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DUPLICATE FOR THE FILE.

No. 2233
2284.



Certificate of Incorporation

OF

The braigton cemetery company, Limited

I hereby Certify, That

"The braigton cemetery company, Limited"

is duly incorporated under the Companies Act, 1906, and that the Company is Limited.

GIVEN under my hand and seal of office, at *Twentyfourth* *February*

One Thousand Nine Hundred and *ninety two.*

Per and Seal Stamp. £ *17. 10/.*

Stamp Duty on Capital. £ *50*

Wm. Ed. Macdonald
Secretary of the Registrar of Companies

See pp 70 71 72

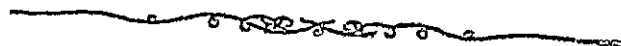
MEMORANDUM

and

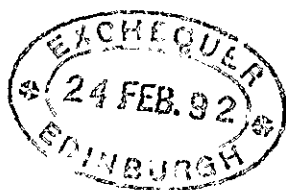
ARTICLES OF ASSOCIATION

of the

CRAIGTON CEMETERY COMPANY,
LIMITED.



SOLICITORS:
GORDON SMITH & PARKER,
205 HOPE STREET, GLASGOW.



Presented by
John Gordon & Co
Solicitors Glasgow

THE CRAIGTON CEMETERY COMPANY, LIMITED.

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"The Companies' Acts, 1862 to 1891."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

THE CRAIGTON CEMETERY COMPANY, LIMITED.

1. The name of the Company is "THE CRAIGTON CEMETERY COMPANY, LIMITED."

2. The Registered Office of the Company will be situate in Scotland.

3. The objects for which the Company is established are for profit or gain, and are as follows, namely,—to enter into and carry into effect with such, if any, modifications or alterations as may be agreed upon, a Draft Agreement between THE CRAIGTON CEMETERY COMPANY, LIMITED, in liquidation, and JOHN GOURLAY, Chartered Accountant in Glasgow, its liquidator, for the purpose of transferring the business and properties and whole assets of said Company in liquidation to this Company; to purchase, feu, lease, or otherwise acquire land or other property in the neighbourhood of Glasgow; and to form such land or other property, or part thereof, into a Cemetery or Cemeteries; to erect, or assist others in erecting, Dwelling-Houses, Shops, Warehouses, Villas, Offices, Hot-Houses, or other buildings, or some of them, on such parts of such land or other property not required or available for the formation of such Cemetery or Cemeteries, as may be considered proper; to manage, hold, feu, sell, let, or otherwise dispose of such Cemetery or Cemeteries, or portions thereof, and rights of burial therein, and of such land, property, dwelling-houses, shops,

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warehouses, villas, offices, hot-houses, or other buildings, or any of them; to purchase or otherwise acquire or lend money on the security of feu duties or ground annuals, or ground rents, or dwelling-houses, or other heritable property, and to hold the same, or convey the same in security of the payment of any feu duties, ground annuals, ground rents, or rents payable or exigible from the land or other property of the Company; to receive money on loan or deposit; to mortgage and charge all or any of the real and personal property, present or future, and all or any of the uncalled capital, for the time being, of the Company; to issue debentures, and mortgage debentures payable to bearer, or otherwise, and to make, accept, endorse, and execute Promissory Notes, Bills of Exchange, and other negotiable instruments; from time to time, by special resolution, to modify the conditions contained in the Memorandum of Association so as to increase the capital of the Company by the issue of new Shares of such an amount as may by the Company be thought expedient, or to consolidate or divide capital into Shares of larger or smaller amount than the amount hereby fixed, or to reduce the capital to such an extent and in such a manner as may by resolution be determined; and generally to transact every kind of business transacted by Cemetery Companies, or other Companies established for the above purposes, and to do all things conducive to the attainment of the above objects.

4. The liability of the Shareholders is limited.

5. The capital of the Company is Fifty Thousand Pounds sterling, divided into Fifty Thousand Shares of One Pound each.

6. Any new Shares from time to time to be created may, from time to time, be issued with any such guarantee or any such right of preference, whether in respect of dividend, or of repayment of capital, or both, or any such other special privilege or advantage over any Shares previously issued, or then about to be issued, or at such a premium, or with such deferred rights as compared with any Shares previously issued, or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally upon such terms as the Company may, from time to time, by special resolution determine.

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.
Thomas Reid of Edinburgh residing in the County of Dumbarton, Dyce,	One
Duncan McPherson Ironfounder Glasgow	One
William Wilson Engineer of Mallochbank	One
Bucklyvie County of Argyll James Wilson Merchant	One
Falkirk County of Stirling William Smith Engineer Glasgow	One
James Richardson Stationer Glasgow	One
W. G. McKay Chartered Accountant Glasgow	One

Dated the fifteenth day of February Eighteen Hundred and Ninety-Two.

Witness to the above Signatures:—

Andrew Wallace Chartered Accountant 24 George Street Glasgow.



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"The Companies' Acts, 1862 to 1891."

COMPANY LIMITED BY SHARES.



Articles of Association

OF

THE CRAIGTON CEMETERY COMPANY, LIMITED.

It is agreed as follows:—

I.—Preliminary.

1. The articles of Table A in the first Schedule of "The Companies' Act, 1862," shall not apply, and in lieu thereof the Company shall be subject to the following Articles. Non-adoption of Table A.

II.—Interpretation of Terms.

2. In the interpretation of these Articles the following words and expressions shall have the following meanings, unless excluded by the subject or context:— Meanings attached to certain terms.

"The Company" means "The Craigton Cemetery Company, Limited."

The "Statutes" mean "The Companies' Acts, 1862 to 1891."

"Special Resolution" means a special resolution of the Company passed in accordance with Section Fifty-one of "The Companies' Act, 1862."

"Shareholders" means the duly registered Members, or holders from time to time of the Shares of the Company, and "Members" means Shareholders.

"Directors" means Directors from time to time of the Company.

"Ordinary Meeting" means an Ordinary Meeting of the Shareholders of the Company, duly called and constituted, and any adjourned holding thereof.

"Extraordinary Meeting" means an Extraordinary Meeting of the Shareholders of the Company, duly called and constituted, and any adjourned holding thereof.

"Office" means the Registered Office from time to time of the Company.

"Month" means a Calendar Month.

Words importing singular number only, include the plural number.

Words importing plural number only, include the singular number.

Words importing masculine gender only, include also the feminine gender.

REGISTERED

III.—Business.

3. The Directors shall, as soon as possible after the incorporation of the Company, enter into the Agreement referred to in the Memorandum and Articles of Association, with such, if any, modifications and alterations as may be agreed upon, and shall carry the same into effect.

Business of the Company.

4. The business of the Company shall include the several objects expressed in the Memorandum of Association, and all matters which from time to time appear expedient for attaining the objects therein expressed.

Mode of carrying on Business.

5. The business shall be carried on by, or under, the management of the Directors, subject only to such control of Meetings as is provided for by these presents.

Situation of Office.

6. The Office of the Company shall be in the City of Glasgow, or in the parish of Govan, in the county of Lanark.

IV.—Capital.

Amount of Capital; and Numbers and Issue of Shares.

7. The Capital of the Company shall consist of Fifty Thousand Pounds, divided into Fifty Thousand Shares of One Pound each, the first issue of Shares being Forty Thousand. The Directors may at any time hereafter, by a resolution passed by a majority, consisting of not less than two-thirds of the whole number of Directors, issue the remainder of the said Capital, or any part thereof, in Shares of the like amount; and such issue shall be regarded as part of the original Capital of the Company, and as such shall be subject to all the provisions herein contained with respect to the Capital of the Company; and such issue shall be offered in the first place to the Members of the Company, and that on the same terms and conditions as are hereafter expressed in Article 9 hereof, with regard to the issue and offer of new Shares to the Members of the Company.

V.—Increase of Capital.

New Shares may be issued from time to time.

8. The Company may from time to time by special resolution increase its Capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the special resolution authorising such increase directs.

New Shares to be offered to existing Members.

9. Subject to any direction to the contrary that may be given by the special resolution which authorises the increase of Capital, all new shares shall be offered to such Members as are under the regulations of these presents entitled to receive notices from the Company in proportion to the number of existing shares held by them. Such offer shall be made by notice specifying the number of new shares to which the Member is entitled, and limiting a time within which to accept, or, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the Member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company, provided that if, owing to the proportion which the number of the new shares bears to the number of shares held by Members entitled to such offer as aforesaid, or from any other cause, any difficulty shall arise in proportioning the new shares or any of them in manner aforesaid, the Directors may dispose of the shares in respect of which such difficulty arises in such manner as they think most beneficial to the Company.

10. Subject to any directions that may be given by special resolution under the powers in the Memorandum of Association or these presents contained relating to the issue of new shares, any Capital raised by the creation of new shares shall be considered as part of the original Capital, and as consisting of Ordinary Shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien, and otherwise, as if it had been part of the original Capital.

New Shares to be considered Ordinary Shares unless otherwise directed.

VY.—Alterations of Capital.

11. The Company may by special resolution so far modify the conditions contained in its Memorandum of Association as to do the following things or any of them:—

Capital may be divided, increased, or reduced.

- (a) Consolidate and divide its Capital into shares of larger amount than its existing shares.
- (b) By sub-division of its existing shares, or any of them, divide its Capital, or any part thereof, into shares of smaller amount than is fixed by its Memorandum of Association.
- (c) Reduce its Capital in any manner authorised by the Companies' Acts for the time being in force.

12. Anything done in pursuance of the last preceding articles shall be done in manner provided by the Companies' Acts for the time being in force so far as they shall be applicable, and so far as they shall not be applicable, in accordance with the terms of the special resolution authorising the same, and so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.

Method of altering Capital.

13. The Directors may from time to time return paid-up Capital upon the footing that, and the result shall be, that the amount returned may be called up again in the same manner as if it had never been paid up.

Paid up Capital may be returned

VII.—Preference Shares.

14. Any new shares from time to time to be created may from time to time be issued with such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium, or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time by special resolution determine.

Preference Shares may be created.

15. If at any time, by the issue of Preference Shares or otherwise, the Capital is divided into shares of different classes, all or any of the rights or privileges belonging to any class may be affected, altered, modified, or dealt with in any manner with the sanction of an extraordinary resolution (as defined by Section 129 of "The Companies' Act, 1862"), passed at a separate General Meeting of the Members of that class. To any such General Meeting all the provisions of these presents shall *mutatis mutandis* apply, but so that the necessary quorum shall be one-tenth in number of the Members of the class holding or representing by proxy one-tenth of the Capital paid, or credited as paid, on the issued shares of the class.

Rights of Preference Shares may be altered

VIII.—Shares.

Allotment of Shares.

16. The Shares shall be at the disposal of the Directors, and they may allot, allocate, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, subject always to the terms of the Agreement referred to in the Memorandum of Association and to Articles 7 and 9 hereof.

Definition of Shareholders.

17. Every person who has accepted, or who may accept, any Share or Shares, and whose name is entered in the Register, and no other person shall be deemed to be a Shareholder, and no notice of any trust, express, implied, or constructive, shall be entered in the Register, or receivable by the Company.

Receipts for Dividend by Joint Shareholders

18. If several persons are registered as joint holders of any Share, any one of such persons may give effectual receipts for any dividend payable in respect of such Share.

Certificates of Shares and amounts paid thereon.

19. Every Shareholder shall, on payment of One Shilling, or any such less sum as the Directors may from time to time prescribe, be entitled to a Certificate under the Common Seal of the Company, specifying the Share or Shares held by him, and the amount paid up thereon.

Renewal of Certificates.

20. If any such Certificate be worn out or lost, it may be renewed on payment of such sum, not exceeding one shilling, as the Directors may from time to time prescribe; provided such evidence as the Directors deem reasonable be afforded of the title of the party applying for renewal.

IX.—Calls.

Calls how made

21. The Directors may, from time to time, but subject to the directions hereinafter mentioned, make such Calls on the Shareholders in respect of all moneys unpaid on their Shares, as the Directors think fit; and every Shareholder shall be bound to pay the amount of every Call, to the persons and at the time and place appointed by the Directors.

Notice of Calls.

22. Twenty-one days' notice at least shall be given of the time and place appointed by the Directors for payment of every Call.

Amount and recurrence of Calls.

23. No Call shall exceed Ten Shillings per Share, and at least One Month shall intervene between the time appointed for the payment of two successive Calls.

When a Call is to be deemed made.

24. A Call shall be deemed to have been made at the time when the resolution of the Directors, authorising such a Call, shall have been passed.

Interest on Calls.

25. If any Call payable in respect of any Share is not paid on or before the day appointed for payment thereof, the holder for the time being of such Share shall be liable to pay interest for the same at the rate of Ten per cent. per annum from the day appointed for the payment thereof to the time of the actual payment.

X.—Transfer and Transmission of Shares.

Mode of Transfer.

26. The instrument of Transfer of any Share in the Company shall be executed by both the Transferor and Transferee, and the Transferor shall be deemed to remain a holder of such Share until the name of the Transferee is entered in the Register Book in respect thereof.

Form of Transfer.

27. Shares of the Company may be Transferred in the following form:—

CRAIGTON CEMETERY COMPANY, LIMITED.

I, A. B. paid to me by C. D. of
do hereby Transfer to the said C. D. and his Executors and Assignees whomsoever
the Share (or Shares) numbered
standing in my name in the Books of the Company, subject to the several conditions
on which I held the same at the time of the Execution hereof; and I the said C. D.
hereby agree to take the said Share (or Shares) subject to the said conditions: As
witness our hands the
day of

Signed by the said
In the presence of

28. The Directors may decline to register any Transfer of any Share:—

Directors may,
in certain cases,
decline to
register
Transfer.

1. If it is made by a Shareholder who is either solely or jointly with any other person indebted to the Company.
2. If the Directors be of the opinion that the Transferee is an irresponsible person, or,
3. If the form of Transfer shall not be approved of by the Directors.

29. The Executors or Administrators of a deceased Shareholder shall be the only persons recognised by the Company as having any title to his Share.

Succession to
deceased
Shareholders.

30. Any person becoming interested in a Share in consequence of the death, bankruptcy, or insolvency of any Shareholder, or the marriage of any female shareholder, or by any lawful means otherwise than by a Transfer or Deed in accordance with these presents, may, upon producing such evidence as the Directors think sufficient, either be registered himself as holder of the Share, or elect to have some person nominated by him and approved by the Directors, registered as such holder, provided nevertheless, that if he shall elect to have his nominee registered, he shall testify the election by executing to his nominee a deed of Transfer of the Share, and until he do so, he shall not be freed of any liability in respect of the Share. Every Transfer of a Share (or Shares) by deed shall be presented to the Company, accompanied by such evidence as the Directors may require to prove the title of the transferor.

Registration of
Shareholder
whose right is
derived
otherwise than
by formal
Transfer.

31. Every Transfer or Transmission of a Share shall be verified by the production of the Certificates or Certificate thereof, or in such other manner as the Directors require, and the Company may refuse to register such Transfer or Transmission until the same be so verified.

Verification
Transfer.

32. The Transfer Books may be closed during the fourteen days immediately preceding the Ordinary General Meeting in each year.

Period during
which Transfer
Books may be
closed.

33. A Fee of Two Shillings and Sixpence, or such other sum as the Directors shall determine, shall be paid on the registration of every Transfer.

Fee for
Registration of
Transfer

XI.—Forfeiture of Shares.

34. If any Shareholder fails to pay any Call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as the Call remains unpaid, serve a Notice on him requiring him to pay such Call, together with interest and any expenses which may have accrued by reason of such non-payment.

Notice for
payment of
overdue Calls.

35. The Notice shall name a further day on or before which such Call, and all interest and expenses which may have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and state that in the event of non-payment, at or before the time, and at the place appointed, the Shares in respect of which such Call was made will be liable to be forfeited.

Terms of Notice

36. If the requisitions of any such Notice, as aforesaid, are not complied with, any Share in respect of which such Notice has been given, may, at any

Manner of
declaring
forfeiture

time thereafter before payment of all Calls, interest, and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect.

Disposal of
forfeited Shares.

37. Any share so forfeited shall be deemed to be the property of the Company, and may be disposed of in such manner as the Company, in General Meeting, thinks fit.

Liability of
Shareholders
whose Shares
have been
forfeited.

38. Any Shareholders whose Shares have been forfeited shall, notwithstanding, be liable to pay to the Company all Calls owing on such Shares at the time of the forfeiture, and the interest, if any, thereon.

Evidence of
forfeiture.

39. A written Certificate under the hands of two Directors and countersigned by the Manager or Secretary that a Share has been duly forfeited in terms of these presents, and stating when it was forfeited, shall be conclusive evidence of such forfeiture.

Voluntary
surrender.

40. The Directors may, at any time, accept the surrender and forfeiture of any Shares from and by any member desirous of surrendering and forfeiting them, on such terms as the Directors may think fit.

XII.—Reserved Fund.

Application of
Reserved Fund.

