

(DUPLICATE FOR THE FILE.)

No. 20026



# Certificate of Incorporation

I hereby Certify that

"James & George Stodart, Limited"

is this day incorporated under the Companies Act, 1929, and that this Company is Limited.

Signed by me at Edinburgh, this third day of November

One Thousand Nine Hundred and thirty-seven.

*Tom A. Inglis*  
Registrar of Companies.

Number of }  
Company }

[Form No. 41.]

"THE COMPANIES ACT, 1929."

Declaration of Compliance



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

WITH THE

REQUIREMENTS OF THE COMPANIES  
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,  
on behalf of a Company proposed to be Registered as

*James & George Stodart*

**LIMITED.**

(See Page 2 of this Form.)

89498-36

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

*Presented by*

JOHN OSWALD & SON,  
(REGISTRATION AGENTS) LIMITED,  
EDINBURGH.

1899

Section 15 of The Companies Act, 1929.

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15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by an enrolled Law Agent, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

*I Hugh Baird Spens,*  
*of 169, West George Street, Glasgow, G.2.*

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

Here insert—  
"A Solicitor  
of the Su-  
preme Court  
(or in Scotland  
"an Enrolled  
Law Agent")  
engaged in  
formation  
of" or "A  
person named  
in the Articles  
of Association  
as a  
Director (or  
Secretary)  
of."

Do solemnly and sincerely Declare that I am\* *an Enrolled Law Agent*  
*engaged in the formation of James & George Stodart*

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true, and by virtue of the provisions  
of The Statutory Declarations Act, 1835.

Declared at *Glasgow* in the  
*county of the City of Glasgow*

the *first* day of *November*,  
*One thousand nine hundred and thirty seven*,

before me,

*Notary Public*

*and as such* A Commissioner for Oaths.†

*Hugh Baird Spens*

† or Notary Public or Justice of the Peace.

"The Companies Act, 1929."

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*James & George Stodart, Limited*

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DECLARATION OF COMPLIANCE

WITH THE

REQUIREMENTS

OF

THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY SHARES.

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Memorandum

AND

Articles of Association

OF

**JAMES & GEORGE STODART**  
**LIMITED**

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Incorporated the      day of      1937.

JOHN OSWALD & SON,  
(REGISTRATION AGENTS) LIMITED  
EDINBURGH.



*The Companies Act, 1929.*



COMPANY LIMITED BY SHARES.

## MEMORANDUM OF ASSOCIATION

OF

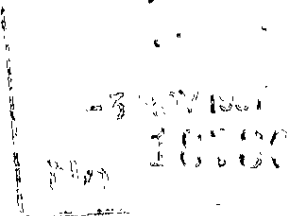
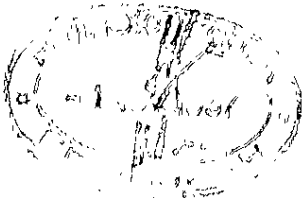
# JAMES & GEORGE STODART LIMITED

I. The name of the Company is "JAMES & GEORGE STODART, LIMITED."

II. The Registered Office of the Company will be situated in Scotland.

III. The objects for which the Company is established are :—

- (1) To carry on, or to continue to carry on, in Great Britain or elsewhere, in all or any of its branches, the business of Distillers, Blenders, Bottlers, Maltsters, Vintners, Wine and Spirit Brokers and Manufacturers, Agents, Merchants, Brewers, Yeast Makers, Rectifiers, Coopers, Bonded Warehouse Proprietors or Keepers, General Importers and Exporters, Chemical Manufacturers and Dealers, Farmers, Graziers, Corn and Seed Merchants or Millers, and Breeders of Cattle and Stock and to buy, sell, and deal in agricultural produce of every description, and to grant warehouse warrants and transfers.
- (2) To carry on all or any of the businesses of shipowners, shipbrokers, insurance brokers, passenger and general brokers, managers of shipping and other property, ships' store dealers, dock owners, ship builders, ship repairers, general contractors, freight contractors, merchants and carriers by land and sea, barge owners, lightermen, master porters, stevedores, forwarding agents, ice merchants, refrigerating storekeepers, warehousemen, wharfingers, and general traders.
- (3) To purchase, build, take in exchange, charter, or otherwise acquire and hold ships and vessels, or any shares or interests in ships and vessels, or in their insurance, freights or engagements and also shares, stocks and



securities of any companies possessed of or interested in any ships or vessels, and to maintain, repair, re-class, improve, alter, sell, exchange or let out to hire or charter, load on commission, or otherwise deal with and dispose of any ships, vessels, or shares or securities as aforesaid.

