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1011754

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 15 (2) of the Companies Act 1948

*Insert the
Name of the
Company.*

KING & SHAXSON (DEALERS)

LIMITED

Presented by

Presenter's Reference D.1751/BC

MACFARLANES
DOWGATE HILL HOUSE,
LONDON, E.C.4.



Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street W1R 9HG;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR; and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, PETER HOWARD TURNBULL

of Dowgate Hill House, London, E.C.4

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

Solicitor of the Supreme Court engaged in the

formation

of

KING & SHAXSON (DEALERS)

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 22 College Hill
in the City of London

the 13th day of May

one thousand nine hundred and
seventy one

Before me,

R.W. Pearce

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

Number of Company

1011754

2

Form No. 25

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

KING & SHAXSON (DEALERS)

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

NOTE:- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

Presented by

MACFARLANES
DOWGATE HILL HOUSE,
LONDON, E.C.4.

Presenter's Reference

D.1751/BC



F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: 01-405 2866

THE NOMINAL CAPITAL

OF

KING & SHAXSON (DEALERS)
LIMITED

is £ 100, divided into One hundred

Shares of one pound each.

Signature

Macfarlane
Solicitors engaged in the
formation of the Company

(State whether Director,
Manager or Secretary)

Dated the 13th day of May 19 71

Reserve for binding

COMPANY LIMITED BY SHARES

1011754 3

Memorandum of Association

OF

King & Shaxson (Dealers) Limited.

1. The name of the Company is KING & SHAXSON (DEALERS) LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

- (1) To invest the Company's money in and to hold, purchase or otherwise acquire, sell and deal in shares, stocks, debentures, debenture stock, script, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise whether at home or abroad; and to carry on business as consultants, managers, and agents of all types of investment, whether in land, stocks, shares, bonds, debentures, or otherwise.
- (2) To purchase, acquire options to purchase, take on lease, or otherwise acquire freehold and other lands, properties, and also grants, concessions, leases, claims, licences of or other interests in lands, properties, water rights, and either absolutely or conditionally, and either solely or jointly with others, which the Company may from time to time think proper to be acquired for any of its purposes.



to carry on business as land owners, miners, millers, and manufacturers, engineers, machinists, for and their respective branches and in any other business ancillary thereto or to any of the objects of the Company and to buy, sell and deal in property of all kinds and as auxiliary thereto to purchase, charter or hire vessels and samplings, to purchase or erect buildings and works and to construct or contribute to the construction of piers, wharves, docks, railways and tramways and to carry on the business of carriers by land, air or sea.

- (4) To carry on business as land owners, miners, millers, and manufacturers, engineers, machinists, for and their respective branches and in any other business ancillary thereto or to any of the objects of the Company and to buy, sell and deal in property of all kinds and as auxiliary thereto to purchase, charter or hire vessels and samplings, to purchase or erect buildings and works and to construct or contribute to the construction of piers, wharves, docks, railways and tramways and to carry on the business of carriers by land, air or sea.
- (5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (6) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (7) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of

(3)

securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.

- (8) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by trust deed or other assurance.
- (9) 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 of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (10) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or

(4)

of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (11) To lend money on any terms that may be thought fit and to give any guarantees that may be deemed expedient.
- (12) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- (13) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (14) To amalgamate with any other company.
- (15) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of turn to account or otherwise deal with all or any part of the property and assets of the Company.

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- (16) To distribute any of the Company's property or assets among the members in specie.
- (17) To cause the Company to be registered or recognised in any foreign country.
- (18) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (19) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared 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 incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The Liability of the Members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

(6)

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. (In Words)
<i>Arian Collett</i> COLLETT Dowgate Hill House, London, E.C.4. <i>Solicitors Clerk</i>	<i>One</i>
<i>Christopher Evans</i> EVANS Dowgate Hill House, London, E.C.4. <i>Solicitor</i>	<i>one</i>

DATED this *13th* day of *May* 1971.

WITNESS to the above Signatures :-

R D Allen
Dowgate Hill House
London EC4R 2DY
Solicitor

1011754/4

THE COMPANIES ACTS 1948 to 1957

COMPANY LIMITED BY SHARES

Articles of Association

OF

King & Shaxson (Dealers) Limited.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall constitute the regulations of the Company.
2. Regulations 24, 75, 77, 84, 87 and 89 to 97 (inclusive) of Table A shall not apply to the Company.
3. The Company is a private company and accordingly :-
 - (A) The Directors may, without assigning any reason, decline to register any transfer of shares.
 - (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
4. The share capital of the Company is £100 divided into 100 Shares of £1 each.
5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A.

6. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

7. Unless otherwise determined by the Company by Ordinary Resolution the number of Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

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

9. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

10. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate 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 notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such

alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

11. The proviso to Regulation 79 of Table A shall not apply to the Company.

12. (a) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the Directors shall arrange.

(b) A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

(c) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered

into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contractor arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

13. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or

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such other company, or any persons in whose
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 such persons, and may make payments for or towards
 the insurance of any such persons as aforesaid,
 and may do any of the matters aforesaid either
 alone or in conjunction with any such other company
 as aforesaid. Subject always, if the Act shall so
 require, to particulars with respect thereto being
 disclosed to the members and to the proposal being
 approved by the Company by Ordinary Resolution, a
 Director holding any such employment or office
 shall be entitled to participate in and retain for
 his own benefit any such donation, gratuity, pension,
 allowance or emolument. A Director may be counted
 in the quorum present upon a motion in respect of
 any matter referred to in this Article and may vote
 as a Director upon any resolution in respect of any
 such matter notwithstanding that he is personally
 interested in such matter.

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Names, Addresses and Descriptions of Subscribers.

Arian Mett

Dowgate Hill House,
London, E.C.4.

Solicitor Clerk

Christopher Evers

Dowgate Hill House,
London, E.C.4.

Solicitor

DATED this *13th* day of *May* 1971.

WITNESS to the above Signatures :-

R.D.A. Rice

Dowgate Hill House

London EC4R 2DY

Solicitor



CERTIFICATE OF INCORPORATION

No. 1011754

I hereby certify that

KING & SHAYSON (DEALERS) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 19th May 1971.

F. L. Knight
(F. L. KNIGHT)

Assistant Registrar of Companies