41. Such portion of the Capital, Profits, or Revenue of the Company, as the Directors shall think fit, may be set apart as a Reserved Fund, to be applied at the discretion of the Directors to all or any of the following purposes, namely:—

1. For payment of a Dividend or Bonus in any year, and that although no profits or revenue may have been obtained, or may have accrued, during said year.
2. For the purpose of equalizing the Dividends.
3. For meeting any contingencies or urgent payments, or any temporary or periodically recurring, or unforeseen, or casual expenses, necessities, or liabilities, or requirements of the Company, its business or property, or for the gradual liquidation of the debt of the Company.
4. For the execution of any repairs of a permanent character of or on any part of the property of the Company.
5. For the purchase of additional land or other property, for the erection of any Works, or for the purchase erection, or construction of any offices, buildings, or structures, or other necessary operations of the Company.
6. For Recouping of the Capital previously expended, or as Floating Capital for carrying on the business of the Company, or for any other purpose of the Company.

XIII.—Investments.

Nature of
Securities.

42. All capital and other moneys carried to the reserve fund, and all moneys not immediately applicable to any payment to be made by the Company, or not required as working capital for or in the current business or operations of the Company, shall be deposited in Bank or invested in such Government or Heritable securities, or such Feu duties, Ground Annuals, or Ground Rents, in Scotland, or in the purchase of lands or other heritable properties in Scotland, or in the erection of dwelling-houses on lands now belonging to the Company, or that the Company may at any time acquire, as the Directors shall from time to time think proper.

XIV.—Meetings of Shareholders.

Time and place
of first General
Meeting.

43. The first General Meeting shall be held at such time, not being more than four months after the registration of the Company, and at such place as the Directors may determine.

Of subsequent
General
Meetings.

44. Subsequent General Meetings shall be held in the month of January in each year, and at such time and place as may be prescribed by the Directors.

45. The above-mentioned General Meetings shall be called Ordinary General Meetings; all others shall be called Extraordinary.

46. No business shall be transacted at an Extraordinary General Meeting, except that for which it shall have been convened.

47. The Directors may, whenever they think fit, and they shall upon a requisition made in writing, by not less than one-fifth in number of the Shareholders of the Company, convene an Extraordinary General Meeting.

48. Any requisition made by such Shareholders shall express the object of the Meeting proposed to be called, and shall be left at the registered office of the Company.

49. Upon the receipt of such requisition the Directors shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the Requisitionists, or any other Shareholders, amounting to the required number, may themselves convene an Extraordinary General Meeting.

50. Seven days notice at the least, specifying the place, the day, and the hour of meeting; and in case of special business, the general nature of such business, shall be given to the Shareholders in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting; but the non-receipt of such notice by any Shareholder shall not invalidate the proceedings at any General Meeting.

51. All business shall be deemed Special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of sanctioning a Dividend, and the consideration of the accounts, balance sheets, and the ordinary report of the Directors.

52. No business shall be transacted at any General Meeting except the declaration of a dividend, unless a quorum of Shareholders is present at the time when the meeting proceeds to business, and Nine Shareholders shall form a quorum.

53. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned meeting a quorum is not present, it shall be adjourned *sine die*.

54. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

55. If there be no such Chairman, or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Shareholders present shall choose some one of their number to be Chairman.

56. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

57. At any General Meeting, unless a Poll is demanded by at least Five Shareholders, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the Minute Book of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

58. If a Poll is demanded by Five or more Shareholders, it shall be taken in such manner as the Chairman directs, and the result of such Poll shall be deemed to be the resolution of the Company in General Meeting. In case of an equality of votes at any General Meeting, the Chairman shall be entitled to a second or casting vote.

Ordinary and Extraordinary General Meetings. Business at Extraordinary General Meetings.

Power to convene Extraordinary General Meetings.

Requisition for convening Extraordinary General Meetings.

Who can convene Extraordinary General Meetings.

Notice of Meeting.

Definition of special business.

Quorum.

Procedure if quorum not present.

President at General Meetings.

President when Chairman of Board of Directors is absent.

Power to adjourn, and business at adjourned Meetings.

Evidence of Resolution being carried.

Poll.

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Ordinary and Extraordinary General Meetings.

Business at Extraordinary General Meetings.

Power to convene Extraordinary General Meetings.

Requisition for convening Extraordinary General Meetings.

Who can convene Extraordinary General Meetings.

Notice of Meeting.

Definition of special business.

Quorum.

Procedure if quorum not present.

President at General Meetings.

President when Chairman of Board of Directors is absent.

Power to adjourn, and business at adjourned Meetings.

Evidence of Resolution being carried.

Poll

XV.—Votes of Shareholders.

Number of votes
which one
Shareholder
may have.

59. Every Shareholder shall have One Vote in respect of each and every Share held by him up to Five; he shall have an additional Vote for every Five Shares above the first five, up to One Hundred; and an additional Vote for every Ten Shares held by him above the first one hundred; provided that no single Shareholder shall have more than Fifty votes.

Votes of
Lunatics,
Minors, &c.

60. If any Shareholder shall be lunatic, idiot, or *non compos mentis*, he may vote by his curator bonis, or other legal curator; and if any Shareholder shall be a minor he may vote by his guardian, tutor, or curator, or any one of his guardians, tutors, or curators, if more than one.

Votes of joint
holders of
Shares.

61. If one or more persons are jointly entitled to a Share or Shares, the Shareholder who stands first on the Register of Shareholders as one of the holders of such Share or Shares, and no other, shall be entitled to vote in respect of the same.

Disqualification
from voting.

62. No Shareholder shall be entitled to vote at any General Meeting, unless all Calls due from him have been paid; and no Shareholder shall be entitled to vote in respect of any Share which he has acquired by transfer, at any meeting held after the expiration of Six months from the registration of the Company, unless he has been possessed of the Share in respect of which he claims to vote, for at least One month previously to the time of holding the meeting at which he proposes to vote.

Preference
Shareholders not
entitled to vote.
Manner of
voting.
Manner of voting
by Proxy.

63. The holders of Preference Shares shall not be entitled to vote.

64. The votes may be given either personally or by proxy.

65. The instrument appointing a proxy shall be in writing under the hand of the appointer, or if such appointer is a corporation, under their common seal, and shall be attested by one or more witness or witnesses. No person shall be appointed a proxy who is not a Shareholder of the Company, and qualified to act as such; nor unless the instrument of his appointment shall be deposited at the Office of the Company at least Two clear days before the time for holding the meeting at which he proposes to vote, and no instrument appointing a proxy shall be valid or entitle the proxy to act or vote except for and at the particular meeting or meetings for which it was granted and any adjournment thereof.

Form of
instrument
appointing a
Proxy.

66. The instrument appointing a proxy may be in the following form:—

CRAIGTON CEMETERY COMPANY, LIMITED.

I, _____ of _____ in the _____ of _____
being a Shareholder of the Company, and entitled to _____
share (or shares), do hereby appoint _____ as my proxy,
to vote for me and on my behalf at the _____ Meeting, to be held
on the _____ day of _____ next, and any adjournment thereof;
As witness my hand, this _____ day of _____
Signed in the presence of _____

XVI.—Directors.

Number of
Directors.

67. The number of Directors shall never be less than Three, nor more than Seven.

Names of first
Directors.

68. The first Directors shall be—

Thomas Reid, of Kilmardinny, Merchant in Glasgow; Sir William McOnie, of Dallochneek, Engineer, Glasgow; James Wilson, of Bantaskine, Merchant, Glasgow; Duncan Macpherson, Ironfounder, Glasgow; and William Smith, Engineer, Glasgow.

and they shall have power at any Meeting of Directors previous to the first Ordinary General Meeting to appoint any Directors, not exceeding, with the

Directors for the time being, the above number of seven, to act in conjunction with themselves; which new Directors, when so appointed, shall have all the powers and indemnities as if they had been hereby appointed.

69. Every Director hereby appointed, or who may in future be appointed, shall hold in his person at least one hundred Shares, and no person other than the present Directors, or those that may be appointed in terms of the preceding article, shall be appointed until he shall have held such shares for Six Calendar Months. Qualification of Directors.

70. The office of Director shall be vacated. Vacating of Office.

1. If he holds any other office or place of profit under the Company.
2. If he becomes bankrupt or insolvent, or compounds with his creditors.
3. If he is concerned or participates in the profits of any contract with the Company.
4. If he ceases to hold the required number of shares to qualify him for the office.
5. If he be declared a lunatic or becomes of unsound mind.
6. If he absent himself from meetings of the Directors for more than six months without the consent of the other Directors.

But the above rules shall be subject to the following exception:—That no Director shall vacate his office by reason of his being a member of any company which has entered into contracts with, or done any work for the Company of which he is a Director, nevertheless he shall not vote in respect of such contract or work; and if he does so vote, his vote shall not be counted.

71. The Directors shall be remunerated for their services to the Company by an annual allowance of One Hundred and Fifty Pounds Sterling, which sum shall be taken from the profits of the business, and shall be divided amongst the Directors in such manner as the Directors may themselves determine. Remuneration of Directors.

XVII.—Rotation of Directors.

72. At the first Ordinary Meeting after the Registration of the Company, the whole of the Directors shall retire from office; and at the first Ordinary Meeting in every subsequent year, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third shall retire from office. Retiral o. Directors.

73. The one-third or other nearest number to retire during the first and second years ensuing the first Ordinary Meeting of the Company shall, unless the Directors agree among themselves, be determined by ballot; in every subsequent year the one-third or other nearest number who have been longest in office shall retire. Determination of retiring Directors.

74. A retiring Director shall be eligible for re-election. Re-election.

75. The Company, at the General Meeting at which any Directors retire in manner aforesaid, shall fill up the vacated offices by electing a like number of persons. Filling up of vacancies in Directorate.

76. If at any Meeting at which any election of Directors ought to take place, no such election takes place, the Meeting shall stand adjourned till the next business day at the same time and place, and if at the adjourned Meeting no election takes place, the Directors shall continue in office till the then next Ordinary Meeting. If Vacancies not filled up.

77. The Company may, from time to time, in General Meeting, increase or reduce their number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office. Modification of Directorate.

Casual
Vacancies.

78. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only so long as the vacating Director would have retained the same had no such vacancy occurred.

Removal of
Directors.

79. The Company, in Extraordinary Meeting, may, by a resolution passed by the votes of the Shareholders holding in the aggregate at least three-fourths of the aggregate Shares, remove any Director before the expiration of his period of office, and appoint a qualified Shareholder instead; and the Director so appointed shall, in all respects, stand in the place of his predecessor.

Resignation.

80. A Director may, at any time, give notice of his wish to resign by delivering such notice to the Secretary or Manager, or leaving it at the Registered Office of the Company, and on the acceptance of his resignation by the Directors, but not before, his office shall be vacant.

XVIII.—Powers and Proceedings of Directors.

Management of
Business by
Directors.

81. The Business of the Company shall be managed by the Directors, who, in addition to the powers and authorities by the Statutes and these presents expressly conferred on them, may exercise all such powers, give all such consents, and, in general, do all such acts and things as are, or shall, by the Statutes or these presents, be directed or authorised to be exercised, given, made, or done, by the Company, and are not thereby expressly directed to be given, exercised, made, or done, by the Company in meeting—but subject nevertheless to the provisions of the Statutes and these presents; and subject also to such Regulations or Provisions, if any, as may be prescribed by the Company in meeting; but no regulation made by the Company in meeting shall invalidate any prior act of the Directors which would have been valid if the Regulation and Provision had not been made.

Meetings for
Despatch of
Business.

82. The Directors shall meet together for the despatch of business at such times and places as they think fit, and may make such regulations as they think proper for the summoning and holding their meetings, and for the transaction of business thereat, and for determining the quorum necessary for the transaction of business.

Chairman.

83. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors shall appoint one of their own number to be Chairman of such meeting.

Voting.

84. Any question which shall arise at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes, the Chairman thereat shall have a casting vote, in addition to his own or ordinary vote.

Committees.

85. The Directors may delegate any of their powers, other than the power to make Calls, to Committees, consisting of such member or members of their body as they shall think fit, and they may from time to time revoke and discharge such Committee, either wholly or in part, and either as to persons or purposes; but every Committee so formed shall, in the exercise of such powers delegated to it, conform to all such regulations as are prescribed for it by the Directors.

Validity of acts
done in certain
abnormal cases

86. All acts done by any meeting of Directors, or by any Committee of Directors, or by any person acting as a Director, shall, notwithstanding any vacancy in the Board of Directors or Committee, or of any defect in the appointment of any such Directors, or persons acting as aforesaid, be as valid as if no.

such defect had existed, and as if every such person had been duly appointed, provided the same be done before the discovery of the defect.

87. The meetings and proceedings of such Committees shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by the express terms of the appointment of such Committees respectively.

Government of Meetings and proceedings of Committees

88. The Directors shall cause Minutes to be made in a book or books provided for the purpose—

Minute Book.

1. Of all appointments of Officers made by the Directors ;
2. Of the names of the Directors present at each meeting of Directors, and Committees of Directors ;
3. Of all orders made by the Directors and Committees of Directors ;
4. Of all resolutions, order, and proceedings of meetings of the Company and of the Directors, and Committees of Directors.

89. The Directors shall provide for the safe custody of the Seal, and it shall not be used without the authority of the Directors.

C: study and use of Seal

90. Every Deed or other instrument to which the Seal is required to be affixed, shall be signed by two Directors, and countersigned by the Manager or Secretary.

Authority for use of Seal.

91. In their management of the business of the Company, the Directors, without any further power or authority from the Shareholders, shall, and may, do the following things, namely :—

Powers of Directors acting on their own Authority.

1. They shall confirm, adopt, and carry out the Agreement referred to in the Memorandum of Association, and that under the reservations, obligations, provisions, and declarations therein referred to.
2. They may appoint, and at their pleasure remove or suspend any officer, clerk, or servant, of the Company, and determine the duties and powers of such officer, clerk, or servant, and determine the amount of his salary and emoluments, and pay the same out of the funds of the Company; provided always that for the suspension or dismissal of the Manager, the votes of a majority of not less than three-fourths of the whole number of Directors shall be necessary, and that suspension or dismissal shall only take place at a Board Meeting specially convened for that purpose.
3. They may, from time to time, raise or borrow, in name or otherwise on behalf of the Company, such sums of money as they may from time to time think expedient, either by way of Mortgage of the whole, or any part of the property of the Company, or by Bond, or Debenture Notes, or in such other manner as they deem best.
4. They may, for the purpose of securing the repayment of any money so borrowed, with interest, make and carry into effect any arrangements which they deem expedient by conveying the property of the Company in security of the repayment thereof or otherwise.
5. They may institute, conduct, defend, compromise, refer to arbitration, or abandon legal or other proceedings and claims by or against the Company or the Directors or Officers of the Company, or otherwise concerning the affairs of the Company.
6. They may frame such Bye-laws or Regulations with respect to the Cemetery or Cemeteries, and other property of the Company as they think fit.

XIX.—Dividends and Bonuses.

92. The Directors may, by sanction of the Company in General Meeting, declare a dividend or bonus to be paid to the Shareholders in proportion to their Shares.

Declaration of Dividend or Bonus.

93. The Directors may deduct from the dividends or bonus payable to any Shareholder all such sums of money as may be due from him to the Company on account of Calls or otherwise.

Deductions from Dividends.

94. Notice of any dividend or bonus that is payable, shall be given to each Shareholder entitled thereto; and all dividends or bonuses unclaimed for three

Notice of Dividend and Forfeiture of unclaimed Dividends.

years after such notice is given may be forfeited by the Directors for the benefit of the Company, and if the Directors think fit, may be employed for augmentation of the Reserve Fund.

XX.—Accounts.

Method of Payment of Debts.

Petty Cash Account.

Accounts and Books of Accounts.

Preliminary Expenses Account.

Persons who may inspect Books, &c.

Statement of Accounts and Reports to be made at Ordinary Meetings.

95. All cheques for sums payable by the Company shall be signed by two Directors at the least, and countersigned by the Manager or Secretary.

96. No payment on account of the Company shall be made without the order of the Directors, except on Petty Cash Account, for which the Directors may from time to time place such sum or sums as they may think fit at the disposal of the Manager, Secretary, or other officer.

97. The Directors shall cause true accounts to be kept of all sums of money received or expended by the Company, and of the matters in respect of which such receipt or expenditure takes place; and of the credits and liabilities of the Company, and of all other matters necessary for showing the true state and condition of the Company; and the accounts shall be kept in such books, and in such manner, and the books of accounts shall be kept in such place or places of security as the Directors think fit.

98. Provided nevertheless that all costs, charges, or expenses incurred or sustained in or about the establishment of the Company which the Directors may consider preliminary, may be placed to a separate account, to be called the Preliminary Expenses Account, and shall be charged against the capital or profits of the Company, and in such way and manner as the Directors may think fit.

99. No Shareholder, unless he be a Director, or Auditor, or an Officer, Clerk, Accountant, or other person whose duty requires him to do so, shall be entitled to inspect the books, accounts, documents, or writings of the Company, except such as shall be produced for that purpose at a General Meeting.

100. At every Ordinary Meeting the Directors shall lay before the meeting a statement of the accounts of the Company made up to a date not more than two months before the meeting from the time when the last preceding statement was made, or in the case of the first statement on the commencement of the Company, and every such statement shall be accompanied by a Report by the Directors as to the state and condition of the Company, and as to the amount (if any) which they recommend to be paid out of the profits by way of Dividend or Bonus to the Shareholders, and of the amount (if any) which they recommend to be transferred to the Reserve Fund.