- (4) To acquire or establish and carry on any other business or trade which the Company may consider desirable to be carried on in connection with its said businesses or any of them, and to enter into any transaction which the Company may consider desirable or in any way auxiliary to the business thereof, or proper to be carried on or entered into in connection therewith.
- (5) To buy, sell, import or export, and deal in any property, heritable or moveable, real or personal, merchandise and produce of all kinds which can conveniently be dealt in by the Company in connection with any of its objects.
- (6) To insure with any other company or person against losses, damages and risks of all kinds which may affect the Company. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, the Road Traffic Acts, 1930 to 1934, and the Air Navigation Act, 1936, or to reinsure or counter-insure any risks under any class of assurance business to which those Acts apply.
- (7) To purchase, feu, construct, acquire, maintain, improve, take in exchange or on lease or hire, and use for any purpose of the Company, any lands and buildings (including *inter alia* manufactories or works of any kind whatever, distilleries, breweries, bottling and blending works, chemical works, water works, gas works, electrical works, ponds, reservoirs, water courses, railways, tramways, canals, telegraphs, wharves, piers, docks, and other works, residences, and workmen's houses), machinery, ships, plant, stock-in-trade, and other property, rights, privileges, servitudes, easements and interests, goodwill and other rights of whatever kind, heritable and moveable, real and personal, which may be deemed necessary or convenient for such purposes, or any of them, and to hold, exercise, develop, improve, promote the uses of, sell, lease, hire, exchange, mortgage, pledge, or otherwise deal with, turn to account, or dispose of the same in such manner as from time to time it may be deemed expedient.

- (8) To provide or erect manufactories or works of any kind whatsoever, distilleries, breweries, wineries, bottling and blending works, chemical works, warehouses, houses, shops, stores and other buildings; to furnish, fit up, and erect machinery, plant, apparatus, and appurtenances of whatever kind; and generally from time to time provide all requisite accommodation and facilities for the purposes of the Company.
- (9) To disburse, or contribute to, the expense of making, acquiring, working, and using railways, roads, canals, tramways, or shares or interests therein, and others, and to make and carry into effect arrangements with shipowners, landowners, railway companies, carriers, coalowners, and other companies and persons conducive to the interests of the Company.
- (10) To store goods of other persons or companies in any warehouses or stores of the Company or others, on such terms as may with them be mutually agreed on.
- (11) To apply for or join in applying for or otherwise acquire any Letters Patent, patent rights or inventions, brevets d'invention, licences of any kind including licences to deal in or sell excisable liquors wholesale or retail, concessions, secret processes, or registered designs, trade marks, or the like, which may appear to be useful to the Company, and to register, protect, prolong, renew, exercise, develop, grant licences under, use, manufacture under, or turn to account the same by merchandising or otherwise.
- (12) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company.
- (13) To buy or acquire all or any part of the business, property or undertaking, and to assume all or any part of the liabilities of any other company, firm or person carrying on any business or engaged in any undertaking which the Company may legally carry on or possessed of property or rights suitable for any of the purposes of the Company.
- (14) To pay for any purchase in cash, or by bills of the Company, or by ordinary, preference, guaranteed, or deferred shares of the Company (fully paid up or partly paid up) or by debentures or other securities or acknowledgments of the Company, or one or more of them, or part of the one and part of the other or others, or in any other way, and generally on such terms as the Company may approve.

