowances in the terms of engagement of any such person.

#### INDEMNITY

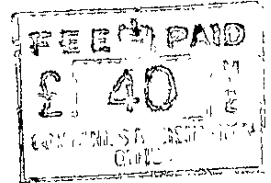
27. Every Director, Manager or other officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager, officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Acts 1948 to 1967 in which relief from liability is granted to him by the Court.



No. 753518

94

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

&  
TYNE AND CLYDE WAREHOUSES LIMITED

At an EXTRAORDINARY GENERAL MEETING OF THE ABOVE-NAMED Company duly convened and held at Colonnade, Sunbridge Road, Bradford, West Yorkshire BD1 2LQ, on 2nd May 1986, the following Resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION



That the name of the Company be and is hereby changed to "Provident Direct Sales Limited".

OK

*Provident Ltd*

CHAIRMAN



*Bar/E40/007026*

CERTIFIED TRUE COPY

*W.F.D.*

Solicitor  
Colonnade, Sunbridge Road  
Bradford, West Yorkshire

GSE28AP5237,7/1

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 753518

/95

I hereby certify that

TYNE & CLYDE WAREHOUSES LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
PROVIDENT DIRECT SALES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 3RD JUNE 1986

Mrs P. A. Rowley  
MRS. P. A. ROWLEY

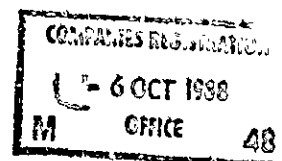
an authorised officer



The Companies Act, 1948  
Company Limited By Shares

MEMORANDUM  
and  
ARTICLES OF ASSOCIATION  
of  
PROVIDENT DIRECT SALES LIMITED

Incorporated the 14th day of March, 1963



No. 753518



**Certificate of Incorporation**

I HEREBY CERTIFY, that TYNE & CLYDE WAREHOUSES LIMITED is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Fourteenth Day of March One Thousand nine hundred and sixty three.

L. S. Whitfield

Assistant Registrar of Companies.



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 753518

I hereby certify that

TYNE & CLYDE WAREHOUSES LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

PROVIDENT DIRECT SALES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the

3RD JUNE 1986

*Mrs P. A. Rowley*  
MRS. P. A. ROWLEY

an authorised officer

THE COMPANIES ACT, 1948

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

PROVIDENT DIRECT SALES LIMITED

1. The name of the Company is "TYNE & CLYDE WAREHOUSES LIMITED". \*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any of the businesses of house furnishers, upholsterers and dealers in and hirers, repairers, cleaners and storers of furniture, carpets, linoleum and other floor coverings, household materials, china and glass goods, fittings, curtains and other house furnishings and household requisites of all kinds; and of drapers, cloth manufacturers, furriers, haberdashers, hosiers, milliners, dressmakers, tailors, clothiers, outfitters, manufacturers, importers and wholesale and retail dealers of and in leather goods, ironmongery, turnery and other fittings and utensils, ornaments, stationery and fancy goods, and dealers in provisions, drugs, chemicals, and other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions and produce.
  - (b) To carry on all or any of the business of house decorators, sanitary engineers, electrical engineers, and contractors in all their branches, gasfitters, land, estate and house agents, builders, contractors, auctioneers, cabinet makers, upholsterers, furniture removers, owners of depositories, warehousemen, carriers, storekeepers, warehouse keepers, manufacturers of and dealers in hardware, jewellery, plated goods, perfumery, soap and articles required for ornament, recreation, or amusement; gold and silversmiths, booksellers, dealers in musical instruments, manufacturers of and dealers in bicycles, tricycles, and motor carriages; and also refreshment contractors, restaurant keepers, hotel, boarding and lodging-house keepers, letters of furnished or unfurnished houses, flats or apartments, licensed victuallers, wine and spirit merchants, tobacconists, and dealers in mineral, aerated, and other liquors; farmers, dairymen, market gardeners, nurserymen, and florists.
  - (c) To enter into hire purchase agreements with the purchasers of such articles and goods as aforesaid and to negotiate, assign, mortgage or pledge such agreements for cash or otherwise as the payments due or rights accruing thereunder. To issue warrants to persons warehousing goods with the company, and to lend money upon the security of such goods.
  - (d) To buy, sell, manufacture, repair, alter and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

\*

The name of the company was changed from  
TYNE & CLYDE WAREHOUSES LIMITED to PROVIDENT  
DIRECT SALES LIMITED on 3rd June 1986.

