

(DUPLICATE FOR THE FILE.)

No. 26803



Certificate of Incorporation.

I Thereby Certify that

"Gillies of Broughty Ferry Limited"

1948

is this day incorporated under the Companies Act, ~~1929 and 1947~~ and that this Company is **Limited**.

SIGNED by me at Edinburgh, this ~~Twenty-sixth~~ day of ~~January~~

On Thousand Nine Hundred and ~~forty-nine~~

W. J. Collins

Registrar of Companies.

No. of
Certificate }

Form No. 41.

26825
1

1948.
1949.

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of compliance with the requirements of the Companies

1948
Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

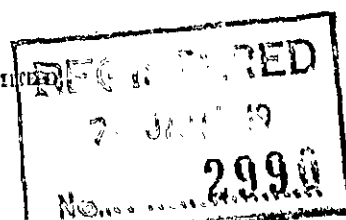
Name
of
Company

GILLIES of BROUGHTY FERRY LIMITED.

Presented by—

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

All Forms supplied by JOHN OSWALD & SON (Registration Agents) Limited,
6 North St. David Street, Edinburgh 2.



I, FREDERICK WILLIAM MOON,

of 15 Albert Square, Dundee,

(a) Here insert:
"An enrolled Law
Agent engaged in
the formation,"
or
"A person named
in the Articles of
Association as
a Director or
Secretary."

Do solemnly and sincerely declare I am ^(a) an enrolled Law Agent
engaged in the formation

of GILLIES of BROUGHTY FERRY LIMITED.

Limited, and That all the requirements of the Companies Act, ¹⁹⁴⁸~~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 DUNDEE,

the 20th day of January,

One thousand nine hundred and forty nine.

before me,

McDouglas
(b) Justice of the Peace for the notary Public
(b) or Notary Public. of 13 Albert Square

No. 41.

Dundee.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

Gillies of Broughty Ferry Limited

JOHN OSWALD & CO.

112, 114, 116, 118, 120, 122, 124, 126, 128, 130, 132, 134, 136, 138, 140, 142, 144, 146, 148, 150, 152, 154, 156, 158, 160, 162, 164, 166, 168, 170, 172, 174, 176, 178, 180, 182, 184, 186, 188, 190, 192, 194, 196, 198, 200, 202, 204, 206, 208, 210, 212, 214, 216, 218, 220, 222, 224, 226, 228, 230, 232, 234, 236, 238, 240, 242, 244, 246, 248, 250, 252, 254, 256, 258, 260, 262, 264, 266, 268, 270, 272, 274, 276, 278, 280, 282, 284, 286, 288, 290, 292, 294, 296, 298, 300, 302, 304, 306, 308, 310, 312, 314, 316, 318, 320, 322, 324, 326, 328, 330, 332, 334, 336, 338, 340, 342, 344, 346, 348, 350, 352, 354, 356, 358, 360, 362, 364, 366, 368, 370, 372, 374, 376, 378, 380, 382, 384, 386, 388, 390, 392, 394, 396, 398, 400, 402, 404, 406, 408, 410, 412, 414, 416, 418, 420, 422, 424, 426, 428, 430, 432, 434, 436, 438, 440, 442, 444, 446, 448, 450, 452, 454, 456, 458, 460, 462, 464, 466, 468, 470, 472, 474, 476, 478, 480, 482, 484, 486, 488, 490, 492, 494, 496, 498, 500, 502, 504, 506, 508, 510, 512, 514, 516, 518, 520, 522, 524, 526, 528, 530, 532, 534, 536, 538, 540, 542, 544, 546, 548, 550, 552, 554, 556, 558, 560, 562, 564, 566, 568, 570, 572, 574, 576, 578, 580, 582, 584, 586, 588, 590, 592, 594, 596, 598, 600, 602, 604, 606, 608, 610, 612, 614, 616, 618, 620, 622, 624, 626, 628, 630, 632, 634, 636, 638, 640, 642, 644, 646, 648, 650, 652, 654, 656, 658, 660, 662, 664, 666, 668, 670, 672, 674, 676, 678, 680, 682, 684, 686, 688, 690, 692, 694, 696, 698, 700, 702, 704, 706, 708, 710, 712, 714, 716, 718, 720, 722, 724, 726, 728, 730, 732, 734, 736, 738, 740, 742, 744, 746, 748, 750, 752, 754, 756, 758, 760, 762, 764, 766, 768, 770, 772, 774, 776, 778, 780, 782, 784, 786, 788, 790, 792, 794, 796, 798, 800, 802, 804, 806, 808, 810, 812, 814, 816, 818, 820, 822, 824, 826, 828, 830, 832, 834, 836, 838, 840, 842, 844, 846, 848, 850, 852, 854, 856, 858, 860, 862, 864, 866, 868, 870, 872, 874, 876, 878, 880, 882, 884, 886, 888, 890, 892, 894, 896, 898, 900, 902, 904, 906, 908, 910, 912, 914, 916, 918, 920, 922, 924, 926, 928, 930, 932, 934, 936, 938, 940, 942, 944, 946, 948, 950, 952, 954, 956, 958, 960, 962, 964, 966, 968, 970, 972, 974, 976, 978, 980, 982, 984, 986, 988, 990, 992, 994, 996, 998, 1000