- (15) To transact all kinds of agency business, and in particular, for constituents and customers of the Company, and for any persons, companies, or societies carrying on any business or businesses of a similar nature to that of any branch or branches of the Company's business, and to receive money and effects for custody, transmission, sale or otherwise.
- (16) To sell, feu, exchange, lease or otherwise deal with or dispose of the whole or any part of the property of the Company or any right over or any interest in the same in such manner, upon such terms, including payment in cash or in shares, or debentures, or other securities of any other company, association, firm, or person, and subject to such conditions as the Company may think proper.
- (17) To promote or concur in establishing or promoting any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (18) To apply for, promote, and obtain Acts of Parliament, Provisional Orders or licences of the Board of Trade, which may seem calculated, directly or indirectly, to benefit the Company, or to be in the interests of the trade carried on by the Company or other companies carrying on similar businesses; and to oppose any Bills, Provisional Orders or any other proceedings in Parliament or elsewhere, which may seem calculated, directly or indirectly, to prejudice the Company's interests, and to subscribe to the expenses thereof.
- (19) To take or otherwise acquire and hold in the name of the Company or of any trustees or trustee for the Company or otherwise, any shares, stock, debentures or other securities of or interests in any other company, association or firm having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (20) To invest and deal with the available moneys of the Company upon such securities including personal obligations and in such manner as may from time to time be determined, and to lend and advance money with or without security to any company, firm or person transacting or dealing with the Company upon such terms as may be resolved, and to transact any of the business of a banker which may seem to the Company expedient.

- (21) To guarantee the payment of any moneys or the performance of any contracts, liabilities, duties, obligations, or engagements of any company, firm or person, and to become liable or responsible for money and to undertake obligations of every kind and description, upon such terms as the Company may consider desirable.
- (22) To receive money on deposit and to raise or borrow money without security or to secure the repayment thereof in such manner and on such terms as may seem expedient, including the issue of Bonds, Bonds and Dispositions in Security, Bills, Promissory Notes, Mortgages, Debentures or Debenture Stock, perpetual or otherwise, and charged or not charged upon the whole or any part of the Company's property and its uncalled capital for the time being and that at such rate of interest and repayable in such manner as may be deemed expedient, and to renew, re-issue, redeem or pay all or any of such securities.
- (23) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents.
- (24) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependants of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.
- (25) To pay all expenses of and incidental to the formation and registration of the Company and the issue of its capital.
- (26) To indemnify and secure any company, firm or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company.
- (27) To distribute any of the property and estate of the Company among the members *in specie*.
- (28) To do all such things as are incidental or conducive to the attainment of the above objects and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise, and by or through agents, trustees or otherwise and either alone or in conjunction with others.

#### IV. The liability of the members is limited.

V. The Share capital of the Company is £5000 divided into 5000 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
<i>William Hume, 42, Johnston Street, Glasgow, N.W., Law Clerk.</i>	<i>One</i>
<i>A. Irvine Robertson, Glenelg Stirling Law Clerk</i>	<i>One</i>

Witness to the above Signatures:—

Dated the 1<sup>st</sup> day of November, 1937.

*Georg W. Dunn  
Law Clerk  
169 West George Street Glasgow*



2024  
3



*The Companies Act, 1929.*

COMPANY LIMITED BY SHARES.

## ARTICLES OF ASSOCIATION

OF

# JAMES & GEORGE STODART LIMITED

### CONSTITUTION OF COMPANY.

1. The Company is established as a Private Company limited by shares, in the sense of the provisions of the Statutes. The Regulations of the Company shall be those contained in Table A in the First Schedule to the Act (hereinafter referred to as "Table A") with the exception of Articles 64, 69, 72, 82 and 101 of Table A and of any other Articles which are inconsistent with the additions and modifications hereinafter set forth.

2. The number of members of the Company shall be limited to fifty, not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in that employment and have continued after the determination of that employment to be members of the Company. No transfer which would increase such number of members beyond fifty shall be valid, and the Directors shall refuse to recognise or register any transfer which would increase such number provided always that where two or more persons hold one or more shares jointly they shall, for the purpose of this Article, be treated as a single member.

3. No invitation shall be made to the public to subscribe for any shares or debentures of the Company, and the Company and its Directors, officials, agents, and all others, acting or who may act on its behalf, are hereby prohibited from making any such invitation to the public.