XXI.—Audit.

Examination of Accounts.

Appointment of Auditors.

Single Auditor.

Who may be Auditor.

101. Once at least in every year the accounts of the Company shall be examined, and the correctness of the Balance Sheet ascertained by one or more Auditor or Auditors.

102. The first Auditors shall be appointed by the Directors. Subsequent Auditors shall be appointed by the Company in General Meeting.

103. If one Auditor only is appointed, all the provisions herein contained relating to Auditors shall apply to him.

104. The Auditors may be Shareholders of the Company, but no person is eligible as an Auditor who is interested otherwise than as a Shareholder in any

transaction of the Company; and no Director or other officer of the Company shall be eligible during his continuance in office.

105. The election of Auditors shall be made by the Company at their Ordinary Meeting in each year, and retiring Auditors shall be eligible for re-election. Election of Auditors.

106. No person not being a retiring Auditor shall be eligible to the office of Auditor unless notice of an intention to propose him at an Ordinary Meeting be given at least Seven days, and not more than a Month, before the meeting; and a copy of every such notice shall be posted up at the Office during the Five days next before the meeting. Notice of intention to propose a person as Auditor.

107. The remuneration of the first Auditor shall be fixed by the Directors, the remuneration of subsequent Auditors shall be fixed, and may from time to time be varied, by the Company in General Meeting. Remuneration of Auditors.

108. If any vacancy which may occur in the office of Auditor at any Ordinary Meeting shall not then be supplied, or if any casual vacancy shall occur, the Directors shall, subject to the approval of the next Ordinary Meeting, fill up the vacancy by the appointment of a person who shall hold office till the next Ordinary Meeting. Vacancy in the Office of Auditor.

109. The Auditors shall be supplied with copies of the Statements of Accounts intended to be laid before the next Ordinary Meeting at least Eight days before the meeting, and it shall be their duty to examine the same with the Books, Accounts, and Vouchers relating thereto. Duty and Duty of Auditors.

XXII.—Notices.

110. All Notices and other Documents requiring to be served by the Company upon the Shareholders may be served either personally, or by leaving the same for, or sending them through the post, in a letter addressed to the Shareholders in the United Kingdom; or elsewhere; and every notice sent through the Post shall be deemed to have been served at the time on which, in the ordinary course of Post, it would have been delivered. Manner of giving notice to Shareholders.

111. As to any Shareholder whose registered place of abode shall not be in the United Kingdom, the Office shall, as regards the service of Notices or other Documents, be deemed to be his registered place of abode in the United Kingdom; but any such Shareholder may register any place in the United Kingdom at which he desires such Notice to be made, and the same shall be made accordingly. Notice to Shareholders without the United Kingdom.

112. All Notices to be given on the part of the Shareholders shall be left at, or sent through the Post to the Office of the Company. Manner of giving notice on the part of the Shareholders.

113. Every person who by Transfer, Transmission, or other means, shall become entitled to any Share, shall be bound by every Notice or other Document which, previous to his name and address being entered on the register in respect of the Share, is given to the person from whom he derives his title. Obligation on Shareholder to notice to his Author.

114. When any Notice or Document is delivered, or sent, in accordance with these presents, at or to the registered place of abode of a Shareholder then notwithstanding he be then deceased, and whether or not the Company have notice of his decease, such service of the Notice or other Document shall, for all the purposes of these presents, be deemed service thereof on each and all of his heirs and representatives. Effect of notice to deceased Shareholder.

XXIII.—Evidence.

115. On the trial or hearing of any action or suit to be brought by the Company against any Shareholder to recover any debt due for any Call, it shall Evidence of Debt due by Shareholders.

be sufficient to prove that the name of the defender is on the Register of the Shareholders of the Company as the holder of the number of Shares in respect of which such debt accrued, and that Notice of such debt was duly given to the defender in pursuance of these presents, and it shall not be necessary to prove the appointment of the Directors who made such Call, nor that a quorum of Directors was present at the Meeting of Directors at which such Call was made, nor that the Meeting at which such Call was made was duly convened or constituted, nor any other matter whatever, but the proof of the matter shall aforesaid be conclusive evidence of the debt.

Value of entries
in Minute-Book.

116. Every entry in the Minute-Book of the proceedings of General Meetings purporting to be entered and signed according to the Statutes or these presents shall, in the absence of proof to the contrary, be deemed to be a correct proof, and an original proceeding of the Company accordingly; and in every case the burden of proof of error shall be wholly on the person making any objection to such entry.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Thomas Reid of Edinburgh Milngavie
in the County of Dumbaron, Dyed, One Share
Duncan M'Pherson, Ironfounder Glasgow One Share
William McQuay of Falkirk one Share
Bucklyrie County of Stirling
James Swick of Bantaskine & County
of Stirling one Share
W. M. Smith Engineer
Glasgow one Share
James Richardson of Glasgow One Share
W. M. C. Charteris accumulated one Share

Dated the 17th day of February, Eighteen Hundred and
Ninety-Two.

Witness to the above Signatures:—

Andrew Halliday, Chartered Accountant 24 George Street Glasgow.

No. 2284

2284

2284

65



The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

OF

The Craighton Cemetery Company LIMITED.

incorporated under the Companies Acts, 1862 to 1891,

Passed on 8th February, 1940.

At an Extraordinary General Meeting of the Craighton Cemetery Company Limited, incorporated under the Companies Acts, 1862 to 1891, duly convened on twenty-one days notice, and held within the Registered Office of the Company at 24 George Square, Glasgow, on the 8th day of February, 1940, the following Special Resolution was duly passed, viz.:—

"That the Articles contained in the print docketed by the Chairman of this Meeting, as relative to this Resolution, are hereby approved and adopted as the Regulations of the Company, to the exclusion of all existing Articles or Regulations, which are hereby repealed.

Duly Certified,

THOMAS HART,

Secretary.

Thomas Hart
Secretary.



The Companies Act, 1929

COMPANY LIMITED BY SHARES

Articles of Association

OF

**The Craigton Cemetery Company
Limited.**

1940.

The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION
OF
The Craigton Cemetery Company
LIMITED.

PRELIMINARY.

1. The articles of Table A in the First Schedules annexed to the Companies Act, 1862, and the Companies Act, 1929, shall not apply to the Company.

2. In these regulations:—

"The Act" means the Companies Act, 1929,

When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force.

Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meanings so defined.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons, at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

4. Subject to the provisions, if any, in that behalf of the memorandum of association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred, or other special rights, or such restrictions whether in regard to dividend, voting, return of share capital, or otherwise, as the company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the company is liable, to be redeemed.

5. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

6. Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the seal of the company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

7. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, if any, as to evidence and indemnity as the directors think fit.

8. No part of the funds of the company shall directly or indirectly be employed in the purchase of, or in loans upon the security of, the company's shares, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 45(1) of the Act.

9. The company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, for any shares of the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company, provided that the commission does not exceed ten per cent of the price at which such shares are issued, and such commission may be paid in whole or in part in cash, or wholly or partly paid shares of the company, as may be arranged. The amount of any commission paid or allowed under this Article shall be fully disclosed and stated as required by sections 43 and 44 of the Act.

10. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant, which cannot be made profitable for a lengthened period, the company may pay interest on so much of such share capital as is for the time being paid up for the period, and subject to the conditions and limitations mentioned in section 54 of the Act, and may charge the sum so paid by way of interest to capital as part of the cost of construction of the work or building, or provision of plant, subject to the provisions of the said section.

LIEN.

11. The company shall have a lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.

12. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

13. For giving effect to any such sale the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES.

15. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the company at the time or times so specified the amount called on his shares.

16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

17. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of five pounds per centum per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.

18. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

19. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

20. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the company in general meeting, six per cent.) as may be agreed upon between the member paying the sum in advance and the directors.

TRANSFER AND TRANSMISSION OF SHARES.

21. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

22. Shares shall be transferred in the following form, or in any usual or common form which the directors may approve:

I, A.B. of _____ in consideration of the sum of
£ _____ paid to me by C.D. of _____
(hereinafter called "the said transferee") do hereby transfer to
the said transferee the share (or shares) numbered _____ in the
undertaking called the Craigton Cemetery Company Limited, to
hold unto the said transferee, subject to the several conditions on
which I hold the same: And I, the said transferee, do hereby
agree to take the said share (or shares) subject to the conditions
aforesaid. As witness our hands the _____ day
of _____

Witness to the signatures of, &c.

23. The directors may decline to register any transfer of shares, not being fully paid shares, to a person of whom they do not approve, and may also decline to register any transfer of shares on which the company has a lien. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognise any instrument of transfer, unless—

- (a) a fee not exceeding two shillings and sixpence is paid to the company in respect thereof, and
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the

directors may reasonably require to show the right of the transferor to make the transfer.

If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

24. The legal personal representatives of a deceased sole holder of a share shall be the only persons recognised by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor, shall be the only persons recognised by the company as having any title to the share.

25. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

26. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

FORFEITURE OF SHARES.

27. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

30. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

31. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receive payment in full of the nominal amount of the shares.

32. A statutory declaration in writing that the declarant is a director of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK.

34. The company may by ordinary resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any denomination.

35. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

36. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company) shall be conferred by any

such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.

37. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

ALTERATION OF CAPITAL.

38. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

39. Subject to any direction to the contrary that may be given by the company in general meeting, all new shares shall, before issue, be offered to such persons 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 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.

40. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

41. The company may by ordinary resolution

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of sect'on 50(1) (d) of the Act;
- (c) Cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

42. The company may by special resolution reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS.

43. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding

general meeting) and place as may be prescribed by the company in general meeting, or, in default, at such time in the third month following that in which the anniversary of the company's incorporation occurs, and at such place, as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

44. The above-mentioned general meetings shall be called *ordinary* general meetings; all other general meetings shall be called *extraordinary* general meetings.

45. The directors may, whenever they think fit, convene an *extraordinary* general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such *requisitionists*, as provided by section 114 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a *quorum*, any director or any two members of the company may convene an *extraordinary* general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS.

46. Subject to the provisions of section 117 (2) of the Act relating to special resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business, shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

47. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

48. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors and directors.

49. 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; save as herein otherwise provided, five members personally present shall be a quorum.

50. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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.

51. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company.

52. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some director, or if no director be present, or if all directors present decline to take the chair, they shall choose some member present, to take the chair.

53. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

54. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members present in person or by proxy entitled to vote or by one member or two members so present and entitled, if that member or those two members together hold not less than 15 per cent., of the paid-up capital of the company, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

55. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

56. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

57. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

VOTES OF MEMBERS.

58. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

59. The holders of preference shares shall have no vote in respect thereof unless the dividend thereon is at least one year in arrear in which case the holders of the preference shares shall on a poll have one vote for each share held by them.

60. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

61. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis or other person may, on a poll, vote by proxy.

62. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

63. On a poll votes may given either personally or by proxy.

64. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. No person shall act as a proxy unless he is entitled on his own behalf to vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for a corporation, but a proxy for a corporation, unless he is entitled on his own behalf to be present and vote at the meeting, shall not act as a proxy except to the corporation who appoints him.

65. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than forty-eight hours before the time for holding the meeting

or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

66. An instrument appointing a proxy may be in the following form, or any other form which the directors shall approve:—

"The Craigton Cemetery Company Limited.

I,

of _____ in the county of _____
being a member of the Craigton Cemetery Company Limited,
hereby appoint _____ of _____
as my proxy, to vote for me and on my behalf at the (ordinary
or extraordinary as the case may be) general meeting of the
company to be held on the _____ day of _____
and at any adjournment thereof."

Signed this _____ day of _____

67. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

68. No act or event revoking an instrument appointing a proxy, or under which a proxy is appointed, shall affect the validity of any vote given in pursuance thereof prior to written notice of such act or event having been received by the company.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

69. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS.

70. Unless and until otherwise decided by the company in general meeting, the number of the directors shall be not less than three and not more than seven.

71. The remuneration of the directors shall from time to time be determined by the company in general meeting.

72. The qualification of a director shall be the holding of at least one hundred shares in the company.

POWERS AND DUTIES OF DIRECTORS.

73. The business of the company shall be managed by the directors, who may pay all expenses incurred in forming and registering the company, and may exercise all such powers of the company, as are not, by the Act, or by these articles, required to be exercised by the company in general meeting, subject, nevertheless, to any regulation of these articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

74. The directors may from time to time appoint one or more of their body or any other person to the office of managing director or manager for such term and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, and a director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining the rotation or retirement of directors; but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a director, or if the company in general meeting resolve that his tenure of the office of managing director or manager be determined.

75. The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time exceed the issued share capital of the company, and shall be subject to the sanction of the company in general meeting.

76. The directors shall cause minutes to be kept of the business of the company, and shall cause books to be kept provided for the purpose:—

- (a) Of all appointments of officers made by the directors;
- (b) Of the names of the directors present at each meeting of directors and of any committee of the directors;
- (c) Of all resolutions and proceedings at all meetings of the company and of the directors, and of committees of directors.

THE SEAL.

77. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors, and in the presence of two directors and of the manager or Secretary or such other person as the directors may appoint for the purpose; and the two directors and the manager or secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS.

78. The office of director shall be vacated, if the director:—

- (a) ceases to be a director by virtue of section 141 of the Act; or
- (b) without the consent of the company in general meeting holds any other office of profit under the company except that of managing director or manager; or
- (c) becomes bankrupt; or
- (d) becomes prohibited from being a director by reason of any order made under sections 217 or 275 of the Act; or
- (e) is found lunatic or becomes of unsound mind; or
- (f) resigns his office by notice in writing to the company; or
- (g) absents himself from meetings of the directors for more than six months without the consent of the other directors.

79. A director shall be capable of contracting and participating in the profits of any contract or arrangement with the company, provided he shall have declared the nature of his interest in manner required by section 149 of the Act, but the director shall not vote in respect of any such contract or work or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS.

80. At the ordinary general meeting in every year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

81. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

32. A retiring director shall be eligible for re-election.

83. The company at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.

84. The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

85. Any casual vacancy occurring in the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

86. The directors shall have power at any time, and from time to time, to appoint a person as an additional director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the company at that meeting as an additional director.

87. The company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS.

88. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the Manager and/or Secretary on the requisition of a director shall, at any time summon a meeting of the directors.

89. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall when the number of directors exceeds three be three, and when the number of directors does not exceed three, be two.

90. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

91. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

92. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

93. A Committee may elect a chairman of its meetings: if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

94. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the mem-

bers present, and in case of an equality of votes the chairman shall have a second or casting vote.

95. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

DIVIDENDS AND RESERVE.

96. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

97. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

98. No dividend shall be paid otherwise than out of profits.

99. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this article as paid on the share.

100. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit.

101. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

102. Any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders as the case may be may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be may direct. In the event of any dividend or

bonus remaining unclaimed for seven years, such dividend may be forfeited by the directors for the benefit of the company, and if the directors think fit, may be placed to the credit of the reserve account.

103. No dividend shall bear interest against the company.

CAPITALISATION OF RESERVES.

104. The company in general meeting may at any time, and from time to time, pass a resolution that any sum or sums forming part of the undivided profits of the company which shall be standing to the credit of any reserve account or fund of the company or otherwise, and including profits arising from the appreciation in value of the capital assets of the company, be capitalised, and that any such sum or sums be set free for distribution and be appropriated as a capital bonus to and among the holders of the shares of the company, as appearing in the register of members on a date to be specified in the resolution, in such proportions and manner as the resolution may direct, and such resolution shall be effective, and the directors shall in accordance with such resolution, apply such sum or sums either in paying up shares of the company on behalf of the several persons to whom the same shall have been so appropriated, and distribute the shares so paid up among the shareholders entitled thereto as aforesaid, in the proportions in which they are so entitled and in satisfaction of their respective shares and interests in the sum or sums so capitalised, or any part thereof, or in paying up the whole or part of any uncalled balance, which shall for the time being be unpaid in respect of the issued shares of the company, on behalf of the several persons to whom the same shall have been appropriated in satisfaction of their respective shares and interests in the sum or sums so capitalised as aforesaid, or otherwise deal with such sum or sums as directed by such resolution, and where any difficulty arises in connection with such distribution the directors may settle the same as they think expedient, and in particular may provide for the case of fractions by the issue of fractional certificates, or by payments in cash, or by sale and distribution of the proceeds, or by ignoring fractions altogether, or otherwise as they may deem expedient, may fix the value for distribution of any fully paid shares and may vest any shares in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as they may deem expedient. When deemed requisite a contract shall be filed in accordance with section 42 of the Act, and the directors may appoint any person to enter into and sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective, and such contract when entered into shall be binding on all concerned.

ACCOUNTS.

105. The directors shall cause proper books and accounts to be kept with respect to:—

All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;

All sales and purchases by the company; and
The assets and liabilities of the company.

106. The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

107. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

108. The directors shall from time to time in accordance with section 123 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.

109. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting together with a copy of the Auditors' report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the company.

AUDIT.

