



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 2981031

The Registrar of Companies for England and Wales hereby certifies that
MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 19th October 1994



N02981031B

P. Bevan
P. BEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

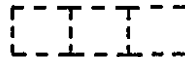
Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block
lettering

To the Registrar of Companies

For official use

For official use



Name of company

*Insert full name of
company

* MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED

I, JONATHAN ANDREW BROWN

of INDIA BUILDINGS

WATER STREET

LIVERPOOL , MERSEYSIDE L2 ONH

†Delete as
appropriate

HB
VR

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†

[person named as director or secretary of the company in the statement delivered to the registrar

under section 10(3)]† and that all the requirements of the above Act in respect of the registration of

the above company and of matters precedent and incidental to it 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 INDIA BUILDINGS

WATER STREET

LIVERPOOL

the FOURTH day of OCTOBER

One thousand nine hundred and NINETY FOUR

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths. [Signature]

Declarant to sign below

[Signature]

Presenter's name, address and
reference (if any):

ALSOP WILKINSON
INDIA BUILDINGS
WATER STREET
LIVERPOOL L2 ONH

REF JAB

For official use

New Companies Section

Post room



A04 *AFZLI5GC* 426
COMPANIES HOUSE 13/10/94



OYEZ
CHA1

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

☐ CN

For official use ☐

MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED

Registered office of the company on
incorporation.

☐ RO

NUMBER ONE

OLD HALL STREET

Post town LIVERPOOL

County/Region MERSEYSIDE

Postcode L3 9HG

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐ X

Name ALSOP WILKINSON

☐ RA

INDIA BUILDINGS

WATER STREET

Post town LIVERPOOL

County/Region MERSEYSIDE

Postcode L2 ONH



A04 *AFZLJ5GD* 422
COMPANIES HOUSE 13/10/94

Number of continuation sheets attached

☐ -

To whom should Companies House
direct any enquiries about the
information shown in this form?

ALSOP WILKINSON

INDIA BUILDINGS , WATER STREET

LIVERPOOL

Postcode L2 ONH

Telephone 051 227 3060

Extension 2334

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

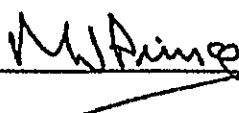
Date of birth

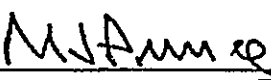
Business occupation

Other directorships

* Voluntary details

Consent signature

CS		
	MICHAEL JOHN	
	PRINCE	
AD	HOLT GREEN HOUSE	
	2 BROOKFIELD LANE	
	Post town	AUGHTON
	County/Region	LANCASHIRE
	Postcode	L39 6SP
	Country	UNITED KINGDOM
I consent to act as secretary of the company named on page 1		
Signed		Date 4.10.94

CD		
	MICHAEL JOHN	
	PRINCE	
AD	HOLT GREEN HOUSE	
	2 BROOKFIELD LANE	
	Post town	AUGHTON
	County/Region	LANCASHIRE
	Postcode	L39 6SP
	Country	UNITED KINGDOM
DO	20	1 2 5 4
	Nationality	NA BRITISH
OC	SOLICITOR	
OD		
I consent to act as director of the company named on page 1		
Signed		Date 4.10.94

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD** DR

GRAHAM MICHAEL THELWALL

JONES

AD BLAENAU FARM

FFORDD-Y-BLAENAU

Post town TREUDDYN MOLD

County/Region CLWYD

Postcode CH7 4NF

Country UNITED KINGDOM

DO 2 | 1 1 | 2 4 | 3Nationality **NA** BRITISH**OC** INVESTMENT MANAGER**OD** SEE ATTACHED LIST

I consent to act as director of the company named on page 1

Signed *G Michael Thelwall*

Date 4.10.94

Delete if the form
is signed by the
subscribers.

Alison Willison

Signature of agent on behalf of all subscribers Date 4.10.94

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

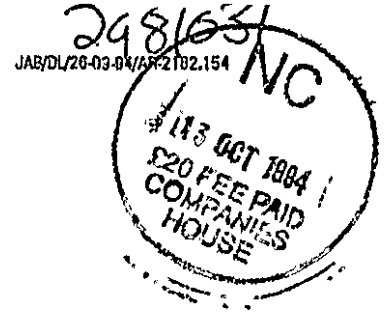
Date

List of Companies of which G.M. Thelwall Jones
is currently a Director

1. Liverpool Chamber of Commerce & Industry
1992 to date.
(also subsidiary companies)
2. Blaenau Associates Limited
1991 to date (controlling director. Family own all shares)
3. University of Liverpool
(Deputy Treasurer 1991 to date)
4. University of Liverpool Electricity Company
(1993 to date) - subsidiary of above.
5. Rathbone Bros & Co Limited
(also a subsidiary company)

Previous Directorships held

1. Charterhouse Tilney
4/86 to 11/91
(also a subsidiary company)
2. King Edward Building Society
1984 to 1986 (approx)
3. Liver Housing Association
1980 to 1982 (approx)