### INTERPRETATION.

4. In the construction of these presents the following words and expressions shall have the several meanings hereby assigned to

18931

there, as far as such meanings are not inconsistent with the context or subject-matter, viz.:—

"The Company" means "JAMES & GEORGE STODART, LIMITED."

"The Statutes" means and includes "The Companies Act, 1929," and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.

"The Act" means "The Companies Act, 1929."

"The Directors" means the whole number of the Directors of the Company for the time being, or a quorum of them duly called and assembled in accordance with these Articles.

Words importing persons include partnerships, companies and corporations.

Words importing the masculine gender only include the feminine gender.

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

#### SHARES.

5. Save as provided by any Agreement shares shall be issued and allotted by the Directors to such persons on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and, in particular, the Directors may by Agreement give to any person the right or option of requiring at a future date that an allotment shall be made to him of any shares at par or at such premium as may be agreed. No shares shall be issued at a discount, except as provided in Section 47 of the Act.

6. The Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any shares or (except only as by these Articles otherwise expressly provided) any other right in respect of any shares except an absolute right thereto in the registered holder.

#### LIEN.

7. In Article 7 of Table A the words "other than fully paid Shares" shall be omitted.

#### TRANSFER AND TRANSMISSION OF SHARES.

8. The Directors shall have an absolute discretion to refuse to recognise any transfer of shares or to register any transferee thereunder without assigning any reason for the refusal. Section 66 of the Act shall be complied with by the Directors.

9. No member shall be entitled to sell or transfer any shares held by such member unless he shall have first offered in writing to sell such shares to the Directors at a price to be mutually agreed,

or failing agreement, to be fixed by the Auditor of the Company as the fair value of the Shares. Such offer shall be irrevocable and shall constitute the Directors the Agents of the offerer for the sale of the Shares to any member holding shares in the Company, including the Directors personally, in accordance with the following procedure. Upon the price being agreed or fixed as aforesaid the Directors shall forthwith intimate in writing the offer and the price fixed to all the members excepting the offerer, and such members or any of them shall be entitled to apply for the shares offered within one week thereafter at the price therein stated, and such shares if over applied for shall be divided in proportion to the number of shares held by each applicant and if not over applied for shall be divided according to the applications. The result shall be intimated to the offerer within three weeks after the price of the shares has been agreed or fixed. If the whole or any of the shares are not applied for, the offerer shall, subject to the other provisions of these Articles, be entitled to sell the shares not so accepted at not less than the price agreed or fixed by the Auditor provided always that such sale is effected within three months from the date of intimation to the offerer of the declination or non-acceptance of the shares by the Directors.

10. The Directors shall be entitled to require any person becoming entitled to shares in consequence of the death or incapacity of any Member or the Trustee of any bankrupt member (including in that term a member who has granted a Trust Deed for behoof of his creditors) to sell and transfer the said shares to the other shareholders all in the manner set out in Article 9.

#### PROCEEDINGS AT GENERAL MEETINGS.

11. In Article 45 of Table A the words "two members present personally or by proxy shall be a quorum" shall be substituted for the words "three members personally present shall be a quorum."

12. A resolution in writing, signed by or on behalf of all the members for the time being of the Company shall be as valid and effectual as if it had been passed at a meeting of the Company duly called and constituted, but this Article shall not apply to a resolution for winding up the Company, or to a resolution passed in respect of any matter which by the Statutes or these presents ought to be dealt with by special or extraordinary resolution as defined by Section 117 of the Act, or to a resolution which is required by the Statutes to be passed by the Company in General Meeting.

#### DIRECTORS.

13. Until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than two nor more than five. Two Directors personally present shall constitute a quorum.

14. The names of the first Directors of the Company shall be determined in writing by the subscribers of the Memorandum of Association.

15. A resolution in writing signed by all the Directors present in the United Kingdom at the time, provided they are a majority of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors, duly convened, held and constituted.

16. A Director may hold the office of Secretary or any other office under the Company, except that of Auditor.

17. Each Director shall have the power to nominate any person to act as alternate Director in his place during his absence from the United Kingdom or inability to act as such Director, and at his discretion to remove such alternate Director, and on appointment being made the alternate Director shall (except as regards share qualification) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents. Any appointment and removal under this Article shall be effected by notice in writing under the hand of the Director making the same.