- (e) To carry on any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, vehicles, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof, or which may enhance the value of any other property of the Company.
- (g) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, garages, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (h) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (i) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration, and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company, or of any subsidiary company of the Company or of any company of which the Company may be a subsidiary, by a trust deed or other assurance.
- (j) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (k) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others having dealings with the Company, and generally to give guarantees and indemnities.
- (l) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and generally to act as bankers for customers and others.
- (m) To grant pensions, allowances, gratuities and bonuses to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company of the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any associations, funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (n) To act as directors or managers of or to appoint directors or managers of any subsidiary company or or any other company in which the Company is or may be interested.

- (o) To pay all preliminary expenses of the Company and of any company promoted by the Company and of any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of the owners of any business or property acquired by the Company.
- (p) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (q) To subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of any other company and to invest and deal with the monies of the Company not immediately required for the purposes of its business in any manner.
- (r) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (s) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures, mortgage debentures, debenture stock, mortgages or securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (t) To enter into any partnership, joint-purse arrangement, arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (u) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in a manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (v) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (w) To close, abandon and give up any works or businesses at any time not required by the Company.
- (x) To sell, improve, manage, develop, turn to account, exchange let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company or such consideration as the Company may think fit.
- (y) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (2) To guarantee, support or secure, whether by personal covenant or by mortgaging of charging all or any part of the undertaking, property or assets both present and future wherever situate, including any uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment of the principal amounts of and premiums, interest and dividends and other amounts payable on any securities or indebtedness of whatever nature of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or a company which would had it been incorporated in England be such a subsidiary or otherwise associated with the company in business.
- (aa) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (ab) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (ac) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred, shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph of this clause, or the objects in such other paragraph specified or the powers thereby conferred.

4. The liability of the members is limited.
5. \* The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions, as to dividend, capital, voting or otherwise, and such special rights, privileges, conditions and restrictions may, at any time, as well before as during liquidation, be altered, abandoned, modified or dealt with in manner provided by the Articles of Association of the Company for the time being, but not otherwise.
- \* By Special Resolution passed on 7th November, 1966 the share capital of the Company was increased to £100,000 by the creation of an additional 99,900 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.**

**Gareth R. Beeley  
18 The Poplars,  
Gosforth,  
Newcastle upon Tyne, 3.  
Solicitor's Articled Clerk**

**One**

**David S. Priestley,  
Deneholme,  
Wylam,  
Northumberland,  
Solicitor.**

**One.**

**Dated this 22nd day of February, 1963.**

**Witness to the above Signatures —**

**Neil Calvert,  
LLoyds Bank Chambers,  
Collingwood Street,  
Newcastle upon Tyne 1.  
Solicitor.**



# **The Companies Act 1948 to 1976**

## **Company Limited by Shares**

### **Articles of Association**

**of**

#### **PROVIDENT DIRECT SALES LIMITED**

##### **Preliminary**

1. The Company is a private Company and, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (which Act is hereinafter referred to as "the Act") shall apply to the Company. Subject as aforesaid reference herein to regulations in Table A shall be construed as referring to those in Part I of Table A in the First Schedule to the Act.

##### **Share Capital**

2. The share capital of the Company at the adoption of these presents is £100,000 divided into 100,000 Ordinary Shares of £1 each.

##### **Shares**

3. Subject to the provisions of these presents the unissued shares of the Company 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.

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 22 of Table A shall not apply.

##### **Lien**

5. Regulation 11 of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.

##### **General Meetings**

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. Regulation 54 of Table A shall not apply.

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.

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18 The Poplars,  
Gosforth,  
Newcastle upon Tyne, 3.  
Solicitor's Articled Clerk

One

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One.

Dated this 22nd day of February, 1963.

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8. Subject to the provisions of the Act, a resolution in writing signed by all members of the Company for the time being entitled to receive notice of and attend and vote at general meetings or signed by their duly appointed attorneys shall be as valid and effectual as if the same 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 thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

9. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

#### Votes of Members

10. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under Section 139 of the Act shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 nominal of share capital of which he is the holder. Regulation 62 of Table A shall not apply.

11. If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting.

#### Directors

12. Unless and until otherwise determined by the Company in general meeting, the Directors shall not be less than one in number. Regulation 75 of Table A shall be modified accordingly.

13. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in general meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

14. A director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply to the Company.

15. Each Director shall have the power to nominate (1) any other Director (2) or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. Each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents and shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

16. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the registered office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect following:-

"

LIMITED

I

a Director of the above named Company, do hereby appoint

of

to act as alternate Director in my place during my absence and to exercise and discharge all my duties as Director of the Company.

AS WITNESS my hand the

day of

19

."

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply to the Company.

18. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act and notwithstanding his interest may vote thereon and be counted in the quorum of any meeting at which he is present. Regulation 84 of Table A shall be modified accordingly.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company and the Directors shall not be liable to retirement by rotation.

20. 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 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 person to be a Director.

21. 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 appointed under this Article shall hold office until his office is vacated pursuant to Article 20 or Article 22 of these presents.