110. Auditors shall be appointed and their duties regulated in accordance with sections 132, 133 and 134 of the Act.

NOTICES.

111. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notices.

112. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

113. If a member has no registered address within the United Kingdom and has not supplied to the company an address within the United Kingdom for the giving of notices to him, a notice addressed to him and advertised

in a newspaper circulating in the neighbourhood of the registered office of the company, shall be deemed to be duly given to him at noon on the day on which the advertisement appears.

114. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in the register of members in respect of the share.

115. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

116. Notice of every general meeting shall be given in some manner hereinbefore authorised to (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other persons shall be entitled to receive notices of general meetings.

GLASGOW, 8th February, 1940.

The Articles contained and printed on this and the preceding pages, numbered 1 to 13, both inclusive, and initialled at the foot of each page by me as Chairman of the Extraordinary General Meeting of the Members of The Craigton Cemetery Company Limited held on this date, are the Articles referred to in the Special Resolution of the said Company passed at the said Meeting.

N. M. ROBERTSON SMITH,
Chairman.

Certified a true copy.

Thomas West
Secretary.

The Companies Act, 1929

COMPANY LIMITED BY SHARES

Articles of Association

The Craigton Cemetery Company
Limited

1941

GORDON SMITH & PARKER.

2284
84
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

OF

The Craigton Cemetery Company LIMITED.

incorporated under the Companies Acts, 1862 to 1891
PASSED ON 22ND MARCH, 1949.



At an Extraordinary General Meeting of The Craigton Cemetery Company Limited, incorporated under the Companies Acts, 1862 to 1891, duly convened on twenty-one days' notice, and held within the Registered Office of the Company, at 24 George Square, Glasgow, on the 22nd day of March, 1949, the following Special Resolution was duly passed, viz.:—

That the Articles of Association of the Company be amended as follows:—

- (1) That the references to the Companies Act 1929 contained in the under-mentioned Articles be deleted and the undermentioned references to the Companies Act 1948 substituted:—

Article 2, delete "Companies Act 1929" substitute "Companies Act." 1948".

Article 8, delete "45 (1)" substitute "54 (1)".

Article 9, delete "43 and 44" substitute "53".

Article 10, delete "54" substitute "65".

Article 41, delete "50 (1) (d)" substitute "61 (1) (d)".

Article 45, delete "114" substitute "132".

Article 78, delete "141" substitute "182"; delete "217 and 275" substitute "188".

Article 79, delete "149" substitute "199".

Article 104, delete "42" substitute "52".

Article 108, delete "123" substitute "148, 150 and 157".

Article 110, delete "132, 133 and 134" substitute "159 to 162".

- (2) That in Article 1 the words "and the Companies Act 1948" be added after the figures "1929".

- (3) That in Article 44 the words "ordinary general meetings" be deleted and the words "annual general meetings" be substituted.

- (4) That Article 46 be deleted and the following substituted:—

"46. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an Annual General Meeting or a meeting for the passing of a Special

Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company. Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed :—

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat ; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right."
- (5) That in Article 48 the words "ordinary meeting" be deleted and the words "annual general meeting" be substituted.
- (6) That in Article 53 the word "ten" be deleted and the word "thirty" be substituted.
- (7) That Article 54 be deleted and the following be substituted :—
- "54. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—
- (a) by the chairman ; or
 - (b) by at least three members present in person or by proxy ; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting ; or
 - (d) by a member or members holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

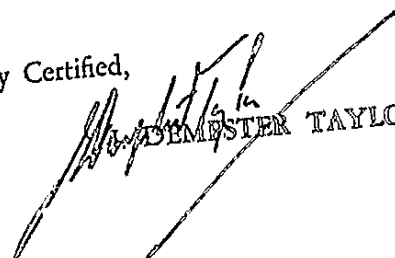
Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn."

- (8) That in Article 64 the words "No person shall act as a proxy unless he is entitled on his own behalf to vote at the meeting at which he acts as a proxy, or he is appointed to act at that meeting as proxy for a corporation, but a proxy for a corporation, unless he is entitled on his own behalf to be present and vote at the meeting, shall not act as a proxy except to the corporation who appoints him" be deleted, and the following substituted :—
- "A proxy need not be a member of the company."

- (9) That Article 77 be deleted and the following substituted :—
“ 77. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed autographically by a director and the secretary or by some other person appointed by the directors for the purpose.”
- (10) That in Article 78 the following paragraph be added at the end, viz. :—
“ No person shall be incapable of being appointed a director of the company on account of his having attained any particular age nor shall any director vacate his office on attaining the age of seventy or any other age.”
- (11) That a new Article be added in the following terms, viz. :—
“ 95a. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit ; and any secretary so appointed may be removed by them. No person shall be appointed or hold office as secretary who is :—
(a) the sole director of the company ; or
(b) a corporation the sole director of which is the sole director of the company ; or
(c) the sole director of a corporation which is the sole director of the company.
A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.”
- (12) That in Article 108 the words “ that section ” be deleted and the words “ those sections ” be substituted.
- (13) That in Article 109 the word “ seven,” occurring in line three, be deleted, and the words “ twenty-one ” be substituted.
- (14) That a new Article numbered 117 be added in the following terms, viz. :—
“ 117. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against 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.”

Duly Certified,


W. J. TAYLOR,

Secretary.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



SPECIAL RESOLUTION

OF

The Craigton Cemetery Company LIMITED.

incorporated under the Companies Acts, 1862 to 1891.

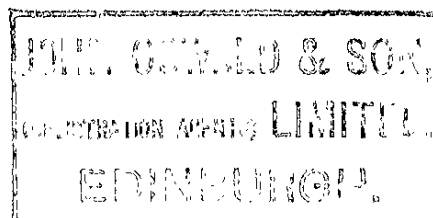
PASSED on 3rd DECEMBER, 1954.

At an Extraordinary General Meeting of The Craigton Cemetery Company Limited, incorporated under the Companies Acts, 1862 to 1891, duly convened and held within the Registered Office of the Company at 24 George Square, Glasgow, on the 3rd day of December, 1954, the following Special Resolution was duly passed, viz. :—

"That the provisions of the Memorandum of Association of the Company be amended by deleting therefrom Clause 3 of the said Memorandum of Association and substituting therefor the following, viz. :—

3. The objects for which the Company is established are for profit or gain and are as follows, namely :—

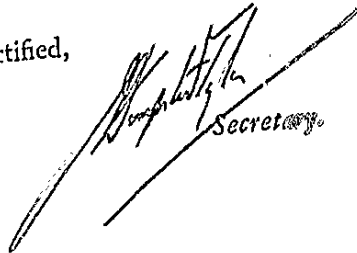
- (a) To purchase, feu, lease or otherwise acquire land or other property in the neighbourhood of Glasgow and to form such land or part thereof into a Cemetery, Cemeteries, Crematorium or Crematoria, to manage, hold, feu, sell, let or otherwise dispose of such Cemetery, Cemeteries, Crematorium or Crematoria or portion thereof and rights of burial therein and generally to transact any kind of business transacted by Cemetery Companies or Crematorium proprietors to erect or assist others in erecting, Dwelling-houses, Shops, Warehouses, Villas, Offices, Hot-houses, or other buildings, or some of them, on such parts of such land or other property not required or available for the formation of such Cemetery or Cemeteries, Crematorium or Crematoria, as may be considered proper and to do all things conducive to the attainment of the above objects.
- (b) To carry out the objects of the Company as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and likewise to do all such other things as are incidental or conducive to the attainment of the objects of the Company; and in particular and without prejudice to this generality in aid of and for the purposes of the Company.



- (c) To purchase, lease, feu or otherwise acquire any lands, buildings, rights, privileges, machinery, plant, appliances, apparatus, materials, stock-in-trade and personal property of any kind necessary or convenient for carrying on said businesses, and the purposes of the Company generally, and to erect, construct or alter, enlarge and maintain, sell or otherwise dispose thereof; with power to pay for any property, business or goods of any kind whatsoever acquired, or services rendered in shares (to be treated as either wholly or partly paid up) of the Company, or in money, or partly in shares and partly in money.
- (d) To acquire by purchase or otherwise, and to establish, undertake, administer, carry on and manage, as principals or agents, any business including property, goodwill and assets thereof established or carried on within the objects of the Company.
- (e) To sell either by public auction or private contract, dispose of, exchange, let on rent, royalty, share of profits or otherwise, grant licences and other rights of and over and to improve, manage or develop, exchange, lease, mortgage and in any other manner deal with, or dispose of, the Company's undertaking or any part thereof, and all or any of the heritable or moveable property or rights of the Company and to take payment therefor in cash or in shares, debentures or securities, either wholly or partly paid up, of another company or companies or otherwise.
- (f) To enter into partnership or joint adventure, amalgamation, or other reciprocal arrangement for sharing profits or for co-operation, union of interests, reciprocal concession, limiting competition, mutual interest or assistance or otherwise with any person, firm or company carrying on a similar business, and that for such consideration as may be agreed upon.
- (g) To amalgamate the business of the Company in whole or in part with the business of any company or corporation, firm or partnership, carrying on business within the objects of the Company, or to sell or otherwise dispose of the undertaking of the Company or all or any of the assets, property and rights thereof and to take payment in cash or in shares, debentures or securities, either wholly or partly paid up, of another company or companies or otherwise.
- (h) To lend advance or invest and deal with the moneys of the Company on such securities and in such manner as may be determined by the Directors, to receive money on deposit, and to acquire and hold shares in other companies, and in particular, but without prejudice to the foregoing generalities, to acquire and hold shares in any other Company or Companies, whether public or private which is or are engaged in the management of a Crematorium or Crematoria.
- (i) To borrow or raise any sum or sums of money for the purposes of the Company by way of trust deed *ex facie* absolute conveyance, bond and disposition in security, mortgage, discount, cash credit, overdraft, bill of exchange, promissory note or receipt, in any other manner, and to grant security and guarantees for and obligations of relief in connection with all or any of such sums.
- (j) To draw, make, accept, invoice, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable documents.

- (k) To use any sum which may be set aside as a reserve fund as working capital, or in any other way the Company may deem right or suitable, and to invest or deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined by the Directors.
- (l) To remunerate the servants of the Company and others out of or in proportion to the return of profits of the Company or otherwise, and in money, shares, stock or debentures, all as the Company may think fit, and to grant pensions to employees or former employees of the Company or to the widows or dependants of any such persons.
- (m) To do all such other things as are incidental or conducive to the attainment of the aforesaid objects or any of them.

Duly Certified,


Secretary.



The Companies Act, 1862 to 1891.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

OF

The Craighton Cemetery Company LIMITED.

1. The name of the Company is "THE CRAIGHTON CEMETERY COMPANY, LIMITED."
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are *for profit or gain* and are as follows, namely:—
 - (a) To purchase, feu, lease or otherwise acquire land *or other property* in the neighbourhood of Glasgow and to form *such land or part thereof* into a Cemetery, Crematorium or *Crematoria*; to manage, hold, feu, sell, let or otherwise dispose of *such Cemetery, Crematorium or Crematoria* or portion thereof and rights of burial therein and generally to transact any kind of business transacted by Cemetery Companies or Crematorium proprietors to erect or assist others in erecting, Dwelling-houses, Shops, *Warehouses, Villas, Offices, Hot-houses, or other buildings, or some of them, on such parts of such land or other property not required or available for the formation of such Cemetery or Crematorium or Crematoria,* as may be considered proper and to do all things conducive to the attainment of the above objects.
 - (b) To carry out the objects of the Company as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and likewise to do all such other things as are incidental or conducive to the attainment of the objects of the Company; and in particular and without prejudice to this generality in aid of and for the purposes of the Company.
 - (c) To purchase, lease, feu or otherwise acquire any lands, buildings, rights, privileges, machinery, plant, appliances, apparatus, materials, stock-in-trade and personal property of any kind necessary or convenient for carrying on said businesses, and the purposes of the Company generally, and to erect, construct or alter, enlarge and maintain, sell

or otherwise dispose thereof; with power to pay for any property, business or goods of any kind whatsoever acquired, or services rendered in shares (to be treated as either wholly or partly paid up) of the Company, or in money, or partly in shares and partly in money.

- (d) To acquire by purchase or otherwise, and to establish, undertake, administer, carry on and manage, as principals or agents, any business including property, goodwill and assets thereof established or carried on within the objects of the Company.
- (e) To sell either by public auction or private contract, dispose of, exchange, let on rent, royalty, share of profits or otherwise, grant licences and other rights of and over and to improve, manage or develop, exchange, lease, mortgage and in any other manner deal with, or dispose of, the Company's undertaking or any part thereof, and all or any of the heritable or moveable property or rights of the Company and to take payment therefor in cash or in shares, debentures or securities, either wholly or partly paid up, of another company or companies or otherwise.
- (f) To enter into partnership or joint adventure, amalgamation, or other reciprocal arrangement for sharing profits or for co-operation, union of interests, reciprocal concession, limiting competition, mutual interest or assistance or otherwise with any person, firm or company carrying on a similar business, and that for such consideration as may be agreed upon.
- (g) To amalgamate the business of the Company in whole or in part with the business of any company or corporation, firm or partnership, carrying on business within the objects of the Company, or to sell or otherwise dispose of the undertaking of the Company or all or any of the assets, property and rights thereof and to take payment in cash or in shares, debentures or securities, either wholly or partly paid up, of another company or companies or otherwise.
- (h) To lend advance or invest and deal with the moneys of the Company on such securities and in such manner as may be determined by the Directors, to receive money on deposit, and to acquire and hold shares in other companies, and in particular, but without prejudice to the foregoing generalities, to acquire and hold shares in any other Company or Companies, whether public or private which is or are engaged in the management of a Crematorium or Crematoria.
- (i) To borrow or raise any sum or sums of money for the purposes of the Company by way of trust or *ex facie* absolute conveyance, bond and disposition in security, mortgage, discount, cash credit, overdraft, bill of exchange, promissory note or receipt, or in any other manner, and to grant security and guarantees for and obligations of relief in connection with all or any of such sums.
- (j) To draw, make, accept, invoice, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable documents.
- (k) To use any sum which may be set aside as a reserve fund as working capital, or in any other way the Company may deem right or suitable, and to invest or deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined by the Directors.

(l) To remunerate the servants of the Company and others out of or in proportion to the return of profits of the Company or otherwise and in money, shares, stock or debentures, all as the Company may think fit, and to grant pensions to employees or former employees of the Company or to the widows or dependants of any such persons.

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

4. The liability of the Shareholders is limited.

5. The capital of the Company is Fifty Thousand Pounds sterling, divided into Fifty Thousand Shares of One Pound each.

6. Any new Shares from time to time to be created may, from time to time, be issued with any such guarantee or any such right of preference, whether in respect of dividend, or of repayment of capital, or both, or any such other special privilege or advantage over any Shares previously issued, or then about to be issued, or at such a premium, or with such deferred rights as compared with any Shares previously issued, or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally upon such terms as the Company may, from time to time, by special resolution determine.

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.
THOMAS REID of Kilmardinny, Milngavie, in the County of Dumbarton, Dyer.	ONE.
DUNCAN M'PHERSON, Ironfounder, Glasgow.	ONE.
WILLIAM M'ONIE, Engineer, of Ballochneck, Bucklyvie, County of Stirling.	ONE.
JAMES WILSON, Merchant, Bantaskin, Falkirk, County of Stirling.	ONE.
WILLIAM SMITH, Engineer, Glasgow.	ONE.
JAMES RICHARDSON, Stationer, 89 Queen Street, Glasgow.	ONE.
JNO. GOURLAY, Chartered Accountant, Glasgow.	ONE.

Dated the Fifteenth day of February, Eighteen Hundred and Ninety-Two.

Witness to the above Signatures :—

ANDREW WALLACE, CHARTERED ACCOUNTANT,
24 George Square, Glasgow.

W. & A. 17th January, 1892.

And it is certified on this and the following two papers as a point of reference when a resolution of the Association of the above Company is required to be passed by special resolution passed by the Company on Jan

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTIONS

OF

The Craigton Cemetery Company LIMITED.

incorporated under the Companies Acts, 1862 to 1991.

PASSED ON 6TH FEBRUARY, 1959.

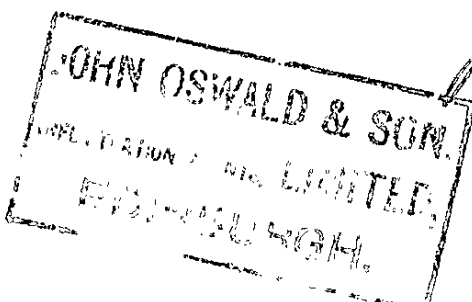
At an Extraordinary General Meeting of The Craigton Cemetery Company Limited, incorporated under the Companies Acts, 1862 to 1991, duly convened and held within the Registered Office of the Company at 24 George Square, Glasgow, on the 6th day of February, 1959, the following Special Resolutions were duly passed, viz.:—

1. "That the share capital of the Company which is £50,000 divided into 50,000 Ordinary Shares of £1 each, whereon £1 per share has been paid up, be reduced to £42,500 divided into 50,000 Ordinary Shares of 17/- each fully paid and that such reduction be effected as follows, viz.:—

By paying to the holders of the said 50,000 Ordinary Shares paid up capital to the extent of 3/- per share, and by reducing the nominal amount of each of the said 50,000 Ordinary Shares from £1 to 17/-."