18. If any Director shall be called upon to go or reside abroad on the Company's business, or otherwise perform extra services at home or abroad, or shall undertake any cautionary obligations or guarantee on behalf of the Company, the Directors may arrange with such Director for special remuneration for such services, either by way of salary, commission or payment of a stated sum of money, as they shall think fit, and the Directors shall be repaid any travelling or other expenses incurred in connection with the business of the Company, including their attendance at meetings of the Directors.

19. No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, lessor, customer or otherwise, 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 avoided nor shall any Director so contracting, or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established, provided that the fact of his being interested therein and the nature of his interest be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration, if his interest then exists or in any other case at the first meeting of the Directors after the acquisition of his interest; and such Director may vote in respect of any such contract or arrangement.

## BORROWING POWERS.

20. The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.

## DISQUALIFICATION OF DIRECTORS.

21. The office of Director shall be vacated:—

- (a) If he becomes bankrupt or insolvent or suspends payment or compounds with his creditors.
- (b) If he is declared lunatic or becomes of unsound mind.
- (c) If he ceases to hold the qualifying number of shares.
- (d) If by notice in writing to the Company he resigns his office.
- (e) If his appointment is cancelled by an extraordinary resolution of the Company.

## WINDING UP.

22. If the Company shall be wound up, the liquidators may, with the sanction of an extraordinary resolution, divide among the members *in specie* any part of the assets of the Company; but, in case any division otherwise than in accordance with the legal rights of the members shall be determined on, any member who would be prejudiced thereby shall have a right of dissent and other ancillary rights as if such resolution were passed pursuant to Section 234 of the Act. Any Director, agent, trustee or member of the Company, alone or jointly with any other person, may become a purchaser of property belonging to the Company.

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 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
 

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William Hume, 1-2, Clouston Street,  
— Glasgow, N.W., Law Clerk.

A. Irvine Robertson. Glenelg Stirling. Law Clerk

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Dated the 1<sup>st</sup> day of November, 1937.

Witness to the above Signatures:—

Georg W. Dunn,  
Law Clerk  
169 West George Street Glasgow

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COMPANY LIMITED BY SHARES.

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Memorandum

AND

Articles of Association

OF

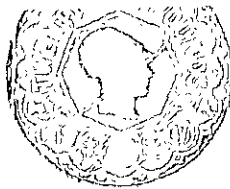
**JAMES & GEORGE STODART  
LIMITED**

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Incorporated the      day of  
1937.

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MACLAY, MURRAY & SPENS,  
*Solicitors,*  
169 WEST GEORGE STREET, GLASGOW.



3062

225

# THE NOMINAL CAPITAL

OF

*James & George Stodart* LIMITED,  
is *Five thousand* Pounds,  
divided into *Five thousand* Shares  
of *One pound* each.

Signature *H. G. B. Sp*  
Description *Enrolled Law Agent engaged  
in the formation of the company.*

Dated the *1st* day  
of *November* 19*37*.

\* \* This Statement should be signed by an Officer of the Company.

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



10502

THE STAMP ACT, 1891 and THE FINANCE ACT, 1953.

COMPANY LIMITED BY SHARES.

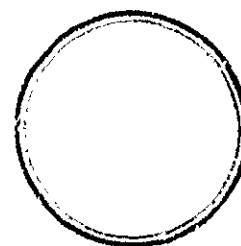
STATEMENT  
OF THE  
NOMINAL CAPITAL  
OF

*James & George Stodart*

LIMITED.

**THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.**

**COMPANY LIMITED BY SHARES.**



Duty at the  
rate of 10s.  
for every  
£100 must  
be impressed  
here.

**Statement of the Nominal Capital**

OF

*James & George Stodart*

**LIMITED,**

Pursuant to Section 112 of The Stamp Act, 1891; as  
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and  
other Documents when the Registration of the Company is applied for.

93381-37

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

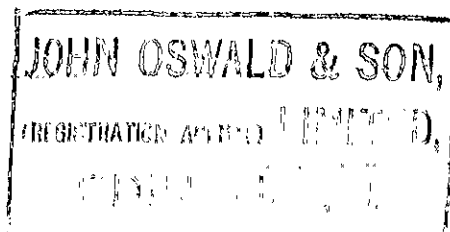
**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2

and 13 BROAD STREET PLACE, E.C. 2.