22. The office of a Director shall be vacated if the Director:-

- (a) is removed from office pursuant to Article 20 of these presents; or
- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) shall for more than six consecutive months have been absent without permission of the Directors from Meetings of the Directors held during that period and the Directors resolve that his office be vacated; or
- (f) resigns his office by notice in writing to the Company.

Regulation 88 of Table A shall not apply to the Company.

#### Proceedings of Directors

23. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been 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 to the Company.

#### Managing Director

24. The Directors may from time to time appoint one or more of their body to any executive office (including that a Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement as aforesaid, the appointment of any Director to an executive office as aforesaid shall be automatically determined ipso facto if he ceases from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

25. A Managing Director, Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

### **Pensions and Allowances**

26. The Board may grant gratuities, retiring pensions or annuities or other allowances, including allowances on death, to any person 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, Manager or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurance or trusts for such purposes in respect of such persons and may include rights in respect of such gratuities, retiring pensions, annuities and allowances in the terms of engagement of any such person.

### **Indemnity**

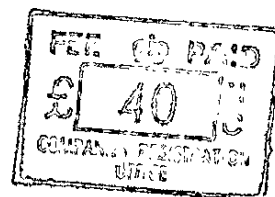
27. Every Director, Manager or other officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager, officer or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Acts 1948 to 1967 in which relief from liability is granted to him by the court.

No. 753518

CON 1552167

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

PROVIDENT DIRECT SALES  
LIMITED

At an EXTRAORDINARY GENERAL MEETING OF THE ABOVE-NAMED Company duly convened and held at Colonnade, Sunbridge Road, Bradford, West Yorkshire, BD1 2LQ, on 31st October 1988 the following resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

That the name of the Company be changed to "Provident Direct Sales (Holdings) Limited", on 1st December 1988.

A handwritten signature in dark ink, appearing to be 'Soliman'.

CHAIRMAN



CSA637, 34/1

BB  
108982

E80 1/2

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 753518

I hereby certify that

**PROVIDENT DIRECT SALES LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**PROVIDENT DIRECT SALES (HOLDINGS) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 1 DECEMBER 1988

*S.R. Lewis*  
S. R. LEWIS

an authorised officer



No. 753516

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

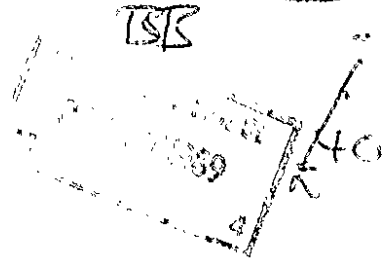
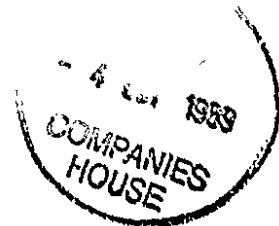
PROVIDENT DIRECT SALES (HOLDINGS) LIMITED

At an EXTRAORDINARY GENERAL MEETING OF THE ABOVE-NAMED Company duly convened and held at Colonnade, Sunbridge Road, Bradford, West Yorkshire BD1 2LQ, on Tuesday, 26th September 1989, the following Resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

That the name of the Company be and is hereby changed to "Provident Home Shopping Limited".

  
SECRETARY



012592

CSF26SE072,2/1

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 753518

I hereby certify that

PROVIDENT DIRECT SALES (HOLDINGS) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

PROVIDENT HOME SHOPPING LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 11 OCTOBER 1989

  
P. BEVAN

an authorised officer

No. 753518

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES  
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SPECIAL RESOLUTION  
OF  
PROVIDENT HOME SHOPPING LIMITED

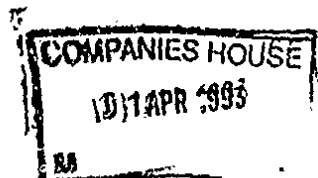
At an Extraordinary General Meeting of the above-named Company, duly convened and held at Colonnade, Sunbridge Road, Bradford, West Yorkshire, BD1 2LQ, on Tuesday, 23rd March 1993, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That in accordance with Section 250 of the Companies Act 1985, the Company hereby exempts itself from the obligation to appoint auditors.

*P.A. Vevers*

SECRETARY



No. 753518

THE COMPANIES ACT 1985

-----  
COMPANY LIMITED BY SHARES  
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SPECIAL RESOLUTION

OF

PROVIDENT HOME SHOPPING LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Colonnade, Sunbridge Road, Bradford, West Yorkshire, BD1 2LQ, on Tuesday, 23rd March 1993, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That in accordance with Section 250 of the Companies Act 1985, the Company hereby exempts itself from the obligation to appoint auditors.

*P.A. Vevers*

SECRETARY



RCQ01MAR/6