

Number of } 798870
Company } 1



THE COMPANIES ACT, 1948



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

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

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

THE KENSINGTON NEWS,
LIMITED

Presented by

Ford, Harris & Co.,

53, Russell Square,

London, W.C.1.

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

I, John Moreton Harris

of 53, Russell Square, London, W.C.1.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of the
Supreme Court engaged in the formation

of

The Kensington News, 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 53 Russell Square
in the County of London

the 17th day of March
one thousand nine hundred and sixty-
four

J. M. Harris.

Before me,

John H. B. B. B.

Number of
Company

798870

12

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF



THE LEBBINGTON NEWS,

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.

Signature Ford, Harris & Co.

Description Solicitors.

Dated the 17th day of March, 1964.

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

Ford, Harris & Co.,

52, Russell Square, London, W.C.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; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

6901

COMPANIES
REGISTRATION

798870 3

The Companies Act, 1948

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

THE KENSINGTON NEWS, LIMITED.

1. The name of the Company is "THE KENSINGTON NEWS, 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 enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between James Wakeham & Company Limited of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by John Moreton Harris, Solicitor, of 53, Russell Square, London, W.C.1, and to carry on, develop and turn to account the business of newspaper proprietor carried on by the said James Wakeham & Company, Limited at No. 118 Kensington Church Street, London, W.8, and the assets comprised in the said agreement.

(B) To carry on business as newspaper proprietors and to start, acquire, print, publish and circulate, or otherwise deal with any newspaper or newspapers, or other publications, and generally to carry on the business of newspaper proprietors and general publishers. To hold or promote competitions of any description, authorised by law, which may be calculated to increase the business of the Company or to advertise or promote the sale of any publication issued by it or in which it is interested; and to give prizes in connection with such competitions or otherwise, consisting of cash, scholarships or other terminable payments, shares or other choses in action, gifts in kind, or any other description of bonus or reward, or any rights, privileges or advantages which it is in the power of the company to confer.

To carry on the trade or business of general printers, lithographers, engravers and advertising agents.

77 MAR 1964

(C) To acquire and deal with the property following:

(1) The business property and liabilities of any company, firm or person carrying on any business within the objects of this company.

(2) Lands, buildings, easements or other interests in real estate.

(3) Plant, machinery, personal estate and effects.

(4) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes.

(5) Shares or stock or securities in or of any company or undertaking the acquisition of which may promote or advance the interests of this company.

(D) To perform or do all or any of the following operations, acts or things:

(1) To pay all the costs, charges and expenses of the promotion and establishment of the company.

(2) To sell, let, dispose of, or grant rights over all or any property of the company.

(3) To erect buildings, plant and machinery for the purposes of the company.

(4) To grant licences, to use patents or secret processes of the company.

(5) To manufacture plant, machinery, tools, boxes or other containers, goods or things for any of the purposes of the business of the company.

(6) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.

(7) To borrow money or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable) mortgage or other security charged on the undertaking or on all or any of the assets of the company including uncalled capital.

(8) To lend money with or without security and to invest money of the company in such manner other than in the shares of this company as the directors think fit.

(9) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation, with any other company, firm or person carrying on business within the objects of this company.

(10) To promote companies.

(11) To sell the undertaking and all or any of the property of the company for cash or for stock, shares, or securities of any other company or for other consideration.

(12) To provide for the welfare of persons employed or formerly employed by the company or any predecessors (in business or in title) of the company and the wives, widows and families of such persons by grants of money or other aid or otherwise as the company shall think fit.

(13) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise.

(14) To distribute in specie assets of the company properly distributable amongst the members.

(E) To do all or any of the things hereinbefore authorised, either alone, or in conjunction with, or as factors, trustees, or agents for others, or by or through factors, trustees or agents,

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

4. The liability of the members is limited.

5. The share capital of the company is £100 divided into 100 ordinary shares of £1 each, with power for the company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p><i>John Moreton Harris</i></p> <p><i>53, Russell Square,</i> <i>London, W.C. 1.</i> <i>Solicitor.</i></p> <p><i>Norah King.</i> <i>89, Lordship Road,</i> <i>London, N. 16.</i> <i>Solicitors clerk</i></p>	<p><i>one.</i></p> <p><i>one.</i></p>
TOTAL SHARES TAKEN.	<i>two.</i>

Dated this *17th* day of *March*, 1964.