2. "That subject to the reduction of capital specified in the foregoing Special Resolution being confirmed by the Court and upon the said reduction taking effect, the capital of the Company be increased to its present amount of £50,000 by the creation of 50,000 Ordinary Shares of 3/- each."

Duly Certified,



Secretary.

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In Camera

THE CRAIGTON CEMETERY CO. LTD.



EDINBURGH 23rd June, 1959: The Lords having resumed consideration of the Petition and proceedings along with the Report by James Alexander Lumsden, Solicitor, Glasgow, No. 21 of process; approve of said Report; Direct that Section 67(2) of the Companies Act, 1948, shall not apply to the creditors of the Company or any class of them; confirm the reduction of capital of the Company resolved on by the Special Resolution passed on 6th February, 1959, and recited in the Petition; approve of the Minute set forth in the Petition; direct registration of this Order and said Minute by the Registrar of Companies and on the same ~~being~~ ^{being} ~~having been~~ so registered, appoint intimation thereof to be ~~made~~ ^{given} by advertisement once in the Edinburgh Gazette and once in each of the Glasgow Herald and Scotsman Newspapers, and decern.

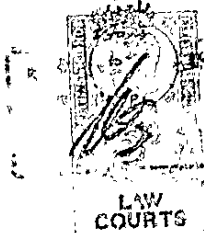
"G.R. THOMSON" I.P.D.

Edinburgh 29th June, 1959

Certified a true copy.

*Edinburgh
A.C.S.*

Petition Registered.



REGISTERED

27 JUL 1959
23473

7 JUL 1959

Unto the Right Honourable
THE LORDS OF COUNCIL AND SESSION

P E T I T I O N

of

THE CRAIGTOWN CEMETERY COMPANY LIMITED,
incorporated under the Companies Acts
1862 to 1890 and having its registered
office at 24 George Square, Glasgow.

HUMBLY SHOWN -

1. That the Petitioners, The Craigtown Cemetery Company Limited, (hereinafter referred to as "the Company") are a company limited by shares incorporated under the Companies Acts 1862 to 1890 on 24th February 1892, and having its registered office at 24 George Square, Glasgow.

2. The objects for which the Company was established were inter alia to purchase, feu, lease or otherwise acquire land or other property in the neighbourhood of Glasgow and to form such land or part thereof into a cemetery, crematorium or crematoria, and to manage, sell, let or otherwise dispose of such cemetery, crematorium or crematoria or other property and rights of burial therein, and generally to conduct any kind of business transacted by cemetery companies.

3. Clause V of the Company's Memorandum of Association is in the following terms: "The objects of the Company

are /

"20 Fifty Thousand Pounds sterling, divided into Fifty
"Thousand Shares of the Pound each."

4. Article 33 of the Company's Articles of Association
(which were adopted as the Regulations of the Company,
to the exclusion of all existing Articles or Regulations,
by special Resolution duly passed on 28th February 1940)
provided as follows: "The company may from time to time
"by ordinary resolution increase the share capital by
"such sum, to be divided into shares of such amounts, as
"the resolution shall prescribe."

5. Article 42 of the said Articles of Association
provided as follows: "The company may by special
"resolution reduce its share capital and any capital
"redemption reserve fund in any manner and with, and
"subject to, any incident authorized, and consent required
"by law."

6. The whole share capital of the company was issued
in the form of Ordinary Shares and is fully paid.

The Company has been successful in carrying on business
as a company incorporated in the United Kingdom. It
owns the copyright and literary and dramatic rights in
over the years it has accumulated considerable reserves
out of profits, and as at 31st December 1955 its general
reserves fund stood at £1,100,000. In the year of the
Company's first year of business the Company's capital in
the form of shares was £1,000,000 and the balance of the
profits of the year was £100,000, and /

and they proposed that share capital of this amount should be repaid to the holders of the said Ordinary Shares.

2. At an extraordinary general meeting of the Company duly convened and held within the registered office on 6th February 1959, the following special resolutions were duly passed: -

1. "That the share capital of the Company which is £100,000 divided into 50,000 Ordinary Shares of £1 each, whereon £1 per share has been paid up, be reduced to £42,500 divided into 50,000 Ordinary Shares of 17/- each fully paid and that such reduction be effected as follows, viz: - By paying to the holders of the said 50,000 Ordinary Shares paid up capital to the extent of 3/- per share, and by reducing the nominal amount of each of the said 50,000 Ordinary Shares from £1 to 17/-."

2. "That subject to the reduction of capital specified in the foregoing special resolution being confirmed by the Court and that the said reduction be duly effected, the capital of the Company be reduced to the amount of £42,500 by the creation of 50,000 Ordinary Shares of 17/- each."

A certified copy of the notice of call, the said meeting, with certificate of call, and a certified copy of the minutes of the meeting, are herewith. The aforesaid resolutions have been read and approved by the Court.

3. The Court has also directed that the

do /

"that on the said resolution taking effect the capital of the Company shall be increased to £20,000 by the creation of 50,000 ordinary shares of 3/- each, none of which has been issued."

11. This petition is presented under the Companies Act, 1948, and particularly under Sections 66 to 69 thereof.

That the petitioners are entitled to obtain this petition to be admitted as the valid and in the minute book in common form and to be advertised once in the Edinburgh Evening News and in the Glasgow Herald newspapers; and to cause within seven days of such advertisement to be presented to the court; and upon receiving consideration with or without answers, to direct that the provisions of subsection (2) of section 66 of the Companies Act, 1948, shall not apply to the creditors of the Company or any of them or alternatively to so far as may be necessary to direct to fix the date on which the creditors of the Company shall be required to present their claims to the court; and to direct that the petitioners be allowed to take any and all such steps as may be necessary to give effect to the said directions.

...the right of objection;
...of an estate to
...of the said estate to be
...Glasgow Herald and more
...newspaper; he settles a
...is entitled to object to the
...of an estate to find that they
...reported thereto, or that their
...have been discharged or secured
...to dispense with the services
...editors whose debts or claims have
...discharged or determined, and who have
...to the proposed reduction, or the
...bearing payment of their debts or
...provided by the Companies Act, 1928,
...37(2)(c); and thereafter and after
...try (if any) as your Lordships shall
...necessary to make an order confirming the
...of capital provided or by the special
...first set forth above; to approve
...the same set forth in the petition; to
...the reduction of the said order and
...by the Companies Act, 1928, and on
...said order and minute being referred to
...of such reduction to be as on
...in the Glasgow Herald
...as any, as to
...and in relation
...of the said order and minute

2
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of Lt
and
Dir

COURT OF SESSION, SCOTLAND

copy/

P E T I T I O N

of

THE CRAIGTON CEMENTERY COM-
:pany LIMITED

for

Order confirming Reduction

of Capital.

1959

STEWART & WATSON, W.S.

20274



The capital of the Craigton Cemetery Company Limited was by virtue of a special resolution and with the sanction of an order of the Court dated 23rd June, 1959, reduced from £50,000 divided into 50,000 Ordinary Shares of £1 each to £42,500 divided into 50,000 Ordinary Shares of 17/- each all issued and fully paid.

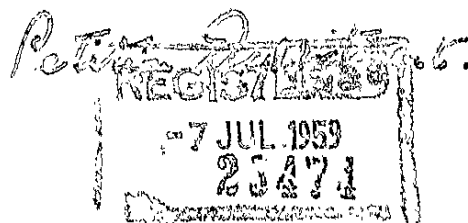
A special resolution has been passed by the Company that on the said reduction taking effect the capital of the Company shall be increased to £50,000 by the creation of 50,000 Ordinary Shares of 3/- each, none of which has been issued.

*H. M. Registrar of Companies,
Edinburgh.
29th June, 1959.*

I hereby certify the foregoing to be a true copy of the minute referred to in the Petition of The Craigton Cemetery Company Limited and in the interlocutor of the Second Division dated 23rd June, 1959.

E. Smith.

A. C. S.



COPY MINUTE

In

Petition for Reduction of Capital
of

THE CRAIGTON CEMETERY CO., LTD.

1959

(DUPLICATE FOR THE FILE)

No. 2284.



Certificate of Registration
OF
ORDER OF COURT AND MINUTE
ON
REDUCTION OF CAPITAL

The Craigton Cemetery Company, Limited

having by Special Resolution reduced its Capital as confirmed by Order of the Court of Session,
bearing date the Twenty-third day of June 19 59.

I **Thereby Certify** the Registration of the said Order of a Minute

showing the present capital and shares of the Company as fixed by the said Order.

SIGNED by me at Edinburgh, this Seventh day of July

One Thousand Nine Hundred and Fifty-nine

Registrar of Companies.

late 7/7/59
5/-

2284

Price—Three Pence
(Exclusive of Purchase Tax)
Form No. 10.

No. of Company.....

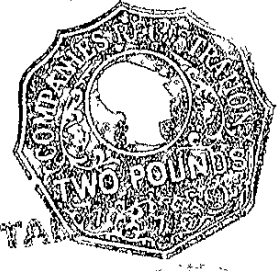
2284
101

42/-

THE COMPANIES ACT, 1948.

NOTICE OF INCREASE IN NOMINAL CAPITAL

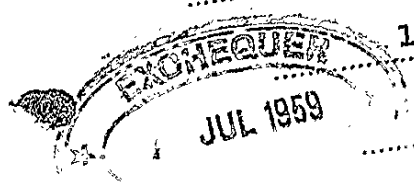
Pursuant to Section 63.



Name of Company { THE CRAIGTON CEMETERY COMPANY Limited

NOTE.—This notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by
Simpson & Marwick, W.S.,
18 Heriot Row,
Edinburgh.



REGISTERED
7 JUL 1959
No. 23475

TO THE REGISTRAR OF COMPANIES.

THE CRAIGTON CEMETERY COMPANY LIMITED.

hereby gives you notice pursuant to Sect. 63 of the Companies Act, 1948, that by
(a)Special.....Resolution of the Company dated
theSixth..... day ofFebruary..... 1959....., the nominal
Capital of the Company has been increased by the addition thereto of the sum of
£7,500:-:-.....beyond the registered Capital of £42,500:-:-.....

The additional capital is divided as follows:—

<u>Number of Shares.</u>	<u>Class of Share.</u>	<u>Nominal Amount of each Share.</u>
<u>Fifty thousand</u>	<u>Ordinary</u>	<u>Three shillings</u>

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:—

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature) [Signature]

(State whether Director,
or Secretary) [Signature]

THE CRAIGTON CEMETERY CO. D.

Dated the2nd..... day ofJuly..... 1959.....

(a) "Ordinary," "Extraordinary" or "Special."

Margin reserved for Binding.

2284
-102.

Form No. 26a

Number of
Company }

THE STAMP ACT 1891

(54 & 55. VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital OF

THE CRAIGTON CEMETERY COMPANY
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 for
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

Simpson & Marwick, W.S.,

18 Heriot Row,

Edinburgh

No Companies Capital Duty Payable.

Inland Revenue
EDINBURGH.

W. H. H. H.
for Comptroller.

THE NOMINAL CAPITAL

OF

THE CRAIGTON CEMETERY COMPANY

Limited

has by a Resolution of the Company dated

6th February 1959 been increased by

the addition thereto of the sum of £1,500/-,
divided into :—

Fifty Thousand Ordinary Shares of 3/- each

Shares of each

beyond the registered Capital of £42,500

divided into 50,000 Ordinary Shares of 17/- each

Signature.....

(State whether Director or Secretary).....

THE CRAIGTON CEMETERY CO. LD.

Dated the 2nd day of July 1952

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

COMPANY LIMITED BY SHARES.

Special and Ordinary Resolutions

OF

The Craigton Cemetery Company, Limited

Passed on 4th May, 1962.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company, 24 George Square, Glasgow, C.2, on Friday, 4th May, 1962, the following Resolutions were duly passed, namely:—

SPECIAL RESOLUTIONS

1. "That the Memorandum of Association be amended as follows:—

- (a) By inserting in the second line (as printed) of Clause 3 (a) immediately after the word 'Glasgow' the words 'or elsewhere in the United Kingdom of Great Britain and Northern Ireland'.
- (b) By deleting in the third, fourth and fifth lines (as printed) of Clause 3 (c) the words 'necessary or convenient for carrying on said businesses, and the purposes of the Company generally'.
- (c) By inserting in the fifth line (as printed) of Clause 3 (c) immediately after the word 'maintain' the words 'manage and develop, let, exchange'.
- (d) By deleting in the sixth and seventh lines (as printed) of Clause 3 (h) the words 'which is or are engaged in the management of a Crematorium or Crematoria' and by substituting therefor the words 'where the so doing may seem desirable in the interests of the Company'.
- (e) By adding at the end of Clause 3 the following additional sub-clause, namely:—
'(n) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause; but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be principal objects of the Company'."

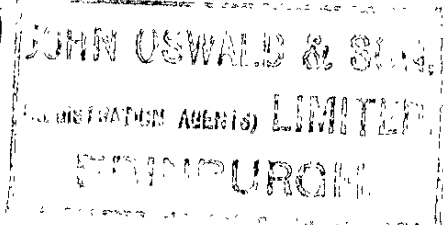
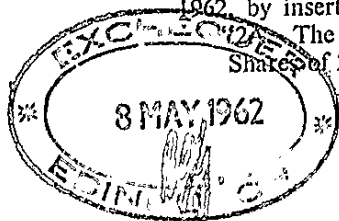
2. "That, subject to the approval of the Board of Trade, the name of the Company be hereby altered to 'Craigton Investment Company Limited'."

ORDINARY RESOLUTION

3. "That the capital of the Company be and is hereby increased to £150,000 by the creation of 800,000 Ordinary Shares of 2s. 6d. each."

SPECIAL RESOLUTION

4. "That the Articles of Association of the Company be altered with effect from 9th April, 1962, by inserting immediately after Article 2 the following additional Article, namely:—
The share capital of the Company is £150,000 divided into 1,200,000 Ordinary Shares of 2s. 6d. each."



John Oswald
Secretary.

20236

20236 A



Number of
Company)

2023/2284

101

FORM NO. 6A

THE COMPANIES ACT, 1948.

715 51
CR7

Notice of Increase in Nominal Capital

Pursuant to Section 63.

Insert the
Name
of the
Company.

The Craigton Cemetery Company.

LIMITED.



NOTE.—This notice and a printed copy of the Resolution authorizing 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).

Presented by

The Solicitors' Law Stationery Society, Limited,
157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6A

[OVER]

20237

To THE REGISTRAR OF COMPANIES.

The Craighton Cemetery Company,

Limited, hereby gives you notice, pursuant
to Section 63 of the Companies Act, 1948, that by an Ordinary

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

Resolution of the Company dated the 4th day of May 1962
the Nominal Capital of the Company has been increased by the addition thereto
of the sum of £100,000

beyond the Registered Capital of £50,000

The additional Capital is divided as follows:—

Number of Shares.

Class of Shares.

Nominal amount
of each Share.

800,000

Ordinary

2s6d.

The Conditions (e.g., voting rights, dividends, &c.) subject to which the
new shares have been, or are to be, issued are as follows:—
Carrying same rights as existing Ordinary Shares

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

Signature

State whether Director,
Manager or Secretary

Secretary

Dated the 10th day of May 1962

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital OF

The Craigton Cemetery Company.

LIMIT D

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, 1926, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for 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

The Solicitors' Law Stationery Society, Limited.

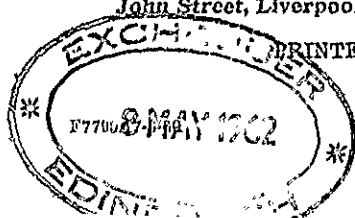
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 611

[P.T.O.]

20238



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THE NOMINAL CAPITAL

OF

The Craigton Cemetery Company, Limited

has by a Resolution of the Company dated

4th May, 1962 been increased by

the addition thereto of the sum of £ 100,000

divided into:—

800,000 Ordinary Shares of 2s6d each

Shares of each

beyond the registered Capital of Fifty Thousand

Pounds (£50,000)

Signature

(State whether Director or Secretary) Secretary

Dated the 4th day of May 1962

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

~~CONFIDENTIAL~~

THE ABOVE MATTER before referred to:-

CONCERNING referred to in the foregoing
Agreement between Mary Clayton and AN
of the one part and Craigton Combined
Securities Limited of the other part

1963.

To:-

Craigton Combined Securities Limited,
101, Douglas Street,
GLASGOW, C.2.

Dear Sirs,

We hereby certify that as at today's date Campbell Henderson Watson Limited has a marketable title to the subjects known as Wellington House, 126 Wellington Street, Glasgow, and that the said property and the title thereto stand in the name of Campbell Henderson Watson Limited and are free from encumbrances and that no notices, directions or orders have been issued under the Town and Country Planning (Scotland) Acts or other statutes or statutory orders restricting the development, use or enjoyment thereof or providing for the compulsory acquisition, closing, repair or demolition of any part thereof or for the removal of any nuisance therefrom.