Presented by



1415

**SECTION 112 OF THE STAMP ACT, 1891.**

*As amended by Section 41 of The Finance Act, 1933.*

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112. "A Statement of the Amount which is to form the Nominal Share Capital of any Company to be registered with Limited Liability shall be delivered to the Registrar of Joint Stock Companies in England, Scotland, or Ireland, and a Statement of the Amount of any Increase of Registered Capital of any Company now registered or to be registered with Limited Liability shall be delivered to the said Registrar, and every such Statement shall be charged with an *ad valorem* Stamp Duty of Ten Shillings for every One Hundred Pounds and any fraction of One Hundred Pounds over any multiple of One Hundred Pounds of the Amount of such Capital or Increase of Capital as the case may be."

200200  
33  
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Special Resolution

OF

# JAMES & GEORGE STODART LIMITED.

Passed 4th November, 1953.

AT AN EXTRAORDINARY GENERAL MEETING OF JAMES & GEORGE STODART LIMITED duly convened and held at 3, High Street, Dumbarton, on Wednesday, 4th November, 1953, the following Resolution was passed as a SPECIAL RESOLUTION:

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

1. Article 1, by inserting in line 5 after the figure '64' the figure '66' and by inserting after the figure '72' the words and figures '73 to 80 inclusive'.

2. Article 14, by deleting the whole Article and substituting the following new Article:—

14 (a). A Member or Members holding a majority in nominal value of the Shares issued for the time being shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

14 (b). A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company.

14 (c) A person shall not be disqualified from being appointed a Director in accordance with the provisions of these Articles by reason of having attained the age of 70 years or any other age, nor shall special notice or other special formality be required on that account. A Director shall not be required to vacate office by reason only of age.

3. Article 17, by deleting the words "(except as regards share qualification)".

4. Article 21 (1) by deleting sub-clauses (c) and (e)

(2) by inserting the following new sub-clause (c) -

(c) It he be removed from office in accordance with Article 14 (a)."

*Robert A. Langman*

20026  
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THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Special Resolution

OF

JAMES & GEORGE STODART, LIMITED

Passed 20th July, 1955.

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at 3 High Street, Dumbarton, on 20th July, 1955, the following Resolution was duly passed as a SPECIAL RESOLUTION :—

That the Regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

*Thomas Mackay*  
Secretary.

2. 100000  
DUMBARTON, 20th July, 1955.—This is a print of the Articles of Association of James & George Stodart, Limited adopted by Special Resolution passed at an Extraordinary General Meeting of the Company held on this date and is for the purpose of identification signed by the Chairman of the Meeting.



Chairman of Meeting.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

**JAMES & GEORGE STODART, LIMITED**

(Adopted by Special Resolution passed 20th July, 1955)

CONSTITUTION.

1. The Company is a Private Company within the meaning of Section 28 of The Companies Act, 1948 (hereinafter referred to as "the Act"). The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 shall not apply to the Company, but the Regulations contained in Part II of Table A in the First Schedule to the Act (hereinafter referred to as "Table A") shall apply to the Company with the exception of Clauses 24, 53, 75, 77, 79 and 88 to 97 inclusive of Part I of Table A and subject to the provisions of the following additional Articles in modification of Table A.

SHARES.

2. Subject to the provisions of Clause 2(b) of Part II of Table A, the shares shall be at the disposal of the Directors and they 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 nevertheless that no shares shall be issued at a discount except as provided by Section 57 of the Act.

3. In Clause 11 of Part I of Table A the words "other than fully paid shares" shall not apply.

4. In Clause 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share, or be payable at less than one month from the date fixed for the payment of the last preceding call" shall not apply.

## DIRECTORS.

5. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall be not less than two nor more than ten.

6. A member or members holding a majority in nominal value of the shares issued for the time being shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a Company, signed by one of its Directors on its behalf and shall take effect upon lodgment at the registered office of the Company.