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

Gillies of Broughty Ferry Limited



26803
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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

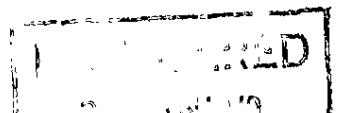
OF

Gillies of Broughty Ferry Limited



- I. The name of the Company is "GILLIES OF BROUGHTY FERRY LIMITED."
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:—

- (1) To acquire and take over as a going concern and carry on the business of Cabinetmakers, Upholsterers, Furniture Dealers, Auctioneers, Removal Contractors and Funeral Directors now carried on by James Morris Gillies, 7 Norrie Street, Broughty Ferry, Dundee, in the County of Angus, under the style of Gillies & Son in Broughty Ferry, Dundee, together with the assets used for that business, upon such terms as may be agreed between the Company and the said James Morris Gillies.
- (2) To carry on in the United Kingdom or elsewhere either in connection with the foresaid business or as distinct and separate businesses, the business of all or any of the following businesses, namely:—
 - (a) General Merchants, House Furnishers and Furnishers and Manufacturers, Repairers and Restorers of and Dealers in the Furniture, Floors, Panelling, Fixtures and Fittings of Dwelling-houses, Hotels, Shops, Restaurants, Boarding-Houses, Churches, Theatres, Halls, Schools, Offices, Aircraft, Ships, and any other buildings, erections or structures, by wholesale and/or retail, or hire purchase.
 - (b) Shop Fitters, Joiners, Carpenters, Cabinetmakers, Polishers, Carvers, House Decorators, Upholsterers, Furniture Removers, Ironmongers, Cloth Manufacturers, Dyers, Cleaners, Owners of Depositories, Warehousemen, Railway Forwarding Agents, and Common Carriers by Land, Air and Water, Storekeepers, Warehouse-keepers, Keepers of Hotels, Restaurants, Cafes, Taverns, Canteens, Refreshment Rooms, Boarding Houses, Halls, Ballrooms, and any other premises for private or public use and/or entertainment, Dealers in, Importers, Exporters and Merchants of Modern and Antique Furniture, Musical Instruments, Pictures, Picture Frames, Prints, Objects d'Art, Articles of Vertu, Carpets, Floorcloths, Table Cloths, Linoleum, American Cloths, Household Linen, Perambulators, Nursery Equipment, Toys,



and Leather Goods and Artificial Leathers, Advertising Agents and Contractors, and Purchasers and Sellers of Copyrights, Pictures, Books, Music and Songs, Newsagents, Journalists, Literary Agents and Stationers in all their branches.