The Common Seal of

BROWN, SHIPLEY TRUST LIMITED.
was herewith affixed in the presence of

W. H. Brown
W. H. Brown
W. H. Brown

W. H. Brown
.....
.....
.....

W. H. Brown
.....
.....

139
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Ordinary Resolution
OF
CRAIGTON COMBINED SECURITIES LIMITED

Passed on 21st October, 1963.

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened and held at the Registered Office of the Company, 101 Douglas Street, Glasgow, C 2, on Monday, 21st October, 1963, the following Ordinary Resolution was duly passed, namely:—

ORDINARY RESOLUTION.

"That the capital of the Company be and is hereby increased to £1,000,000 by the creation of 4,000,000 Ordinary Shares of 2s 6d each, which shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons and on such terms as they shall think fit."

Taylor & Gemmell
Secretaries.

REGISTERED
22 OCT 1963

No.

41855

Number of
Company

2284

138

Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

Craigton Limited Securities

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

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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

REGISTERED

TO THE REGISTRAR OF COMPANIES.

Longford Securities Limited, hereby gives you notice, pursuant to
 Section 63 of the Companies Act, 1948, that by an *Ordinary*
 Resolution of the Company dated the *21st* day of *October* 196*8*
 the Nominal Capital of the Company has been increased by the addition thereto of
 the sum of *£ 500,000* beyond the Registered Capital
 of *£ 500,000*

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<i>4,000,000</i>	<i>Ordinary</i>	<i>2s. 6d. each</i>

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:—

*Ranking pari passu in all respects with the
 existing Ordinary Shares of 2s. 6d. each*

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

Signature *Taylor Gordon Gammell*

State whether Director
 or Secretary

Secretary

Dated the *21st* day of *October* 196*8*

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

Number of
Company

2284

139

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

Crompton Construction Services

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 for 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

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklebury, 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

2284.

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.

Special and Ordinary Resolutions

OF

CRAIGTON COMBINED SECURITIES LIMITED

PASSED ON 24th SEPTEMBER, 1964

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company, 101 Douglas Street, Glasgow, C.2, on Thursday, 24th September, 1964, the following Resolutions were duly passed, namely:—

SPECIAL RESOLUTION

1. "That the Memorandum of Association of the Company be amended by adding immediately after sub-clause (i) of Clause 3 the following additional sub-clause, namely:—
 (ii) To guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and on such terms as may seem expedient, and in particular of or by any subsidiary company and any persons having dealings with the Company, and generally to give guarantees and indemnities."

ORDINARY RESOLUTION

2. "That the capital of the Company be and is hereby increased to £1,250,000 by the creation of 2,000,000 Ordinary Shares of 2s. 6d. each, which shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons and on such terms as the Directors shall think fit."

SPECIAL RESOLUTIONS

3. "That the conditional Sale Agreement dated 24th and 26th August, 1964, made between (i) Campbell Henderson & Company Limited (ii) the Company and (iii) Henry Clayton for the acquisition by the Company of the whole of the issued share capital of Campbell Henderson (Holdings) Limited (a copy of which Agreement has been produced to this Meeting and for identification signed by the Chairman thereof) be and the same is hereby approved and that the Directors be and they are hereby authorised to carry such proposed acquisition into effect in accordance with the provisions of the said Agreement."
4. "That the conditional Sale Agreement dated 24th and 26th August, 1964, made between (i) Henry Clayton and (ii) the Company for the acquisition by the Company of the whole issued share capital of Henry Clayton Investments Limited (a copy of which Agreement has been produced to this Meeting and for identification signed by the Chairman thereof) be and the same is hereby approved and that the Directors be and they are hereby authorised to carry such proposed acquisition into effect in accordance with the provisions of the said Agreement."
5. "That the Regulations contained in the printed document submitted to this Meeting, and for the purpose of identification subscribed by The Chairman hereof, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof."

John Gordon & Gammell
Secretaries.

JOHN GORDON & GAMMELL

22864
123

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

(As adopted by Special Resolution passed on 24th September, 1964)

OF

Craigton Combined Securities Limited

1. Neither the Regulations of Table A in the First Schedule to the Companies Act, 1948, nor those scheduled to any previous or subsequent Companies Act, shall apply to the Company.

INTERPRETATION.

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:—

WORDS.	MEANINGS.
The Act	The Companies Act, 1948.
The Office	The Registered Office of the Company.
The Seal	The Common Seal of the Company.
Month	Calendar Month.
Paid up	Includes credited as paid up.
Dividend	Includes bonus.
In writing	Written, printed or lithographed.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

OFFICE.

3. The Registered Office of the Company shall be in such place in Scotland as the Directors may from time to time appoint.

CAPITAL AND SHARES.

4. The share capital of the Company at the date of the adoption of these presents as the Articles of Association of the Company is £1,250,000 divided into 10,000,000 Ordinary Shares of 2s. 6d. each. Subject to any special or deferred rights or restrictions, which may be attached to any shares or to any other class of shares, the profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the Ordinary Shares rateably, according to the amounts paid up thereon.

5. The allotment of shares and the conditions thereof shall be at the discretion of the Directors, subject always to the provisions of Articles 12 and 13 hereof.

6. No part of the funds of the Company shall be employed, whether directly or indirectly, in the purchase of or loans on the security of the Company's shares, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 54 (1) of the Act.

7. The Company may pay a commission not exceeding 10 per centum of the price at which any shares are issued, or an amount equivalent thereto, to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the capital of the Company. Such commission may be paid in cash or in fully paid shares or partly in one way and partly in the other, as may be arranged. The requirements of Section 53, Schedule VIII, Section 124 and Schedule VI of the Act shall be observed.

8. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 63 of the Act, and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.

9. Subject to the provisions of Section 72 of the Act and of the Memorandum of Association of the Company, all or any of the rights or privileges attached to any class of shares forming part of the capital for the time being of the Company may be affected, modified, added with or abrogated in any manner with the sanction of an Extraordinary Resolution of the holders of shares of that class, meaning for the purposes of this Article a resolution duly passed by a majority consisting of not less than three-fourths of the votes given upon the resolution at a separate meeting of the holders of shares of that class, of which notice specifying the intention to propose the resolution as an Extraordinary Resolution shall have been duly given. To any such separate meeting all the provisions of these Articles as to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the capital paid on the issued shares of the class, and every holder of shares of the class shall on a poll have one vote in respect of each 2s. 6d. in nominal amount of the shares of the class held by him and so that, if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum and that any holder of shares of the class present in person or by proxy may demand a poll.

10. Every holder of shares shall be entitled, without payment of a fee, to a certificate under the common seal of the Company, bearing the autographic signatures of one Director and the Secretary, unless there shall be for the time being in force a resolution of the Board of Directors adopting some method of mechanical signatures, which is controlled by the Auditors, Transfer Auditors or Bankers of the Company, in which event any such signature (if authorised by such resolution) may be effected by the method so adopted, and specifying the shares held by him for the time being and the amount paid up thereon, provided that, in the case of joint holders, the Company shall not be bound to issue more than one certificate and delivery of such certificate to any one of them shall be sufficient delivery to all. Notwithstanding the foregoing provision of this Article, the Board of Directors may by resolution determine that such certificates need not be signed by any person. Where a member has transferred part only of the shares specified in the certificate to which the transfer or transfers relate, he shall without payment be entitled to receive a certificate for the balance of the shares so specified.

11. If a certificate is worn out, destroyed or lost, it may be renewed upon the person requiring the new certificate giving up the worn-out certificate or providing such evidence of its loss or destruction and such indemnity to the Company as will satisfy the Directors.

INCREASE AND REDUCTION OF CAPITAL.

12. The Company may from time to time by Ordinary Resolution increase its capital by the issue of new shares, such increase to be of such amount and to be divided into shares of such respective amounts as the Company shall think expedient. New shares created on any increase of capital may be issued as ordinary shares ranking *pari passu* with the existing Ordinary Shares of the Company or with any such preferred, deferred or other special rights, whether in respect of dividend, return of capital, voting or otherwise, as may from time to time be determined either by Ordinary Resolution of the Company in General Meeting or by resolution of the Directors passed in pursuance of authority so to do delegated to them by Ordinary Resolution of the Company in General Meeting or in accordance with Article 13 hereof, and, subject to the provisions of the Act, the Company may issue preference shares, which are redeemable or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company before the issue thereof may by Ordinary Resolution determine.

13. The Company may by Ordinary Resolution in General Meeting direct that new shares or any of them shall be offered in the first instance, either at par or at a premium, to all the shareholders or any class or group of shareholders for the time being, in proportion to the number of existing shares or shares of the class or group held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, new shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them to such persons and on such terms as they shall think fit.

14. Any capital raised by the creation of new shares (except in so far as the Company, on the creation thereof, shall otherwise determine) shall be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls, the forfeiture of shares on non-payment of calls and otherwise, as are hereby provided.

15. The Company may from time to time, by Special Resolution, reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets, or reducing the liability on the shares, as may seem expedient, and capital may be paid off upon the footing that it may be called up again or otherwise. The Company may also, by Ordinary Resolution, sub-divide or consolidate its shares or any of them.

16. The Ordinary Resolution whereby any share is sub-divided may determine that, as between the shares resulting from such sub-division, one or more of such shares shall have preferential rights over the others or other in respect of dividend or repayment of capital, or both, as the Company shall deem expedient.

BORROWING POWERS.

17. The Directors may, from time to time, at their discretion, borrow upon debentures or debenture stock or otherwise for the purposes of the Company any sum or sums of money. The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies so as to procure (as regards subsidiary companies so far as by such exercise they can procure) that the aggregate principal amount for the time being remaining undischarged of all moneys borrowed by the Company and/or any of its subsidiary companies (exclusive of moneys borrowed by any of such companies from any other of such companies) shall not at any time without the previous sanction of the Company by Ordinary Resolution in General Meeting exceed three times the aggregate amount of the amount paid up on the share capital of the Company for the time being issued and of the share premium account of the Company or the sum of £5,000,000, whichever is the greater. The Directors may also, subject to the same limitation as to the aggregate amount, borrow from any bank or person, in anticipation of the issue of such debentures or debenture stock, such sum or sums as they think proper, and also against receipt of calls on shares an amount equal to the aggregate amount of such calls. For the purposes of this Article, (a) moneys borrowed shall be deemed to include (i) the nominal amount of any issued share capital and the principal amount of any borrowed moneys (including in each case any premium payable on final repayment) the repayment of either of which is guaranteed by the Company or by any subsidiary company, and (ii) the nominal amount of any share capital other than equity share capital as defined

in the Act of any subsidiary company issued after it has become a subsidiary company and for the time being beneficially owned by persons other than the Company and of its subsidiary companies, (h) moneys borrowed by the Company or any subsidiary company and lodged in a separate account solely for the purpose of repaying the whole or any part of other borrowed moneys of the Company or of any subsidiary company for the time being outstanding (including any premium payable on repayment) shall not, pending the application to such purpose, be deemed to be borrowed moneys.

18. Subject as aforesaid, the Directors may raise, or secure the repayment of, such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the creation and issue of debenture stock or the issue of debentures or other obligations of the Company, and in security of money so borrowed or raised may mortgage, pledge, or charge all or any part of the assets, property, and rights of the Company for the time, including the uncalled capital, and may make and carry into effect any arrangements which they consider expedient for securing the repayment of any moneys so borrowed or raised and may convey any property of the Company to trustees or otherwise and may grant and execute all necessary deeds and writings for securing and completing such loans.

19. No lender or other person dealing with the Company shall be concerned to see or inquire whether these limits are observed, but a certificate by two Directors that the amount of any loan or loans is within the limit of the borrowing powers shall be conclusive evidence in any question between any such lender or person and the Company.

20. Every debenture or other instrument issued by the Company for securing the payment of money may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures, debenture stock, bonds, or other similar instruments or securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, or otherwise.

21. The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company.

CALLS ON SHARES.

22. The Directors may, from time to time, make such calls upon the members in respect of all moneys unpaid on their shares as they think fit. Unless otherwise provided by the conditions of allotment, no call shall exceed one-fourth of the nominal amount of a share or be made payable within three months after the last preceding call was payable and each member shall be liable to pay the amount of all calls made on his shares to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

23. Calls shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and one month's notice at the least of the date and place of payment of each of such calls shall be given to the members. The joint holders of shares shall be severally, as well as jointly, liable for the payment of calls in respect thereof.

24. If the call payable in respect of any share is not paid before or on the day appointed for payment thereof, the holder for the time being of such shares shall be liable to pay interest on the same at the rate of 5 per cent. per annum, or such other rate not exceeding 5 per cent. per annum as may be fixed at the time by the Directors, from the day appointed for the payment thereof to the time of actual payment.

25. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys payable upon the shares held by him beyond the sums actually called for, in discharge of the amount of any call or calls thereafter to be made upon the said shares, and upon the moneys so paid and advanced the Company may pay interest at such rate as the member paying such sum in advance and the Directors may agree upon, and such moneys so long as in advance of calls shall not rank for dividend.

TRANSFER AND TRANSMISSION OF SHARES.

26. The instrument of transfer of any share in the Company shall be in writing and in usual common form and shall be executed, in the case of a fully paid up share, by or on behalf of the transferor and, in the case of a share which is not fully paid up, both by or on behalf of both the transferor and the transferee. Every transfer shall be lodged at the office of the Company, accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove the title of the intending transferor. The transferor shall be deemed to remain the holder of such shares, until the name of the transferee is entered in the register book in respect thereof.

27. The transfer books shall be closed at the discretion of the Directors for a period or periods not exceeding in the whole thirty days in each year.

28. The executors or trustees of a deceased holder of shares (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to his shares. In the case of the death of any joint holder, the survivors or survivor shall be the only persons or person whom the Company shall recognise as having any title to or interest in the shares.

29. Any person, becoming entitled to shares in consequence of the death or bankruptcy of any holder, may be registered as a member upon such evidence as to title being produced, as may from time to time be required by the Directors.

30. The Directors may refuse to register any transfer of partly paid shares to a transferee, of whom they do not approve. If the Directors refuse to register a transfer of any such shares, they shall, within one month after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal as required by Section 78 of the Act.

31. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognise any equitable or other claim to or interest in such shares on the part of any other person. The Company shall, however, be entitled to register trustees, executors or administrators as such in respect of any shares and may accept and act upon the signatures and instructions of any quorum of their number; but the Company shall not be bound to see to the execution, administration or observance of any trusts affecting such shares.

FORFEITURE AND LIEN.

32. If any member fails to pay any instalment or call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as the instalment or call remains unpaid, serve a notice on him requiring him to pay such instalment or call, together with interest and any expense that may have accrued by reason of such non-payment.

33. The notice shall name a further day, not less than fourteen days from the date of service if the member be registered as resident in the United Kingdom and not less than six months if the member be registered as resident out of the United Kingdom, on or before which, and a place at which, such instalment or call, and all interest and expenses that have accrued by reason of such non-payment are to be paid and it shall also state that, in the event of non-payment at or before the time and at the place appointed, the share, in respect of which such instalment was due or call was made, will be liable to be forfeited.

34. If the requisitions of any such notice as aforesaid are not complied with, any share, in respect of which such notice has been given, may be absolutely forfeited by a resolution of the Directors to that effect.

35. Any share so forfeited shall be deemed to be the property of the Company and the Company may remit or annul the forfeiture or may dispose of the share forfeited, in such manner as the Directors think fit.

36. Any member, whose share has been forfeited, shall notwithstanding be liable to pay to the Company and the Directors, if they think fit, may enforce payment of all instalments or calls, interest, and expenses owing upon such share at the time of forfeiture.

37. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, that the instalment of a share was due or the call in respect of a share was made and notice thereof given, that default in payment of the instalment or call was made, and that the forfeiture of the share was declared by a resolution of the Directors, shall be sufficient evidence of the facts therein stated as against all persons entitled to such share and such declaration and the receipt of the Company for the price of such share shall constitute a good title to such share and a certificate of proprietorship shall be delivered to a purchaser, who thereupon shall be deemed the holder of such share, discharged from all calls or instalments due prior to such purchase and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such sale.

38. The Company shall have a first and paramount lien and charge on every share not fully paid up registered in the name of a member (whether solely or jointly with others) and on all dividends payable thereon for all moneys due in respect of that share to the Company from him or his estate, either alone or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

39. For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they think fit; but no sale shall be made until notice in writing of the intention to sell shall have been served on such member, his executors, or administrators and default shall have been made by him or them in the payment, fulfillment, or discharge of such debts, liabilities, or engagements for fourteen days after such notice. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

40. The net proceeds of any such sale shall be applied in or towards satisfaction of the debts, liabilities, or engagements and the residue (if any) paid to such member, his executors, administrators, or assigns.

41. The purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered on the register, the validity of the sale shall not be impeachable by any person.

CONVERSION OF SHARES INTO STOCK.

42. The shares forming the capital of the Company from time to time may, as and when the same are fully paid, be converted by an Ordinary Resolution of the Company into stock and the Company may by Ordinary Resolution reconvert any stock into paid up shares of any denomination.