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED

-
- 1 The name of the Company ("the Company") is "MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED".
 - 2 The registered office of the Company will be situate in England and Wales.
 - 3 The object for which the Company is established is to invest in businesses and companies in the County of Merseyside and such other areas as determined by the Company from time to time and in furtherance of this object the Company shall have the following powers:-
 - (a) to carry on the business of an investment Company, and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, loan notes, obligations, warrants, options and securities issued or guaranteed by any Company wherever incorporated or issued or guaranteed by any government, public body or authority in any part of the world;
 - (b) to acquire any such shares, stock, debentures, debenture stock, bonds, notes, loan notes, obligations, warrants or securities by subscription, purchase, exchange, underwriting or otherwise, and whether or not fully paid up and subject to such terms and conditions (if any) as may be thought fit;
 - (c) to exercise and enforce all rights and powers conferred by or incident to the ownership of any investment of the Company and to provide managerial, administrative, supervisory and consultancy advice, assistance and services for or in relation to any Company in which the Company is interested on such terms as may be thought fit;
 - (d) to invest any money of the Company in such investments and other property as may from time to time be thought fit, and to hold, sell or otherwise dispose of any such investment;

- (e) to lend and advance money or give credit to any person or Company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or Company; to secure or undertake the repayment of money lent or advanced to or the liabilities incurred by any person or Company, and otherwise to assist any person or Company;
- (f) to accept or hold mortgages, liens, debentures and charges to secure payment of any money due to the Company;
- (g) to purchase or by any other lawful means acquire any property or assets whatever, for any estate or interest, and any rights or privileges of any kind over or in respect of any property or assets, and subject to such consents as may be required by law, sell, lease, mortgage or otherwise dispose of or deal in or turn to account all or any of the property or assets of the Company;
- (h) to invest any money of the Company not immediately required for its purposes in or upon such investments, securities or property as the Company thinks fit, subject to such conditions (if any) as may for the time being be imposed or required by law;
- (i) to borrow or raise money on such terms, and with such consents as by law required, and on such security as may be thought fit;
- (j) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (k) to make any donations of assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any charitable associations or institutions;
- (l) to undertake and execute charitable trusts;
- (m) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (n) to appoint such officers and employees, on such reasonable and proper terms and conditions as the Company thinks fit, as may from time to time be necessary for carrying on the work of the Company;

4 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (i) of reasonable and proper remuneration to any member, officer or servant of the Company not being a director of the Company for any services rendered to the Company and of expenses

necessarily incurred in carrying out the duties of any member, officer or servant of the Company;

- (ii) of interest on money lent by a member of the Company at a reasonable and proper rate per annum;
- (iii) to any director of the Company for reasonable and proper out-of-pocket expenses;
- (iv) of reasonable and proper rent for premises demised or let by any member of the Company;
- (v) of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them or him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company: Provided also that any such insurance or indemnity shall not extend to any claim arising from a wilful fraud or wrongdoing or wilful neglect or default on the part of the director; and
- (vi) of reasonable and proper fees for services provided by a firm or Company in which a director is interested in.

5 The liability of the members is limited.

6 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).

7 If upon the winding up or dissolution of the Company there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company unless any member at that time satisfies the remaining conditions set out in this Clause but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.

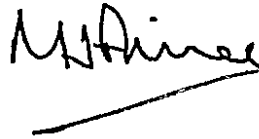
8 True accounting records shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Company and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations contained in the Company's articles of association for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the income and

expenditure account and balance sheet ascertained, by one or more properly qualified auditor or auditors.

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.

NAME, ADDRESSES AND DESCRIPTIONS OF MEMBERS

MICHAEL JOHN PRINCE
India Buildings,
Water Street,
Liverpool,
L2 ONH



Solicitor

GRAHAM MICHAEL THELWALL JONES
Blaenau Farm
Ffordd Y Blaenau
Mold
Clwyd
CH7 4NF



Investment Manager

Dated this 4th OCTOBER 1994

Witness to the above signatures:-

JONATHAN ANDREW BROWN
India Buildings
Water Street
Liverpool
L2 ONH

Solicitor



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED

PRELIMINARY

- 1 Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

INTERPRETATION

- 2 In Regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

- 3 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
- 4 A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

- 5 In regulation 38 of Table A:-
 - 5.1 in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and

- 5.2 the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

- 6 The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A.
- 7 Paragraph (d) of Regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

- 8 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

DIRECTORS' EXPENSES

- 9 The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

- 10 In paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

- 11 The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

NOTICES

- 12 The second sentence of Regulation 112 of Table A shall be omitted.
- 13 The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

NAME, ADDRESSES AND DESCRIPTIONS OF MEMBERS

MICHAEL JOHN PRINCE
India Buildings,
Water Street,
Liverpool,
L2 ONH

M Prince

Solicitor

GRAHAM MICHAEL THELWALL JONES
Blaenau Farm
Ffordd Y Blaenau
Mold
Clwyd
CH7 4NF

G M Thelwall

cmj
Solicitor (Investment Manager).

Dated this 4th OCTOBER 1994

Witness to the above signatures:-

JB

JONATHAN ANDREW BROWN
India Buildings
Water Street
Liverpool
L2 ONH

Solicitor

Company No: _____

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED

Incorporated the day of OCTOBER 1994

ALSOP WILKINSON
LIVERPOOL

AR-2182.154