- (c) Funeral Undertakers and Embalmers, including provision of Rest Rooms and Service Rooms, Coach, Carriage and Carriagebody builders, and Hirers of Cars and Hearses, and Saddlers and Garage Proprietors.
 - (d) Land, Estate, House, and Insurance Agents, and Fire Assessors, Contractors, Auctioneers, Valuers and Surveyors.
 - (e) Manufacturers and Importers, and Wholesale and Retail Dealers of and in Garden Tools, Lawn Mowers, Tents, Marquees, Garden Seeds, and Garden Equipment of all descriptions, Timber, Grates, Fireplaces, Tiles, Bricks, Synthetic Stone, Concrete Slabs and Blocks, Paints, Enamels, Polishes, Lacquers, Colours, Distempers and Wallpapers, Tapestries, Textiles and other Fabrics of every kind, Hardware, Jewellery, Plated Goods, Glass, Crystal, Paper and Leather Goods, Clocks, Timepieces, China, Statuary, Porcelain, Brass and Copper Ornaments, and all manner and description of articles of ornament and Gold and Silvermiths.
 - (f) Makers and Manufacturers of Mattresses, Underlays, Beds and Bedding of all kinds and descriptions, and Dealers in all such goods.
 - (g) Dealers in Electrical Goods, including Radios and Television Transmitters and Receivers, Refrigerators, Immersion Heaters, Irons, Vacuum Cleaners, Washing Machines, Kettles, Fires, Lamps, Electric Bulbs, Shades, Cables, and other goods and equipment of a similar nature, and the installation thereof.
 - (h) Photographers, Printers, Lithographers, Photo-Lithographers, Designers of and Dealers in and Manufacturers of articles produced by persons in these or similar Trades or Businesses.
- (3) To acquire by purchase or otherwise, and undertake for cash or shares or otherwise, and to carry on all or any part of the business or property of any Company, firm or person carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such company, firm or person.
- (4) To purchase, feu, lease, exchange or otherwise acquire any heritable property, rights or privileges for the purposes of the business of the Company, and to construct, maintain, extend and alter any buildings, roads, railways, bridges and other works and plant of every kind or description necessary or convenient for said business.
- (5) To acquire by purchase, licence or otherwise to apply for and obtain, and to exercise and use or to grant licences to others to exercise and use in any part of the world, patents, patent rights, copyrights, registered designs, unregistered designs, trade marks protection, or the like, of any kind or description, likely to benefit the Company in its business, and to disclaim, alter or modify the same.

- (6) To acquire an interest in, amalgamate with, or enter into any partnership or arrangement for sharing profits, union of interest, co-operation, joint adventure, limiting competition, or mutual assistance with any company, firm or person whose objects are within the objects of the Company, and to give or accept by way of consideration for any of the acts or things aforesaid, or for any property acquired, any shares, debentures or securities that may be agreed upon.
- (7) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares of the Company, with or without special rights as to dividend or repayment of capital, or by means of any security which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.
- (8) To borrow or raise and secure the payment of money in any way, and in particular by bond and disposition in security, assignation or conveyance *ex facie* absolute, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (9) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (10) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (11) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company or to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such person.
- (12) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (13) To promote or concur in establishing or promoting any other company for the purpose of acquiring all or any part of the business or property or rights of this Company, and undertaking all or any of its liabilities, or of undertaking any business or operations which may appear likely to benefit this Company, or to enhance the value of the business or any property of the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company.

- (14) To sell, or otherwise dispose of the business, property, rights and assets of the Company, or in any branch or part thereof, for such consideration, payable in cash or in shares, stock, debentures or securities of any other company, as may be deemed proper; and to distribute the price howsoever paid or satisfied among the members in or towards satisfaction of their interests in the assets of the Company.
- (15) To distribute any of the property of the Company among the members *in specie*.
- (16) To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees, or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

Declaring that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere; and that the objects specified in each paragraph of this Clause shall be deemed separate objects and shall (except where otherwise expressed in such paragraphs) be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

IV. The liability of the members is limited.

V. The Share Capital of the Company is £10,000, divided into 10,000 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.
James Mc Gillivray	one
Margaret B. Gillivray	one
Mary Lorne	one

Dated the nineteenth day of January, nineteen hundred and forty nine A.D.

Witness to the above Signatures:—

Lillian Maria. H. A. A.
11 Barrack Street, Dundee.



21803

3



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Gillies of Broughty Ferry Limited

1. The regulations contained in Part I. of Table A appended to the Companies Act, 1948, hereinafter referred to as Table A, shall apply to and shall be the regulations of the Company save in so far as they are excluded or varied hereby or consistent herewith.