7. A Director shall require no share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company.

## BORROWING POWERS.

8. The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company, without limit as to amount and with or without security, and that upon such terms and in such manner as they think fit.

## POWERS AND DUTIES OF DIRECTORS.

9. In Clause 86 of Part I of Table A the words "and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" shall not apply.

## DISQUALIFICATION OF DIRECTORS.

10. The office of a Director shall be vacated :—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he be removed from office as provided in Article 6 hereof.

11. No person shall be disqualified from being appointed a

Director in accordance with the provisions of these Articles by reason of having attained the age of seventy years or any other age nor shall special notice or other special formality be required on that account. No Director shall vacate his office by reason only of age.

#### PROCEEDINGS OF DIRECTORS.

12. In Clause 100 of Part I of Table A the words " of increasing the number of Directors to that number, or " shall not apply.

#### ALTERNATE DIRECTORS.

13. Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor by way of remuneration for his services as a Director as the appointor may by notice in writing to the Company from time to time direct ; but, save as aforesaid, shall not be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these presents regarding Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be a Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment lodged at the registered office of the Company.

115, The Quadrant  
Glasgow G2 4AB

Telephone 041 221 2555  
Telex 712203  
Telegraph 041 221 6970

20026

*Price Waterhouse*



12 August 1987

JS Montgomery Esq  
Company Secretary  
Hiram Walker & Sons (Scotland) PLC  
2 Glasgow Road  
DUMBARTON G82 1EE

Dear Sir

We are writing to intimate our resignation as auditors of the Company, all its subsidiaries, the Charitable Trust and the Pension Scheme.

There are no matters which we wish to bring to the attention of the company's members or creditors.

Yours faithfully

*Price Waterhouse*

JMTA/RB





COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period**

**225(1)**

Please do not write in this margin

Pursuant to section 225(1) 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

--	--	--	--

20026
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Please complete legibly, preferably in black type, or bold block lettering

Name of company

* JAMES & GEORGE STODART LIMITED
----------------------------------

\* Insert full name of company

gives notice that the company's new accounting reference date on which the current 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
2	8
0	2

**Note**  
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day	Month	Year
2	8	0
2	1	9
8	8	8

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_  
\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

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

Signed BS Moutonney Designation‡ Secretary Date 31st August 1987

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

For official Use  
General Section

Post room

*[Handwritten signature]*

Registered No: 20026

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

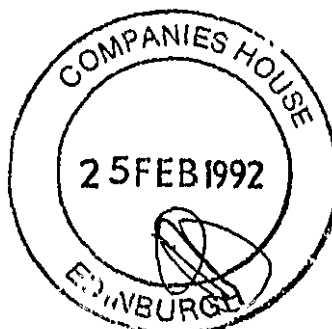
JAMES & GEORGE STODART, LIMITED

Passed on 21st February 1992

At an extraordinary general meeting of the members of the above company held on 21st February 1992 the following resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

That in accordance with S.250 of the Companies Act 1985 (as inserted by S.14 of the Companies Act 1989) the company shall be exempt from the provisions of Part VII of the Companies Act 1985 (as inserted by the Companies Act 1989) relating to the audit of accounts and the obligation to appoint auditors.



...*J M Tomlinson*...  
J M Tomlinson  
Secretary

**G**

Notice of new accounting reference date given during the course of an accounting reference period

**225(1)**

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company Number

Name of Company

20026

JAMES & GEORGE STODART, LIMITED

gives notice that the company's new accounting reference date on which the current 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	8
---	---	---	---

The current accounting reference period of the company is to be treated as EXTENDED and will come to an end on

Day Month Year

3	1	0	8	1	9	9	5
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a **SUBSIDIARY** undertaking of **ALLIED DOMECQ SPIRITS & WINE LIMITE** company number 703977  
the accounting reference date of which is 31 August

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, 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 **SECRETARY** Date **11 FEB 1995**

Presenter's name, address telephone number and reference (if any):  
R DAVEY  
Allied Domecq Spirits & Wine  
The Pavilions, Bridgwater Road  
BEDMINSTER DOWN  
BRISTOL, Avon BS13 8AR

For official use  
D.E.B.

Post room