Witness to the above Signatures :-

P. George,
132, Cherrywood Lane,
Morden,
Surrey.

40



The Companies Act, 1948

798870

4

COMPANY LIMITED BY SHARES

Articles of Association

OF

THE KENSINGTON NEWS, LIMITED.

PRELIMINARY. 31.12.1934

1. Subject as hereinafter provided the Regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the above named The Kensington News, Limited (hereinafter referred to as "the Company").
2. The Company is a Private Company and Clauses 24, 53, 75 and 89 to 93 (inclusive) of Part I of Table A and Clause 1 of Part II of Table A shall not apply. The remaining Clauses of Part I and Part II of Table A as varied by and together with the Articles hereinafter contained shall constitute the regulations of the Company.
3. In these Articles "the Act" means the Companies Act, 1948;
Words importing the singular number only shall where the context so permits include the plural number and vice versa;
Words importing the masculine gender only shall include the feminine gender;
Words importing persons shall include corporations.

SHARE CAPITAL.

4. The initial Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
5. Save as provided by contract or these Articles to the contrary and subject to any direction of the Company in General Meeting by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they 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. In Clause 3 of Part I of Table A the words "with the sanction of an Ordinary Resolution" shall be deemed to be deleted.

LIEN AND CALLS.

6. In Clause 11 of Part I of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted, and in Clause 15 thereof the words "provided that no call shall exceed one-fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call" shall also be deemed to be deleted.

GENERAL MEETINGS.

7. Every notice convening a general meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies and notices and other communications relating to any general meeting which any member is entitled to receive shall be sent to each Director and to the Auditor for the time being of the Company.

8. In Clause 52 of Part I of Table A the words "the election of directors in the places of those retiring" shall be deemed to be deleted and the words "the fixing of the remuneration of the directors" substituted therefor.

9. Clause 54 of Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

DIRECTORS.

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than five. The names of the first Directors shall be determined in writing by the Subscribers of the Memorandum of Association.

11. In Clause 94 of Part I of Table A in the penultimate line the words from and including "and may also determine" to the end of the Clause shall be deemed to be deleted.

12. In Clause 95 of Part I of Table A the whole of the second sentence shall be deemed to be deleted and in Clause 97 thereof the whole of the second sentence shall be deemed to be deleted.

BORROWING POWERS OF DIRECTORS.

13. In Clause 79 of Part I of Table A the words from and including "Provided that" to the end of the Clause shall be deemed to be deleted.

PROCEEDINGS 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 accordingly paragraphs (2) and (4) of Clause 84 of Part I of Table A shall be deemed to be deleted.

15. A Director shall be entitled to receive notice of and attend all general meetings of the Company and Clause 134 of Part I of Table A shall be deemed to be modified accordingly.

MANAGING DIRECTOR.

16. In Clause 107 of Table A the second sentence thereof beginning with the words "A director so appointed shall not, whilst holding that office" shall be deemed to be deleted and the words "The appointment of a Managing Director shall be automatically determined if he cease from any cause to be a Director" substituted therefor.

WINDING UP.

17. In Clause 135 of Part I of Table A the word "members" shall be deemed to be substituted for "contributories".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Moreton Harris
53, Russell Square,
London, W. C. 1.
Solicitor.

Norah King
89, Lordship Road,
London, N. 16.
Solicitors' clerk.

Dated this 17th day of March, 1964.

Witness to the above Signatures :-

P. George,
132, Cherrywood Lane,
Morden,
Surrey.

DUPLICATE FOR THE FILE.

No. 798870



Certificate of Incorporation

I Hereby Certify that

THE KENSINGTON NEWS, LIMITED

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

Given under my hand at London this **Thirty-first day of March**
One Thousand Nine Hundred and Sixty Four.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate }
received by }

Date

304