2. The clauses numbered 53, 77, 79, and 113 of Table A shall not apply to the Company, and the following clauses shall be modified:—

Clause 11, so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete;

Clause 24, so that the words "not being a fully paid share" shall be held to be delete;

Clause 33, so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

Clause 44, so that the word "extraordinary" shall be substituted for the word ordinary";

Clause 80, so that the words from and including "and every director" to the end of the clause shall be held to be delete;

Clause 88, so that any person may be appointed or re-appointed a Director of the Company notwithstanding that at the time of his appointment or re-appointment he shall have attained the age of seventy, and no Director of the Company shall vacate his office by reason of his having attained the age of seventy or any other age.

3. The Share Capital of the Company is £10,000, divided into 10,000 Shares of £1 each.

4. The Company is hereby declared to be a private company, and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company.

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5. The number of members of the Company (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) shall at no time exceed fifty; several persons, however, holding one or more shares jointly, shall be deemed to be a single member.

6. In the event of any member desiring to sell his shares or any of them, he shall be obliged first of all to offer to sell the same at the market price of the day, that is at such price as a willing seller could get from a willing buyer, to the other members of the Company, by letter addressed to the Secretary of the Company for the time, and if his offer be accepted within sixty days of delivery thereof, then to sell and transfer the same to any member or members of the Company willing to purchase the same, and failing the price thereof being agreed upon between the intending transferor and transferee, then at such price as shall be fixed and ascertained by arbitration, and in the event of more than one member being desirous of purchasing such shares, the Directors shall decide in what proportion such members shall purchase them, or that any one member may purchase the whole.

7. The Directors may, without assigning any reason, decline to register any transfer of shares.

8. For a general meeting a quorum shall be two persons personally present and holding or representing by proxy in the aggregate at least one-fifth of the issued Ordinary Shares of the Company whose holders are entitled to be present and vote.

9. Unless otherwise determined by a general meeting, the number of directors shall not be less than one.

10. The first Directors shall be JAMES MORRIS GILLIES, 7 Norrie Street, Broughty Ferry, Dundee; and Mrs MARGARET ALICE PHILIP or GILLIES, 7 Norrie Street, Broughty Ferry, Dundee; and Mrs MARY GILLIES or LORNIC, 1 Stanley Road, Broughty Ferry, Dundee.

11. It is necessary for a Director to hold at least one hundred fully paid Ordinary Shares in the Company as a qualification for his or her appointment.

12. No Director, except the said James Morris Gillies, shall have any interest in or any connection with any business, firm or company carrying on business of a similar nature to that carried on by the Company.

13. The Directors shall be reimbursed by the Company of all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending board meetings.

14. 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.

15. Any Director or other officer or member of the Company shall be entitled to contract with the Company and to engage in any transaction with it on such terms as may be considered expedient, and shall be in no wise liable to account for any profit realised by any such contract or transaction.

16. The Directors shall provide for the safe custody of the Company's seal. Every instrument to which the seal shall be affixed shall be subscribed by one Director and also by the Secretary, or (in case of his absence) by some other person authorised to act in his place, and with or without witnesses.

17. If a member has no registered address in 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 at his last-known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted.

Names, Addresses and Descriptions of Subscribers.

<i>James M. Gillies</i>	4 Home Street, Broughton Ferry, Dundee. Housefurnisher.
<i>Margaret A. Gillies</i>	4 Home Street, Broughton Ferry, Dundee. Housewife.
<i>Mary Lennie</i>	1 Stanley Road, Broughton Ferry, Dundee. Housefurnisher.

Dated the *nineteenth* day of *January*, *nineteen hundred*
and forty nine years.

Witness to the above Signatures:—

William MacFarlane
11 Barrack Street, Dundee

The Companies Act 1948

Company Limited by Shares

Memorandum

AND

Articles of Association

OF

Gillies of Broughty Ferry Limited

No. of Certificate.....

26803

H

Form No. 25

GILLIES OF BROUGHITY FERRY LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by

JOHN OSWALD & SON,

(REGISTRATION AGENTS) LIMITED,

EDINBURGH.



NOMINAL CAPITAL of GILLIES OF PROUGHTY CERRY ^W

..... Limited,

is £10,000....., divided into....10,000.....shares of £1.....

each.

Signature.....*James H. Gillies*.....

Description.....*Director*.....

Date.....*Jan 20th 1949*.....

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