43. When any shares have been so converted into stock, the several holders of such stock may, thenceforth transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which shares in the Company's capital may be transferred, or as near thereto as circumstances will admit, such stock being transferable in amounts or multiples of $\frac{2}{6}$ or of such lesser amount as the Directors may from time to time determine.

44. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards participation in profits and otherwise as would have been conferred by shares of equal amount in the capital of the Company, but so that none of such privileges or advantages, except the participation in profits of the Company, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privileges or advantages. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares.

GENERAL MEETINGS.

45. A general meeting shall be held once at least in each calendar year, and not more than fifteen months after the holding of the last preceding general meeting.

at such time and place as may be prescribed by the Directors. Such general meeting shall be called Annual General Meetings; all other general meetings shall be called Extraordinary General Meetings.

46. An Annual General Meeting and a meeting, called for the passing of a special resolution, shall be called by twenty-one days' notice in writing at the least and a meeting of the Company, other than an Annual General Meeting or a meeting for the passing of a special resolution, shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called, if it is so agreed in writing---

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

47. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible, as that in which meetings may be convened by the Directors.

PROCEEDINGS AT GENERAL MEETINGS.

48. All business shall be deemed special that is transacted at an extraordinary meeting, as well as all that is transacted at an Annual General Meeting with the exception of sanctioning a dividend and the consideration of the accounts, balance sheet, and the reports of the Directors and auditors, and the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Directors and auditors.

49. Without prejudice to the provisions of Section 140 of the Act, any member entitled to vote may, on giving not less than twenty-eight clear days' previous notice, submit any resolution to an Annual General Meeting, which notice shall be given by leaving a copy of the terms of the resolution at the registered office of the Company at least twenty-eight clear days before the day of such meeting and notice of such resolution shall be given to the members by the Company in the same manner as is required by Section 142 of the Act.

50. 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.

51. Five members, present in person and entitled to vote, shall be a quorum.

52. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place and, if at such 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.

53. The chairman of the Board of Directors, or, in his absence, any Director selected by the Board, shall preside as chairman at every general meeting of the Company.

54. If at any general meeting neither the chairman nor the selected chairman be present within ten minutes after the time appointed for holding the meeting, the members present shall choose some one of their number to be chairman.

55. The chairman may with the consent of the meeting adjourn any meeting, at which a quorum shall be present from time to time and from place to place; but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

56. Every motion submitted to a meeting shall be decided in the first instance by a show of hands and, in the case of an equality of votes, the chairman shall, both in the show of hands and at the poll, have a casting vote in addition to the deliberative vote, to which he may be entitled as a member.

57. At any general meeting, unless a poll is demanded by the chairman or by a member or members qualified as required by Section 137 (1) (b) of the Act, a declaration by the chairman that a resolution has been carried and an entry to that effect in the book of the proceedings of the Company, shall be sufficient evidence of the fact without proof of the number or validity of the votes recorded in favour of or against such resolution.

58. If a poll is so demanded in terms of Article 57 hereof, it shall be taken in such manner and either at once or at such time and place, as the chairman may direct, and the result of such poll shall be deemed to be the resolution of the Company in general meeting.

VOTES OF MEMBERS.

59. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote for every 2s. 6d. in nominal amount of shares held by him.

60. If any member is a lunatic he may vote by his committee or other legal curator and, if any member is under the age of majority, he may vote by his tutor, curator or other legal representative.

61. If two or more persons are jointly registered as holders of shares, the member present at the meeting, whose name stands first in the register of members as one of the holders of such shares, and no other, shall be entitled to vote in respect of the same.

62. No member shall be entitled to be present or take part in any proceedings or vote either personally or by proxy at any general meeting, unless all calls due from him have been paid, and in every case, when a member has become bankrupt, he shall not, while his bankruptcy continues, be entitled to be present or vote at any general meeting.

63. On a poll, votes may be given either personally or by proxy.

64. The instrument appointing a proxy shall be in the usual common form or in such other form as the Director shall prescribe and shall be in writing under the hand of the appointor, or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized, and need not be attested by a witness. A proxy need not be a member of the Company.

65. The instrument appointing a proxy shall not be valid unless deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, at which it is to be used. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except a power of attorney containing a power to act and vote for a member at meetings of the Company, which power, if once duly intimated to the Company and not withdrawn or superseded, shall not require to be again deposited at the office of the Company.

66. Any corporation, which is a member of the Company, may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person, so authorised, shall be entitled to exercise the same powers on behalf of the corporation, which he represents, as that corporation could exercise if it were an individual member of the Company.

DIRECTORS.

67. Until otherwise determined by a general meeting, the number of the Directors shall not be less than three nor more than ten.

68. The Company may, in general meeting and from time to time, determine the mode of election, duration of office, and qualifications of Directors, but, until otherwise determined, the following provisions shall receive effect. At the Annual General Meeting of the Company in each year, one-third of Directors, other than Managing Directors, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire (in addition to any Director retiring under Article 74 hereof). The Directors to retire shall be those, who are first in seniority in the list of Directors according to order of election. As between Directors of equal seniority, the rotation for retirement shall be in alphabetical order of surnames and, if such surnames are the same, according to seniority of age. Retiring Directors shall be eligible for re-election. The qualification of a Director shall be the holding in his own name of 100 shares of the Company for the time being issued.

69. The office of Director shall be vacated if the Director -

- (a) ceases to be a Director by virtue of Section 182 of the Act; or
- (b) becomes bankrupt 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) resigns his office by notice in writing to the Company; or
- (f) shall for more than six months have been absent, without permission of the Directors, from meetings of the Directors held during that period; or
- (g) is removed by an extraordinary resolution in terms of Article 75 hereof.

No statutory provision, under which a person is incapable of being appointed a Director after attaining a specified age or is bound to vacate office at the conclusion of the Annual General Meeting commencing next after his attaining a specified age, shall apply to the Company.

70. No Director shall be disqualified by his office from contracting with or lending to the Company, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership, of or in which any Director shall be a member or otherwise interested, be voided, nor shall any Director, so contracting, or being such member or so interested, be liable to account to this Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established; but no such Director shall vote in respect of any such contract or arrangement and, if he does so vote, his vote shall not be counted and the nature of his interest must be disclosed by him in manner required by Section 199 of the Act.

71. The Company at the Annual General Meeting, at which any Director or Directors retire, shall fill up the vacated office or offices by electing a person or like number of persons, unless it shall resolve to reduce the number, subject to the limit in Article 67 hereof. The Company may also, at any general meeting, resolve to add to the existing number of Directors and may elect a person or persons as additional Director or Directors, subject always to said limit.

72. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting, unless, not less than four nor more than twenty-one clear days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.

73. If at any meeting or adjourned meeting, at which an election of a Director or Directors ought to take place, the place of the vacating Director or Directors is not filled up and the meeting shall not resolve to reduce the number, the vacating Director or Directors, or such of them as have not had their places filled up, shall continue in office until the next following Annual General Meeting, and so on from time to time, until their places are filled up.

74. The Board of Directors may appoint any qualified person either to fill a casual vacancy or by way of addition to the Board, subject always to Article 67 hereof; but any person so chosen shall retain his office only until the next following Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors, who are to retire by rotation at such Meeting.

75. Subject to the provisions of Section 184 of the Act, the Company in general meeting may, by an extraordinary resolution, remove any Director before the expiration of his period of office but without prejudice to any claim he may have for damages for breach of contract and may, by an ordinary resolution, appoint another person in his stead. The person so appointed shall hold office during such time only as the Director, in whose place he is appointed, would have held the same, if he had not been removed.

76. The continuing Directors, or Director if only one, may act notwithstanding any vacancy in their body, provided that if the number of the Board be less than the prescribed minimum, the remaining Directors or Director shall forthwith appoint an additional Director or Directors to make up such minimum or convene a general meeting of the Company for the purpose of making such appointment.

POWERS OF DIRECTORS.

77. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, but always subject to any regulations of these Articles, to the provisions of the Act, and to such regulations (being not inconsistent with the aforesaid regulations or provisions), as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors, which would have been valid if such regulation had not been made.

78. The Directors may make such arrangements, as they may think fit, for the management of the affairs of the Company abroad and may for this purpose appoint local directors, attorneys and agents and fix their remuneration, and delegate to them such powers as may be deemed requisite or expedient. The Company may also exercise the powers of Sections 119 and 120 of the Act with reference to the keeping of Branch Registers.

79. The Directors may, subject to such regulations (if any) as may be prescribed by the Company in general meeting, appoint one or more of themselves, or any other person or persons, as Managing Director or Managing Directors, with such powers (except the powers to borrow money and to make calls) and upon such terms with

respect to the duration of the appointment and remuneration, as they think fit, and they may, without prejudice to any contract between such Managing Director and the Company, remove or dismiss him from office and appoint another in his place or may discontinue the office. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation and shall not be taken into account in determining the rotation of retirement of Directors; but he shall, without prejudice to any claim for damages under any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and, if he ceases to hold the office of Director for any cause, he shall *ipso facto* cease to be a Managing Director.

REMUNERATION OF DIRECTORS.

80. The Directors shall be entitled to receive for their services such sum, as the Company in general meeting has fixed or may from time to time fix, and such remuneration shall be deemed to accrue *de die in diem*. Such remuneration shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Directors as they shall determine or, failing agreement, equally. They shall also be paid all reasonable travelling outlays and expenses incurred by them in attending Board meetings. The Directors may on behalf of the Company pay a gratuity, pension or retirement allowance to a Director or to the widow or dependants of any Director.

81. If any Director shall be called upon to perform special services of any kind or to travel at home or abroad on the Company's business, the Board may pay the reasonable travelling expenses and outlays of such Director and may arrange with him for such special remuneration for such services either by way of salary, commission, or payment of a lump sum of money, or otherwise, as they shall think fit.

COMMON SEAL.

82. The Company shall have a common seal, which will be under the charge of such official or officials as the Directors may appoint; and all instruments bearing the seal shall be autographically countersigned by one Director and the Secretary, except as otherwise provided in Article 10 hereof, the provisions of which Article shall also apply to certificates for debentures or debenture stocks of the Company.

83. The Company, acting by the Directors, may exercise all the powers given by Section 35 of the Act and the foreign seal shall be fixed by the authority and in the presence of, and the instruments sealed therewith shall be signed by, such persons as the Directors shall from time to time appoint.

PROCEEDINGS OF DIRECTORS.

84. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. A Director, who is absent from the United Kingdom, shall not be entitled to notice of any meeting of Directors. Each Director shall have one vote, and all questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may, at any time, summon a meeting of the Directors and may, instruct the Secretary to issue the necessary notices.

85. The Directors may elect a chairman and deputy-chairman of their meetings and determine the period, for which they are to hold office; but, if no such chairman or deputy-chairman be elected, or if neither the chairman nor the deputy-chairman (if any) be present within five minutes after the time appointed for holding the meeting, the Directors present shall choose some one of their number to be chairman of such meeting.

86. The Directors may delegate any of their powers (except the powers to borrow money and to make calls) to committees consisting of such member or members of their body, as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. A copy of the resolution of the Directors, signed by the chairman, shall be conclusive evidence of the due appointment of any such committee.

87. A committee may meet and adjourn as the members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in case of an equality of votes, the chairman shall have a second or casting vote.

88. A committee may elect a chairman of their meetings. If no such chairman is elected, or if he is not present at the time appointed for holding the same, the members present may choose one of their number to be chairman of such meeting.

89. A resolution passed, or a deed or document executed, without an actual meeting of the Board, shall be as valid and effectual as if it had been passed or executed at a meeting of the Board, duly convened, provided always that the same is approved of in a minute signed either as one document or by way of separate copies of the same document by all the Directors within the United Kingdom for the time being.

90. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors, or persons acting as aforesaid, or that they, or any of them, were disqualified, be as valid as if every such person had been duly appointed and was qualified.

MINUTES.

91. The Directors shall cause minutes to be duly entered in books provided for the purpose—

- (a) Of all appointments of officers.
- (b) Of the names of the Directors present at each meeting of the Directors and of any committee of Directors.
- (c) Of all orders made by the Directors and committees of Directors.
- (d) Of all resolutions and proceedings of general meetings and of meetings of the Directors and committees.

Any such minutes of any meeting of the Directors, or of any committee, or of the Company, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

92. An extract from the minutes of the Company, or of the Directors, or of any committee, certified under the hand of the Secretary to be a true copy shall be received as evidence, of any matter or subject, which it embraces, and the party to whom the same has been furnished shall not be entitled, except as provided by Section 146 of the Act, to demand the production of the minute-book from which said extract has been made or to any access to said minute-book, except in the Company's registered office and only if he has been authorised by the Directors.

SECRETARY.

93. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit. Any Secretary so appointed may be removed by the Directors.

DIVIDENDS AND RESERVES.

94. Capital account and revenue account shall, for the purpose of ascertaining profits available for dividend, be treated as separate accounts and loss on capital account need not be made good before declaring a dividend. Appreciation of capital and moneys realised on the sale of any heritable or real property in excess of the book price of the same shall not be treated as profits available for dividend.

95. All moneys realised from the sale of any heritable property of the Company in excess of the price at which such property stands in the books of the Company at the time (hereinafter called the "book price") shall (except in the case of partial realisation of any heritable property, when such excess may be used to write down the book price of the remainder of the heritable property until it is reduced to nil) be carried to the credit of such capital fund as the Directors shall determine, either for the purpose of providing for possible depreciation of investments, or for diminution in the value of assets, or for creating or augmenting any capital reserve funds, and shall not in any event be available for dividend, but may be used for any purpose to which the capital of the Company may be applied, including particularly (but without prejudice to said generality) the writing down of the book price of any heritable property or properties or the writing off of the expenses of formation of the Company and of issues of share capital and debentures or debenture stock and any discount on shares or debentures or debenture stock issued. Any loss on the sale of capital assets may be charged wholly or partially against any funds of the Company including reserve funds, as the Directors may in their discretion determine.

96. The Company in general meeting, or the Directors with the sanction of the Company in general meeting, may, subject to the provisions of Article 107 hereof, declare a dividend to be paid to the members according to their priority and, subject to any deferred or restricted rights, to the amount from time to time paid or deemed to be paid on their shares and to the periods, during which such amounts have been paid or deemed to be paid.

97. No dividend shall (except as authorised by the Act) be payable except out of profits.

98. No dividend shall exceed the amount recommended from time to time by the Directors and the declaration of the Directors as to the amount of the profits available for dividend shall be conclusive.

99. The Directors, without first obtaining the sanction of a general meeting, may from time to time, after providing for all preferable payments out of profits, declare and pay to the members such interim dividends as, in their judgment, the position of the Company justifies, subject always to the provisions of Article 97 hereof.

100. With the sanction of the Company in general meeting, dividends may be paid wholly or in part *in specie* and may be satisfied in whole or in part by the distribution amongst the members in accordance with their rights of fully paid shares, debentures or other securities of any other company or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property. No valuation, adjustment or arrangement so made shall be questioned by any member.

101. Any extraordinary expenditure may be spread over a series of years, or otherwise treated as the Board may determine, due provision, in their opinion, being always made for writing down the same, and the amount of such expenditure for the time being outstanding may, for the purpose of calculating the profits of the Company for dividends, be reckoned as an asset.

102. The Directors may deduct, from the dividends payable to any member, all such sums of money as may be due by him to the Company on account of calls.

103. The Company shall give notice to members, in manner hereinafter mentioned, of any dividend that may have been declared and may transmit dividends by ordinary post to the registered address of members (unless they shall have given written instructions to the contrary) and shall not be responsible for any loss arising therefrom.

104. If one or more persons are registered as joint holders of any shares, any of such persons may give effectual receipts for any dividend payable in respect of such shares.

105. No dividend shall bear interest as against the Company.

106. All dividends, unclaimed for one year after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed; but no unclaimed dividends shall be forfeited before the claim becomes barred by law.

107. The Directors may, before recommending or declaring any dividend, set aside out of the profits available for dividend such sum as they may think proper to form a general reserve fund or funds. The general reserve funds may, in the discretion of the Directors, be applied from time to time to meet contingencies or depreciation in the value of any assets of the Company, or for equalising dividends, or paying bonuses, or for providing against losses, meeting claims or liabilities of the Company, or for such other purposes as the Directors shall think conducive to the interests of the Company.

103. Any moneys carried to reserve may be invested along with the general funds of the Company, or may be separately invested and appropriated, but income arising from the funds so invested shall be included in the annual profits of the Company and shall not be accumulated and added to the general or capital reserve funds, as the case may be, unless the Directors so determine.

CAPITALISATION OF PROFITS AND RESERVES.

109. Save as hereinafter provided, the Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve funds (including share premium account, any capital reserves and any capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and required to appropriate the sum resolved to be capitalised to the holders of Ordinary Shares, including the holders of shares which have deferred or restricted rights in regard to dividend but otherwise rank *pari passu* with the Ordinary Shares, in proportion to the amounts paid up thereon respectively, and to apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such holders of Ordinary Shares (inclusive as aforesaid) respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such holders of Ordinary Shares (inclusive as aforesaid) in the proportion aforesaid, or partly in one way and partly in the other: Provided that the share premium account and a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to holders of Ordinary Shares (inclusive as aforesaid) as fully paid.

110. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the holders of Ordinary Shares (inclusive of the holders of shares as provided in Article 109 hereof) into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all the holders of Ordinary Shares (inclusive as aforesaid).

ACCOUNTS.

111. The Directors shall cause true accounts to be kept—

- (a) Of the assets and liabilities of the Company.
- (b) Of the sums of money received and expended by the Company and the matters, in respect of which such receipt and expenditure take place.

112. The books of account shall, subject to Section 147 of the Act, be kept at the registered office of the Company, or at such other place as the Directors may direct.

113. The Directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members and no member shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors or by resolution of the Company in general meeting.

114. At every Annual General Meeting the Directors shall lay before the Company a profit and loss account and balance sheet made up to the end of the financial year next preceding such meeting and such balance sheet shall contain such particulars, and shall be accompanied by such other documents (including the Directors' and auditors' reports), as are required by statute to be included therein or annexed thereto. Every such balance sheet and profit and loss account, accompanied by a report of the Directors stating the amount (if any) which they recommended to be paid out of the profits by way of dividend or bonus to the members and the amounts which they propose to carry to reserve, according to the provisions in that behalf hereinbefore contained, shall be signed by two Directors and shall be laid upon the table at the Annual General Meeting aforesaid.

115. A printed copy of every such profit and loss account and balance sheet, together with copies of all documents required by law to be annexed thereto (including the Directors' and auditors' reports) shall, at least twenty-one days previous to such meeting, be sent or delivered to every member, or in the case of joint holders to the first named in the register, and four of each of these documents shall be sent at the same time to the Secretary of the Share and Loan Department, The Stock Exchange, London, and to the Secretary of any Stock Exchange in the official list of which the shares or stocks of the Company may, at the Company's request, be quoted.

AUDIT.

116. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet and profit and loss account ascertained by one or more auditor or auditors.

117. The appointment, powers, rights, remuneration, and duties of the auditors shall be regulated by Sections 159, 160, 161, 162 and 163 of the Act, and any statutory modification, extension or re-enactment thereof for the time being in force.

NOTICES.

118. A notice may be served upon or given to any member by the Company, either personally or by sending it through the post in a pre-paid letter addressed to such member at his registered place of abode.

119. No member shall be entitled to have a notice served on him at any address not within the United Kingdom and any member, whose registered address is not within the United Kingdom, may, by notice in writing, require the Company to register an address within the United Kingdom, which, for the purpose of the service of notices, shall be deemed to be his registered address. Any member, not having a registered address within the United Kingdom and not having given notice as aforesaid, shall be deemed to have received notice in due course, when such notice shall have been displayed in the office of the Company for the space of forty-eight hours.

120. All notices directed to be given to members shall, with respect to any shares to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members and notice so given shall be sufficient to all the holders of such shares.

121. Any notice, if served by post, shall be deemed to have been served the day after the letter containing the same was put into the post office and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

DISTRIBUTION OF ASSETS ON WINDING UP.

122. If the Company shall be wound up for the purpose of re-organisation, amalgamation, or simple dissolution, and there shall be any surplus assets after payment of all debts and satisfaction of all liabilities of the Company, such surplus assets shall be divided among the holders of the shares of the Company, *pari passu*, according to the amounts paid up or reckoned as paid up on such shares held by them respectively.

123. If the Company shall be wound up, the liquidator (whether voluntary or official) may, subject to these Articles and with the sanction of an Extraordinary Resolution of the Company, divide among the members *in specie* any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the members or any of them, as the liquidator with the like sanction shall think fit. Any such resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights; but each member shall in that event have a right of dissent and other ancillary rights in the same manner, as if such resolution were a Special Resolution passed pursuant to Section 287 of the Act.

INDEMNITY TO DIRECTORS.

124. The Directors, Managing Director or Directors, auditors, trustees and officers for the time being of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, damages and expenses, which they shall respectively incur or be put to on account of any contract, act, deed, matter, or thing, which shall be made, done, entered into or executed by them respectively on behalf of the Company, and the Directors, Managing Director or Directors, trustees or other officers shall be reimbursed by the Company all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Company or otherwise in the execution of their respective offices, except such costs, losses and expense as shall happen through their respective negligence, default, breach of duty or breach of trust. Any such Director, Managing Director or Directors or other officer shall be chargeable only for so much money, as he shall actually receive, and they respectively shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his own acts, receipts, default or neglect only, nor shall they, respectively be answerable for any banker, broker, collector or other person, with whom or into whose hands any property or moneys of the Company may be deposited or come, nor for the insufficiency of the title to any asset, which may from time to time be acquired on behalf of the Company, nor for the insufficiency of any assets, in which any of the moneys of the Company shall be invested by order of or under authority from the Directors, nor for any loss or damage, which may happen in the execution of their respective offices, unless the same shall happen through their own respective negligence, default, breach of duty or breach of trust.

Glasgow, 24th September, 1964

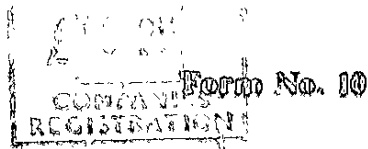
What is printed on this and the 15 preceding pages are the Articles of Association of C. Combined Securities Limited which were adopted by Special Resolution duly passed at an ordinary General Meeting of the Members of the Company held on 24th September, 1964, in substitution for, and to the exclusion of, all the existing Articles thereof.

Dayton Lander Gammill
Secretary.

Number of
Company

2284

145



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

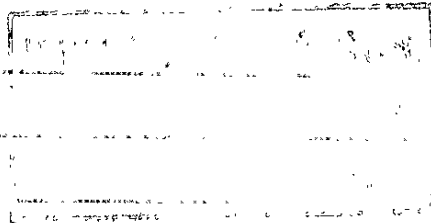
Craigton Combined Securities

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



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; 14 & 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,

Clayton Timberland Securities Limited, hereby gives you notice, pursuant to

Ordinary
Extraordinary
Special

Section 63 of the Companies Act, 1948, that by *Ordinary*

Resolution of the Company dated the *24th* day of *September* 19*62*,

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

the sum of £ *250,000* beyond the Registered Capital

of £ *1,000,000*

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<i>2,000,000</i>	<i>Ordinary</i>	<i>2s. 6d.</i>

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:—

Ranking pari passu in all respects with the existing Ordinary shares

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

Signature *Jaylan Lander Genswill*

State whether Director
or Secretary

Secretary

Dated the

24th

day of

September

19*62*

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital OF

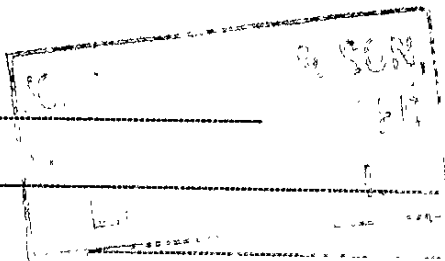
Erington Combined Securities
LIMITED

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 for 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



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, G.2.

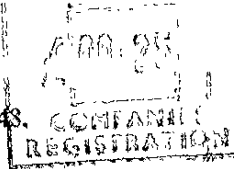
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

REGISTERED

2551763
P.T.O.

22176

150
THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

Memorandum of Association

(As amended by Special Resolutions passed on 3rd December, 1954, 4th May, 1962, and 24th September, 1964).

OF

CRAIGTON COMBINED SECURITIES LIMITED

(Formerly "THE CRAIGTON CEMETERY COMPANY LIMITED")

1. The name of the Company is "THE CRAIGTON CEMETERY COMPANY, LIMITED."
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are for profit or gain and are as follows, namely:—
 - (a) To purchase, feu, lease or otherwise acquire land or other property in the neighbourhood of Glasgow or elsewhere in the United Kingdom of Great Britain and Northern Ireland and to form such land or part thereof into a Cemetery, Cemeteries, Crematorium or Crematoria; to manage, hold, feu, sell, let or otherwise dispose of such Cemetery, Cemeteries, Crematorium or Crematoria or portion thereof and rights of burial therein and generally to transact any kind of business transacted by Cemetery Companies or Crematorium proprietors to erect or assist others in erecting, Dwelling-houses, Shops, Warehouses, Villas, Offices, Hot-houses, or other buildings, or some of them, on such parts of such land or other property not required or available for the formation of such Cemetery or Cemeteries, Crematorium or Crematoria, as may be considered proper and to do all things conducive to the attainment of the above objects.
 - (b) To carry out the objects of the Company as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and likewise to do all such other things as are incidental or conducive to the attainment of the objects of the Company; and in particular and without prejudice to this generality in aid of and for the purposes of the Company.
 - (c) To purchase, lease, feu or otherwise acquire any lands, buildings, rights, privileges, machinery, plant, appliances, apparatus, materials, stock-in-trade and personal property of any kind, and to erect, construct or alter, enlarge and maintain, manage and develop, let, exchange, sell or otherwise dispose thereof; with power to pay for any property, business or goods of any kind whatsoever acquired, or services rendered in shares (to be treated as either wholly or partly paid up) of the Company, or in money, or partly in shares and partly in money.

- (d) To acquire by purchase or otherwise, and to establish, undertake, administer, carry on and manage, as principals or agents, any business including property, goodwill and assets thereof established or carried on within the objects of the Company
- (e) To sell either by public auction or private contract, dispose of, exchange, let on rent, royalty, share of profits or otherwise, grant licences and other rights of and over and to improve, manage or develop, exchange, lease, mortgage and in any other manner deal with, or dispose of, the Company's undertaking or any part thereof, and all or any of the heritable or moveable property or rights of the Company and to take payment therefor in cash or in shares, debentures or securities, either wholly or partly paid up of another company or companies or otherwise.
- (f) To enter into partnership or joint adventure, amalgamation, or other reciprocal arrangement for sharing profits or for co-operation, union of interests, reciprocal concession, limiting competition, mutual interest or assistance or otherwise with any person, firm or company carrying on a similar business, and that for such consideration as may be agreed upon.
- (g) To amalgamate the business of the Company in whole or in part with the business of any company or corporation, firm or partnership, carrying on business within the objects of the Company, or to sell or otherwise dispose of the undertaking of the Company or all or any of the assets, property and rights thereof and to take payment in cash or in shares, debentures or securities, either wholly or partly paid up, of another company or companies or otherwise.
- (h) To lend, advance or invest and deal with the moneys of the Company on such securities and in such manner as may be determined by the Directors, to receive money on deposit, and to acquire and hold shares in other companies, and in particular, but without prejudice to the foregoing generalities, to acquire and hold shares in any other Company or Companies, whether public or private, where the so doing may seem desirable in the interests of the Company.
- (i) To borrow or raise any sum or sums of money for the purposes of the Company by way of trust deed *ex facie* absolute conveyance, bond and disposition in security, mortgage, discount, cash credit, overdraft, bill of exchange, promissory note or receipt, or in any other manner, and to grant security and guarantees for and obligations of relief in connection with all or any of such sums.
- (ii) To guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and on such terms as may seem expedient, and in particular of or by any subsidiary company and any persons having dealings with the Company, and generally to give guarantees and indemnities
- (j) To draw, make, accept, invoice, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable documents.
- (k) To use any sum which may be set aside as a reserve fund as working capital, or in any other way the Company may deem right or suitable, and to invest or deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined by the Directors.
- (l) To remunerate the servants of the Company and others out of or in proportion to the return of profits of the Company or otherwise, and in money, shares, stock or debentures, all as the Company may think fit, and to grant pensions to employees or former employees of the Company or to the widows or dependants of any such persons.
- (m) To do all such other things as are incidental or conducive to the attainment of the aforesaid objects or any of them.
- (n) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause; but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be principal objects of the Company.

4. The liability of the Shareholders is limited.

5. The capital of the Company is *Fifty Thousand Pounds sterling, divided into Fifty Thousand Shares of One Pound each.

6. Any new Shares from time to time to be created may, from time to time, be issued with any such guarantee or any such right of preference, whether in respect of dividend, or of repayment of capital, or both, or any such other special privilege or advantage over any Shares previously issued, or then about to be issued, or at such a premium, or with such deferred rights as compared with any Shares previously issued, or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally upon such terms as the Company may, from time to time, by special resolution determine.

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.
THOMAS REID, Dyer, of Kilmardinny, Milngavie, in the County of Dunbarton,	One.
DUNCAN McPHERSON, Ironfounder, Glasgow,	One.
WILLIAM McONIE, Engineer, of Ballochnech, Buchlyvie, County of Stirling,	One.
JAMES WILSON, Merchant, Bantaskin, Falkirk, County of Stirling,	One.
WILLIAM SMITH, Engineer, Glasgow,	One.
JAMES RICHARDSON, Stationer, 89 Queen Street, Glasgow,	One.
JNO. GOURLAY, Chartered Accountant, Glasgow,	One.

Dated the Fifteenth day of February, Eighteen Hundred and Ninety-Two.

Witness to the above Signatures:—

ANDREW WALLACE, CHARTERED ACCOUNTANT,
24 George Square, Glasgow.

*Notes:—

1. By Ordinary Resolutions passed on 4th May, 1962, the Capital of the Company was increased to £150,000 divided into 1,200,000 Ordinary Shares of 2s. 6d. each.
2. By Ordinary Resolution passed on 5th April, 1963, the capital of the Company was increased to £500,000 divided into 4,000,000 Ordinary Shares of 2s. 6d. each.
3. By Ordinary Resolution passed on 21st October, 1963, the capital of the Company was increased to £1,000,000 divided into 8,000,000 Ordinary Shares of 2s. 6d. each.
4. By Ordinary Resolution passed on 24th September, 1964, the capital of the Company was increased to £1,250,000 divided into 10,000,000 Ordinary Shares of 2s. 6d. each.

Glasgow, 24th September, 1964

What is printed on this and the two preceding pages is the Memorandum of Association of Livingston Limited, Limited as amended by Special Resolutions duly passed at an Extraordinary General Meeting of the Company held on 22nd 8/9, 1964.

K. M. Campbell-Walker

Company No. 2284

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CRAIGTON COMBINED SECURITIES LIMITED

Passed 20th January 1972

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held on the 20th January 1972, the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT Clause 68 to the Company's Articles of Association be and is hereby deleted in its entirety and that the following words be and are hereby substituted therefor:-

The Company, may, in general meeting and from time to time, determine the mode of election, duration of office, and qualifications of Directors.

B. S. E. Freshwater
B. S. E. Freshwater
CHAIRMAN

COMPANIES FORM No 225(2)

225 (2)

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies	For official use	Company Number
Name of Company	<div style="border: 1px solid black; padding: 2px;">Sc</div>	2284
Craigton Combined Securities Limited		

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day	Month
3	0 0 3

The previous accounting reference period of the company is to be treated as SHORTENED and is to be treated as having come to an end on


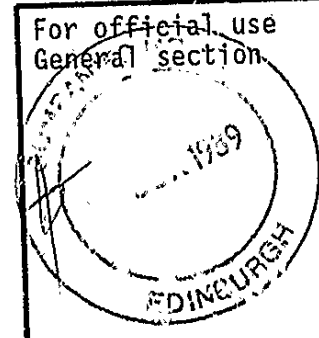
Day	Month	Year
3	0 0	3 1 9 8 9

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a subsidiary of Highdorn Co. Limited, company number 603121 the accounting reference date of which is 30 March

If this notice is given by a company which is subject to an administration order the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed 	Designation <u>Secretary</u>	Date <u>10/1/89</u>
Presentor's name, address and reference (if any): The Secretary Freshwater House 158-162 Shaftesbury Avenue LONDON WC2H 8HR	For official use General Section 	Post room

CHAPP

G

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

225(2)

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company Number

Name of Company

[] [] [] Sc.

2284

Craigton Combined Securities Limited

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	0	3
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The previous accounting reference period of the company is to be treated as EXTENDED and is to be treated as having come to an end on

Day Month Year

3	1	0	3	1	9	8	9
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If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a subsidiary of Highdorn Co. Limited, company number 603121 the accounting reference date of which is 31 March

If this notice is given by a company which is subject to an administration order the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed

Designation SECRETARYDate 30/6/89

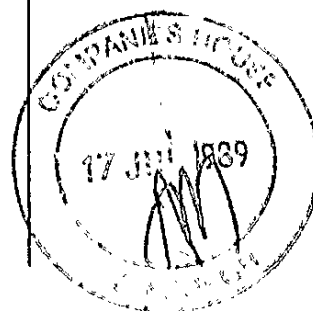
Presentor's name, address and reference (if any):

The Secretary
Freshwater House
158-162 Shaftesbury Avenue
LONDON
WC2H 8HR

CHAPP

For official use
General section

Post-room



COMPANY NO. 2284 (Scotland)

THE COMPANIES ACTS 1985-1989

A PRIVATE COMPANY LIMITED BY SHARES

CRAIGTON COMBINED SECURITIES LIMITED

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Company duly convened and held at Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR on 1st August 1992, the subjoined Resolution was duly proposed and passed as a SPECIAL RESOLUTION:

"THAT the Articles of Association of the Company be and are hereby altered by deleting the existing Article 67 and substituting the following :

67. Until otherwise determined by a General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one."


CHAIRMAN

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